

LOAN NO.: 12412
BORROWER(S): RUSSELL W. BAGBY
AMY W. BAGBY

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT I, CLINT C. THOMPSON
OF SUPERIOR MORTGAGE RESOURCES, INC.
("COMPANY"), ACTING ON BEHALF OF THE COMPANY, HAVE MADE,
CONSTITUTED, AND APPOINTED AND BY THESE PRESENTS DO MAKE, CONSTITUTE, AND APPOINT
CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION ("ASSIGNEE") AS THE COMPANY'S TRUE
AND LAWFUL AGENT AND ATTORNEY-IN-FACT, FOR THE COMPANY AND IN THE COMPANY'S
NAME, PLACE, AND STEAD TO EXECUTE, ENDORSE, ACKNOWLEDGE, AND DELIVER SUCH
DOCUMENTS AND TO TAKE WHATEVER ACTION AS SUCH ATTORNEY-IN-FACT MAY DEEM
NECESSARY AND APPROPRIATE FOR THE PURPOSE OF NEGOTIATING, ASSIGNING, AND
TRANSFERRING FROM THE COMPANY TO ASSIGNEE MORTGAGE NOTES, MORTGAGES, DEEDS OF
TRUST, AND OTHER LIENS PERTAINING TO OR AFFECTING THE FOLLOWING DESCRIBED REAL
PROPERTY LOCATED IN SHELBY COUNTY, ALABAMA.

SEE "EXHIBIT A" ATTACHED HEREUNTO

WHICH HAS THE ADDRESS OF 434 CAMBRIAN RIDGE TRAIL, PELHAM, AL 35124
THE COMPANY HEREBY GIVES SUCH ATTORNEY-IN-FACT FULL POWER AND AUTHORITY TO DO
AND PERFORM ALL AND EVERY ACT AND THING WHATEVER REQUISITE AND NECESSARY TO BE
DONE IN CONNECTION WITH THE PURPOSE STATED HEREIN AS FULLY TO ALL INTENTS AND
PURPOSES AS THE COMPANY MIGHT OR COULD DO, HEREBY RATIFYING AND CONFIRMING ON
BEHALF OF THE COMPANY WHATEVER SUCH ATTORNEY-IN-FACT SHALL OR MAY DO BY VIRTUE
HEREOF.

THIS LIMITED POWER OF ATTORNEY SHALL REMAIN IN EFFECT FOR THE PURPOSE STATED
HEREIN UNTIL SPECIFICALLY REVOKED IN WRITING. IN THE EVENT THIS LIMITED POWER OF
ATTORNEY IS FILED OR RECORDED, SUCH WRITTEN REVOCATION MUST BE SIMILARLY FILED OR
RECORDED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND THIS 28th DAY OF
MAY, 1997, IN THE CAPACITY STATED HEREIN.

BY: 
CLINT C. THOMPSON, VICE-PRESIDENT


CORPORATE ACKNOWLEDGMENT

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, TERESA S. MCCULLOUGH, A NOTARY PUBLIC IN AND FOR SAID
COUNTY IN SAID STATE, HEREBY CERTIFY THAT CLINT C. THOMPSON, WHOSE
NAME AS VICE-PRESIDENT OF SUPERIOR MORTGAGE RESOURCES, INC.
IS SIGNED TO THE

FOREGOING CONVEYANCE AND WHO IS KNOWN TO ME, ACKNOWLEDGED BEFORE ME ON THIS
DAY THAT, BEING INFORMED OF THE CONTENTS OF THE CONVEYANCE, (S)HE, AS SAID OFFICER
AND WITH FULL AUTHORITY, EXECUTED THE SAME VOLUNTARILY FOR AND AS THE ACT OF
SAID ENTITY.

GIVEN UNDER MY HAND, THIS 28th DAY OF MAY, 1997


NOTARY PUBLIC
TERESA S. MCCULLOUGH
(TYPED NAME)

MY COMMISSION EXPIRES: 07/21/97

RETURN TO: CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION
600 THIRD AVENUE
WEST POINT, GEORGIA 31833

06/03/1997-17214
10:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 11.00

Exhibit "A"

Lot 99, according to the Survey of Cambrian Ridge, Phase 3, as recorded in Map Book 21 page 147, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Inst # 1997-17214

06/03/1997-17214
10:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 11.00