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LIMITED POWER OF ATTORNEY

WHEREAS, the Federal Deposit Insurance Corporation in its capacity as Receiver of Dollar Dry Dock Bank (the "Receiver"), formerly a state chartered banking institution, organized under the laws of the State of New York, with its principal place of business in White Plains, New York desires to designate Dennis Buonagura, Vice President, Wendy Alford, Assistant Vice President, and Edmund Tang, Vice President, all of whom being officers of Emigrant Savings Bank ("Emigrant"), or any of them acting individually, as its true and lawful Agents and Attorneys-in-fact for the limited purpose of facilitating the transfer of full legal or equitable title in and to certain Loans and Commercial Loan Facilities which were defined in, and which were sold, assigned, and transferred to Emigrant as part of a Purchase and Assumption Agreement between the Receiver and Emigrant dated February 21, 1992, (the "Agreement") and described in Section 3.1 of the Agreement (and herein referred to as the "Assets").

NOW THEREFORE, the Receiver hereby empowers the Attorneys-in-Fact to do the following in the name of or on behalf of the Receiver with regard to the Assets:

- a. Endorse and/or assign to Emigrant or any of its affiliates by manual or facsimile signatures as set forth below, any and all notes, agreements, lines of credit, security agreements, mortgages, liens, financing statements, judgments and all other evidences of indebtedness or other instruments;
- b. Execute, acknowledge, and deliver to Emigrant or any of its affiliates, or its assignee or designee or in blank, by manual or facsimile signature, any and all forms or documents which are necessary to release, satisfy, subordinate, renew, assign, or extend mortgages, liens or security interests on, or transfer title or other evidence of ownership to any form of collateral;
- c. Execute and deliver, by manual or facsimile signature, evidence of payment in full, including cancellation of notes, or satisfaction or release of any liens, judgments, mortgages, financing statements, lease assignments or other documents which have been placed of record; and
- d. Execute and deliver any and all instruments and take any and all further action as may be necessary or deemed desirable to accomplish any and all of the foregoing and carry out the purpose of this Power of Attorney.

The authority granted under this Limited Power of Attorney may not be transferred by the herein named Attorneys-in-Fact to any third party, whether or not such third party is an employee of a subsidiary or affiliate of Emigrant.

02/09/1995-03614
 11:12 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 003 MCD 13.50

Modern Land Serv.

Inst # 1995-03614

0954 000293

Each endorsement of a Note made by Attorney-in-Facts of the Receiver hereunder shall read as follows:

Pay to the order of Emigrant Savings Bank the promissory note to which this endorsement is attached, and the monies due and to become due thereon, without recourse to or warranty by the undersigned except to the extent otherwise set forth in that certain Purchase and Assumption Agreement dated as of February 21, 1992 among the undersigned, Emigrant Savings Bank and the Federal Deposit Insurance Corporation.

Federal Deposit Insurance Corporation, as Receiver for Dollar Dry Dock Bank by _____, attorney-in-fact.

or

Pay to the order of [Emigrant Savings Bank or assignee or designee or blank] WITHOUT RECOURSE OR WARRANTY.

Federal Deposit Insurance Corporation, as Receiver for Dollar Dry Dock Bank by _____, attorney-in-fact.

The signature block of all other documents signed by the Attorney-in-Fact on behalf of the Receiver shall read as follows:

Federal Deposit Insurance Corporation, as Receiver for Dollar Dry Dock Bank by _____, attorney-in-fact.

This power of attorney shall be effective as of the execution date and shall continue in full force and effect as to the individuals named as Attorneys-in-Fact until such time as the employment with Emigrant (or any of its subsidiaries or affiliates) of the individual Attorney-in-Fact is terminated, or until otherwise terminated in writing by the execution and delivery of an instrument revoking the authority hereby granted.

Terms which are stated herein in the singular shall be deemed to include the plural and vice versa.

IN WITNESS WHEREFORE, the Receiver has caused this Power of Attorney to be duly executed this 17th day of MAY, 1994.

Witness:

William Folsom

Betty Ryan

Federal Deposit Insurance
Corporation as Receiver for Dollar
Dry Dock Bank

By: Teresa Koechel

Name: Teresa Koechel

Title: Consolidated Office Director

4770004C40

STATE OF NEW JERSEY)

COUNTY OF)

On the 17th day of May, 1994, personally appeared before me Teresa R. Koechel, who being duly sworn did say that she is the Consolidated Office Director of the Federal Deposit Insurance Corporation as Receiver of Dollar Dry Dock Bank, that she signed the foregoing document pursuant to such authority of 12 U.S.C. Sections 191 and 182 (c) that pursuant to such authority the Federal Deposit Insurance Corporation was appointed as the sole Receiver of Dollar Dry Dock Bank, and that said Corporation has no corporate seal, and that the foregoing document was signed on behalf of the Federal Deposit Insurance Corporation as receiver of Dollar Dry Dock Bank.

Bonnie B. Moyerjee
Notary Public

BONNIE B. MOYERJEE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 16, 1998

Instrument prepared by:
John Bassano, Esq.
New York, New York 10017

MODER4000-AL-16
Record and Return to:
Modern Land Services Corp.
350 Broadway - Suite 400
New York, New York 10013
Sandra Dombakly

Inst # 1995-03614

02/09/1995-03614
11:12 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
13.50
003 NCD

THE STATE OF ALABAMA
CLARKE COUNTY

I, Clarence Watters, Judge of Probate in and for said State and County, do hereby certify that the within and foregoing is a true and correct copy of

Limited Power of Attorney
as the same was filed with me on the date of 954 293-295
Record Book 3121

Given under my hand and seal of office this 31st day of January 1995
Clarence Watters
Judge of Probate

FILED IN PROBATE OFFICE
CLARKE COUNTY ALA.

Jan. 31, 1995-3:54pm
CLARENCE WATTERS
JUDGE

0954 000295