

GEORGIA, FULTON COUNTY
FILED 1994 JUN 1 11:08

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CLERK OF SUPERIOR COURT

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 an office in Atlanta in order to discharge its responsibilities arising from insured institutions located in the states, commonwealths, districts, territories, or other legal jurisdictions of Alabama, District of Columbia, Florida, Georgia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, 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 James C. Goodwin 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;

James C. Goodwin

Inst # 1994-31395

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SHELBY COUNTY JUDGE OF PROBATE

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Goodwin

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;

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 financial institution for which the RTC is acting as conservator or receiver, and to execute, acknowledge, and/or deliver any and all public and private documents that 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.

St. James C. Gonzalez

May, 1994

18331/120

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 12th of May, 1994.

F-5851

CORP.
SEAL

RESOLUTION TRUST CORPORATION

BY:

William M. Dudley
William M. Dudley
Vice President
Atlanta Office

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Lepie G. Batten
Edith G. G.

ATTEST:

Judy C. Stewart
Judy C. Stewart
Senior Counsel
Corporate Affairs

STATE OF GEORGIA
IN
COUNTY OF FULTON

On this 12th day of May, 1994, before me, a Notary Public in and for the State of Georgia, personally appeared William M. Dudley and Judy C. Stewart, to me known personally, who being by me first duly sworn did each depose that they are respectively Vice President and Senior Counsel, Corporate Affairs of the Atlanta Office of the Resolution Trust Corporation ("Corporation") in whose name the foregoing Power of Attorney has been executed and subscribed, who further said that the seal affixed to the said Power of Attorney is the corporate seal of the said Corporation and that the said Power of Attorney was executed and subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Executive Committee and the said William M. Dudley and Judy C. Stewart acknowledged the said Power of Attorney to be the free act and deed of the said Corporation.

Ernest J. Mackey
Notary Public, County of Fulton
State of Georgia

My Commission expires:
Notary Public, Fulton County, Georgia
My Commission Expires November 8, 1998
This Power of Attorney was prepared by:

Joan D. Roberts
Attorney At Law
Resolution Trust Corporation
300 Colony Square, Suite 2300
Box 68
Atlanta, Georgia 30361

N.P.
SEAL

St. James C. Gaudin

Inst # 1994-31395
May, 1994

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SHELBY COUNTY JUDGE OF PROBATE
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