

## LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the FEDERAL DEPOSIT INSURANCE CORPORATION, a corporation organized and existing under an Act of Congress, hereafter called the "FDIC", hereby designates the individual(s) of Branch Banking and Trust Company, set out on Attachment "A" (the "Attorney(s)-in-Fact") for the sole purpose of executing the documents outlined below:

WHEREAS, the undersigned has full authority to execute this instrument on behalf of the FDIC under applicable Resolutions of the FDIC's Board of Directors and redelegations thereof.

NOW THEREFORE, the FDIC grants to the individuals named on Attachment "A" Attorney(s)-in-Fact the authority, subject to the limitations herein, as follows:

1. To execute, acknowledge, seal and deliver on behalf of the FDIC as Receiver of Colonial Bank, all instruments of transfer and conveyance, including but not limited to deeds, assignments, satisfactions, and lien releases, appropriately completed, with all ordinary or necessary endorsements, acknowledgments, affidavits and supporting documents as may be necessary or appropriate to evidence the sale and transfer of any asset of Colonial Bank, including all loans held by Colonial Bank to Branch Banking and Trust Company, pursuant to that certain Purchase and Assumption Agreement, dated as of August 14, 2009, between FDIC as Receiver of Colonial Bank and Branch Banking and Trust Company.

The form which the Attorney(s)-in-Fact shall use for endorsing promissory notes or preparing allonges to promissory notes is as follows:

Pay to the order of

Without Recourse

FEDERAL DEPOSIT INSURANCE CORPORATION  
as Receiver for Colonial Bank, Montgomery, Alabama

By: Teresa Gnswoia  
Name: Teresa Gnswoia  
Title: Attorney-in-Fact

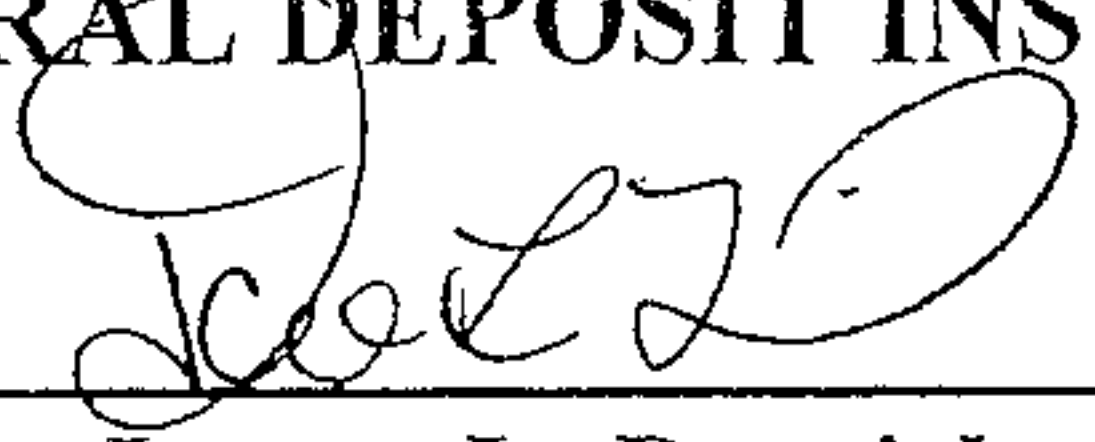
All other documents of assignment, conveyance or transfer shall contain this sentence: "This assignment is made without recourse, representation or warranty, express or implied, by the FDIC in its corporate capacity or as Receiver."

2. FDIC further grants to each Attorney-in-Fact full power and authority to do and perform all acts necessary to carry into effect the powers granted by this Limited Power of Attorney as fully as FDIC might or could do with the same validity as if all and every such act had been herein particularly stated, expressed and especially provided for.

This Limited Power of Attorney shall be effective from August 14, 2009 and shall continue in full force and effect through August 14, 2010, unless otherwise terminated by an official of the FDIC authorized to do so by the Board of Directors ("Revocation"). At such time this Limited Power of Attorney will be automatically revoked. Any third party may rely upon this document as the named individual(s)' authority to continue to exercise the powers herein granted unless a Revocation has been recorded in the public records of the jurisdiction where this Limited Power of Attorney has been recorded, or unless a third party has received actual notice of a Revocation.

IN WITNESS WHEREOF, the FDIC, by its duly authorized officer empowered by appropriate resolution of its Board of Directors, has caused these presents to be subscribed in its name this 11 day of December, 2009.

