

profits; affidavits; closing statements; reconciliation statements; special warranty deeds or other documents or agreements for the purpose of facilitating the efficient discharge of duties outlined in the transactional documents related to certain transactions referenced in Exhibit B attached hereto and made a part hereof (the "Agreements"). All documents referenced herein shall be executed pursuant to the authority and procedures detailed in the Agreements.

This Special Limited Power of Attorney shall be effective as of December 12, 1997 and shall continue through the earlier of (1) with respect to any individual listed on Exhibit A, the termination of his or her service in the described capacity and (2) December 31, 1998.

IN WITNESS WHEREOF, the FDIC by its duly authorized officers empowered in that behalf by appropriate Resolution of its Board of Directors, has caused these presents to be subscribed in its name and its corporate seal to be thereunto affixed this 28th day of December, 1997.

January, 1998

FEDERAL DEPOSIT INSURANCE CORPORATION

By:

Connie Strine

Connie Strine, Securities

Transaction Technician

Division of Resolutions and
Receiverships

(SEAL)

004413

ATTEST:

Valerie J. Best

Valerie J. Best

Assistant Executive Secretary