

9401/8508

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the Resolution Trust Corporation ("RTC"), a corporation organized and existing under the laws of the United States of America, with its principal office located in Washington, D.C. has determined it is necessary to appoint a representative to act on its behalf to preserve, maintain or liquidate assets of certain insured savings associations.

The RTC has established a consolidated field office in Atlanta, Georgia, in order to discharge its responsibilities arising from insured institutions located in the states, commonwealths, districts, territories, or other legal jurisdictions of Maryland, West Virginia, Virginia, Tennessee, North Carolina, South Carolina, Georgia, Alabama, District of Columbia, Kentucky, Florida, The territory of The Virgin Islands of the United States, and The Commonwealth of Puerto Rico.

Therefore, for the purpose of preserving, maintaining, or liquidating assets, the RTC does hereby authorize and empower Noel F. Hardin as its attorney-in-fact to:

1. Sign, seal and deliver as the act and deed of the RTC any instrument in writing, and to do every other thing necessary and proper for the collection and recovery of any and all monies and properties of every kind and nature whatsoever for and on behalf of the RTC and to give proper receipts and acquittances in the name and on behalf of the RTC;

2. Release, discharge or assign any and all judgments, deeds of trust or mortgages on real estate or security interests in personal property (including the release and discharge of the same of record in the office of any Chancery Clerk or any other Clerk of any other Court or Register wherever located where payments on account of the same in redemption or otherwise may have been made by the debtor(s)), and to endorse receipt of such payment upon the records in any appropriate public office;

3. Receive, collect and give all proper acquittances for any other sums of money owing to the RTC for any asset which the above-named may sell or dispose of;

4. Execute any and all transfers and assignments as may be necessary to assign any securities or other choses in action;

5. Sign, seal, acknowledge and deliver any and all agreements as shall be deemed necessary or proper by the attorney in fact in the care and management of any assets;

6. Sign, seal, acknowledge and deliver indemnity agreements and surety bonds in the name of and on behalf of the RTC;

7. Sign receipts for the payment of all rents and profits due or to become due on any assets;

** This document is being re-recorded in Shelby County, Alabama, due to the fact that a small portion of the subject property lies in Shelby County, Alabama.

Inst # 1994-03163

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SHELBY COUNTY JUDGE OF PROBATE
13:50

8. Sell, transfer, convey, or otherwise alienate and/or release, any and all rights, title, and/or interest in and to real property located in Puerto Rico or elsewhere, recorded in the name of the RTC or in the name of any banking institution as to which the RTC is acting as conservator or receiver, and to execute, acknowledge, and/or deliver any and all public and private documents which may be necessary or convenient to effect or record any such sale, transfer, conveyance or alienation.

9. Extend, postpone, release and satisfy or take such other action regarding any mortgage or deed of trust held in the name of the RTC;

10. Foreclose under any mortgage, deed of trust, security agreement or other lien on either real or personal property, wherever located;

11. Do and perform every act necessary for the use, liquidation or collection of any assets in the name of the RTC;

12. Sign, seal, acknowledge and deliver any and all documents as may be necessary to settle any action(s) or claim(s) asserted by or against the RTC in any of its capacities; and

13. Sign, seal, acknowledge and deliver in the name of RTC a substitution of Trustee under any deed of trust;

This Power of Attorney shall be effective immediately and shall continue until such time as this Power of Attorney has been terminated by the Executive Committee of the RTC or by any authorized officer of the RTC.

IN WITNESS WHEREOF, the RTC by its duly authorized officers empowered in that behalf by appropriate Directive has caused these presents to be executed and subscribed in its name and its corporate seal affixed this
23rd of March, 1993.

RESOLUTION TRUST CORPORATION

BY: William M. Dudley

William M. Dudley
Vice President
Atlanta Office

E-5125

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Mercedes L. Sain
Madge P. Brown

ATTEST: Robert E. McCormack

Robert E. McCormack
Senior Counsel, Litigation

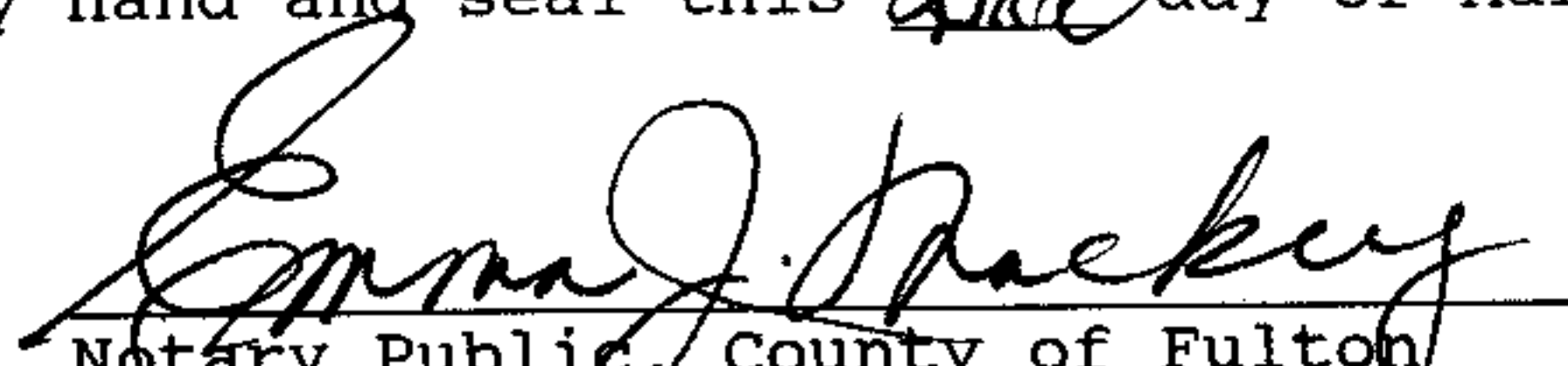
STATE OF GEORGIA

) ss)

COUNTY OF FULTON

I, Emma J. Mackey, a Notary Public in and for said County in said State, hereby certify that William M. Dudley, whose name as Vice President, Atlanta Office for Resolution Trust Corporation as Receiver or Conservator for certain insured institutions located in the states, commonwealths, districts, territories, or other legal jurisdictions of Maryland, West Virginia, Virginia, Tennessee, North Carolina, South Carolina, Georgia, Alabama, District of Columbia, Kentucky, Florida, The Territory of The Virgin Islands of the United States and The Commonwealth of Puerto Rico is signed to the foregoing instrument and who is known to me, acknowledged before me this date that, being informed of the instrument, he, in his capacity as such Vice President, Atlanta Office and with full authority, executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal this 23rd day of March, 1993.


Notary Public, County of Fulton
State of Georgia

My Commission expires: Inst. # 1994-03163 My Commission Expires December 6, 1996

This Power of Attorney was prepared by:

Harold G. Arnwine
Attorney At Law
Resolution Trust Corporation
100 Colony Square, Suite 2300
Box 68
Atlanta, Georgia 30361

01/31/1994-03163
10:13 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.50

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON

1994 JAN 24 PM 2: 07

RECORDED & INDEXED ✓
DEED TAX HAS BEEN PAID ON THIS INSTRUMENT ✓


JUDGE OF PROBATE

Inst # 1994-03163