

POWER OF ATTORNEY

BOOK 4332 PAGE 529

KNOW ALL PERSONS BY THESE PRESENTS:

That the Resolution Trust Corporation, 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 necessary to appoint a representative to act on its behalf to preserve, maintain or liquidate assets of certain insured savings associations.

Therefore, for the purposes of preserving, maintaining or liquidating assets the Resolution Trust Corporation, acting only in its capacity as conservator or receiver (and not in its corporate capacity) of Security Savings and Loan Association, Jackson, Mississippi, and successor in interest Security Federal Savings and Loan Association, Jackson, Mississippi, (hereinafter referred to as RTC) does hereby authorize and empower Gary C. Green, Stan Gorrell, Steven D. Brown and Daniel R. Crain, individually, as Attorneys-In-Fact for RTC 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 therefore in the name and on behalf of the RTC;

2. Release, discharge or assign any and all judgments, mortgages on real estate or personal property [including the release and discharge of the same of record in the office of any Prothonotary or Register of Deeds 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 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;

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SHELBY COUNTY JUDGE OF PROBATE  
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8. Execute, acknowledge and deliver deeds of real property in the name of the RTC;

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

10. Execute, acknowledge and deliver in the name of the RTC a power of attorney wherever necessary or required by law to any attorney employed by the RTC;

11. Foreclose any mortgage or other lien on either real or personal property, wherever located;

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

13. Sign, seal, acknowledge and deliver any and all documents as may be necessary to settle any action(s) or claim(s) asserted against the RTC.

This Power of Attorney shall be effective immediately and shall continue until December 31, 1995, unless otherwise terminated by the Board of Directors of the RTC or by any officer of the RTC authorized to do so by the Board of Directors of the RTC.

IN WITNESS WHEREOF, the RTC by its duly authorized officers empowered in that behalf by appropriate Resolution of its Board of Directors has caused these presents to be executed and subscribed in its name and its corporate seal affixed this 12<sup>th</sup> day of July, 1994.

8 1668

RESOLUTION TRUST CORPORATION  
as Conservator or Receiver of  
the Institution(s) referenced  
hereinabove

BY:

Gary D. Turner  
Gary D. Turner  
Acting Vice President

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF:

Virginia Ries  
Virginia Ries

Denise L. Spence  
Denise L. Spence

ATTEST:

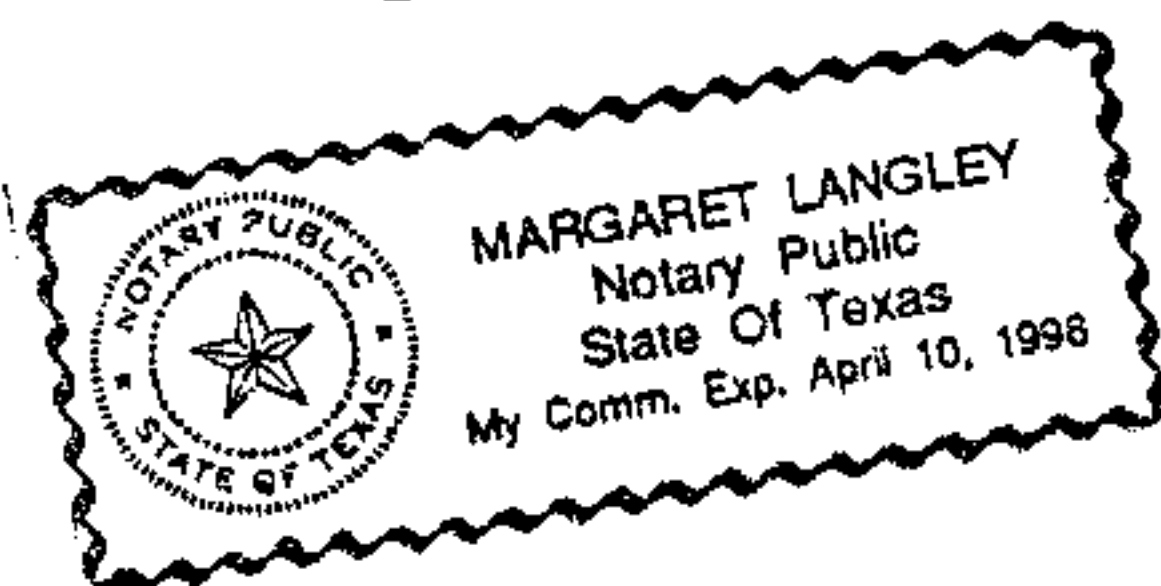
Arturo A. Vera-Rojas  
Arturo A. Vera-Rojas  
Assistant General Counsel

STATE OF TEXAS

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COUNTY OF DALLAS

Personally appeared before me, the undersigned authority in and for the said county and state, on this 12<sup>th</sup> day of July, 1994, within my jurisdiction, the within named Gary D. Turner, who acknowledged that he is Acting Vice President of the RESOLUTION TRUST CORPORATION, a corporation organized and existing under an Act of Congress of the United States of America, acting in its capacity as conservator or receiver of the Institution(s) referenced hereinabove and that for and on behalf of the RESOLUTION TRUST CORPORATION and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



Margaret Langley  
Notary Public

My Commission Expires: 4/10/96

STATE OF MS  
COUNTY OF HINDS  
FILED - RECORDED

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ALICE JAMES  
CHANCERY CLERK

(Mississippi)

STATE OF MISSISSIPPI  
HINDS COUNTY

FIRST DISTRICT

I, ALICE JAMES, Clerk of the Chancery Court in and for the  
above mentioned County and State do hereby certify that the foregoing  
Document is a true and correct copy as appears on record in  
my office in Deed Book 4332 Page 529  
Given under my hand and official seal of office this the 5th  
day of August 19 94

ALICE JAMES, CHANCERY CLERK

BY Stones D.C.



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