

LIMITED POWER OF ATTORNEY

Loan No.: 3000000390

Borrower: JUDY E. WILLIAMS MOTES, AN UNMARRIED WOMAN, and ANN L. GILLIAM, AN UNMARRIED WOMAN,

KNOW ALL MEN BY THESE PRESENTS, that I, Stephen A. Pierce,
Asst. VP of SOUTHTRUST BANK, N.A. ("Company"), acting on behalf of the Company, have made, constituted, and appointed and by these presents do make, constitute, and appoint GMFS LLC ("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, AL:

SEE EXHIBIT 'A' (LEGAL DESCRIPTION) ATTACHED HERETO AND
 INCORPORATED HEREIN FOR ALL PURPOSES.

which has the address of 212 PARK PLACE WAY, ALABASTER, AL 35007. 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 19th day of March, 2001 in the capacity stated herein.

SOUTHTRUST BANK, N.A.

By: Stephen A. PierceSTEPHEN A. PIERCE-ASST. VP

(Typed Name and Title)

04/16/2001-14416
 11:59 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
 002 NEL 14.00

CORPORATE ACKNOWLEDGMENT

State of Alabama §

County of Jefferson §

Before me, the undersigned authority, on this day personally appeared Stephen A. Pierce
Asst. VP of SOUTHTRUST BANK, N.A., a
 corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and
 acknowledged to me that he/she executed the same for the purposes and consideration therein expressed, in
 the capacity therein stated and as the act and deed of said corporation.

2001 Given under my hand and seal of office on this 19th day of March

[Signature]
 Witness:

[Signature]
 Notary Public
SYBIL D. CUMMINGS

Witness:

Typed Name

My commission expires: 09-25-02

Attest:

Seal

Prepared by:
 Robertson & Anschutz, P.C.
 2425 West Loop South, Suite 800
 Houston, Texas 77027-4207
 (713) 871-9600

Return To:
 STEWART & ASSOCIATES PC
 501 QUINTARD AVE #18
 ANNISTON, AL 36201

Inst # 2001-14416

04/16/2001-14416
 11:59 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 002 NEL 11.00