**FEDERAL DEPOSIT INSURANCE CORPORATION**

By:   
Name: James L. Parrish  
Title: Resolutions & Closing Manager  
Dallas Regional Office

Signed in the presence of:

Witness

Name: 

Witness

Name: 

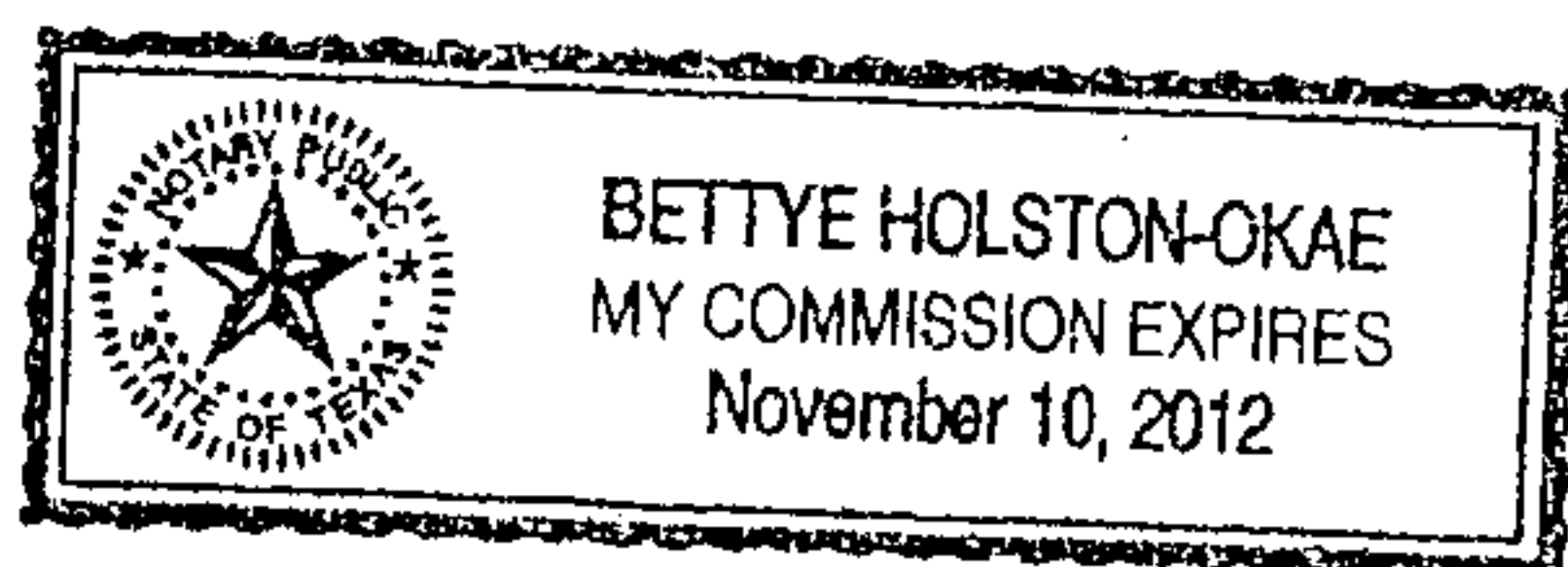


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Shelby Cnty Judge of Probate, AL  
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STATE OF TEXAS  
COUNTY OF DALLAS

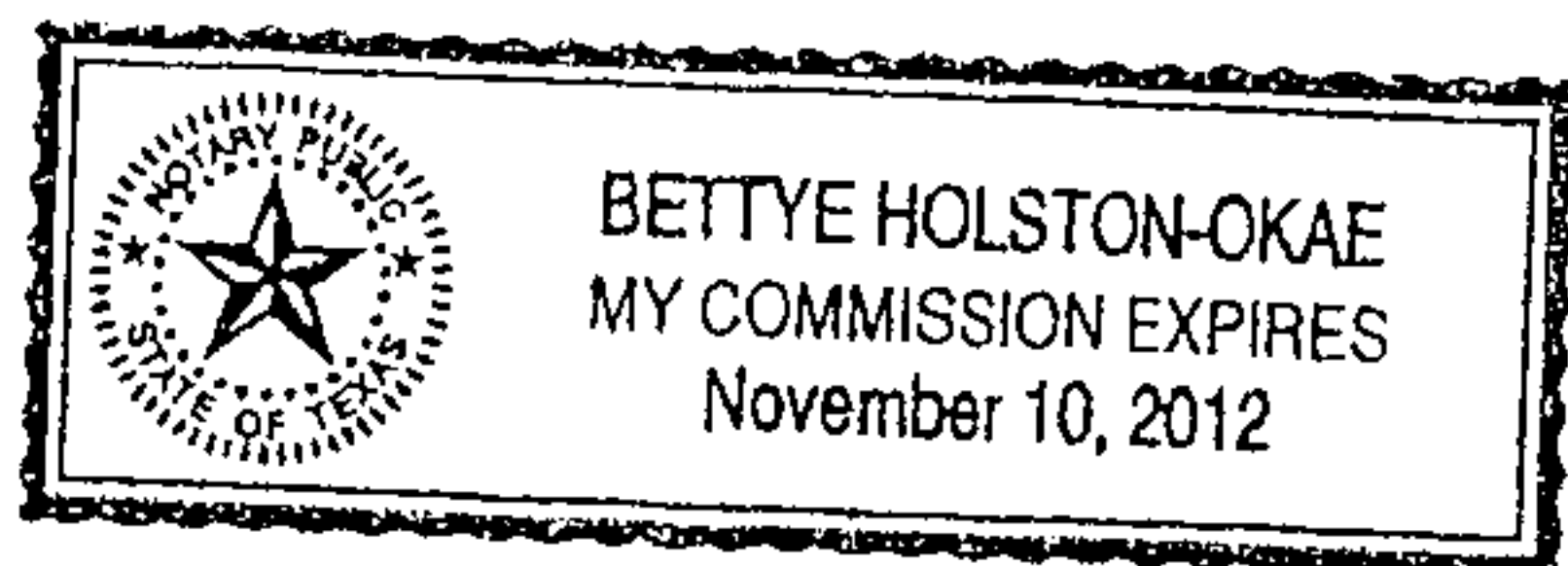
On this 11<sup>th</sup> day of December, 2009, before me, a Notary Public in and for the State of Texas appeared James L. Parrish, to me personally known, who, being by me first duly sworn did depose that he is Resolutions & Closing Manager, Dallas Regional Office of the Federal Deposit Insurance Corporation (the "Corporation"), in whose name the foregoing Limited Power of Attorney was executed and subscribed, and the said Limited Power of Attorney was executed and subscribed on behalf of the said Corporation by due authority of the Corporation's Board of Directors, and the said James L. Parrish, acknowledged the said Limited Power of Attorney to be the free act and deed of said Corporation.



Bettye Holston-Okae  
Notary Public  
My Commission expires: 11-10-12

STATE OF TEXAS  
COUNTY OF DALLAS

On this 11<sup>th</sup> day of December, 2009, before me, a Notary Public in and for the State of Texas appeared Jacqueline Hutchins (witness #1) and Cassandra Vlasley (witness #2), to me personally known to be the persons whose names are subscribed as witness to the foregoing instrument of writing, and after being duly sworn by me stated on oath that they saw James L. Parrish, Resolutions & Closing Manager, Dallas Regional Office of the Federal Deposit Insurance Corporation, the person who executed the foregoing instrument, subscribe the same, and that they had signed the same as a witness at the request of the person who executed the same.



Bettye Holston-Okae  
Notary Public  
My Commission expires: 11-10-12




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Attachment "A"

Tom Aderhold – Executive Vice President  
Bill Teegarden – Senior Vice President  
Oscar Bruni – Senior Vice President  
Susan Johnson – Senior Vice President  
Sandra Jansky – Executive Vice President  
Brian Nicholas – Executive Vice President  
Jim Kidder – Executive Vice President  
Joe Royals – Senior Vice President  
Bernie Mazza – Vice President  
Fran Wilkinson – Senior Vice President  
Bill Stanton – Senior Vice President  
Mark McRae – Senior Vice President  
Dave Clark – Senior Vice President  
David Twiss – Senior Vice President  
John E. Beasley – Executive Vice President  
Michael Holley – Senior Vice President  
Stan Weir – Vice President  
Dianne Flannery – Vice President  
Frank Hall – Vice President  
Tom Hall – Business Services Officer  
Tamara A. Stidham – Senior Vice President  
Janet Saller – Vice President  
Shannon Dye – Vice President  
Lewis Wright – Vice President  
Jeff Linden – Vice President  
Sandy Barnes – Assistant Vice President  
Melanie Morgan – Assistant Vice President  
Alice Munsey – Assistant Vice President  
Toni Godwin – Banking Officer  
Heidi Gillespie – Senior Vice President  
Teresa Griswold – Senior Vice President  
Gregory E. Beavers – Servicing Manager

Filed and Recorded  
Official Public Records  
John F. Warren, County Clerk  
Dallas County, TEXAS  
12/11/2009 10:05:36 AM  
\$28.00

  
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