

STATE OF IOWA, ss. Inst. No. 1900
MADISON COUNTY, Book 39 Page 518 1900

Filed for Record this 27 day of March 19 90 at 10:34 AM
Recording Fee 15.00 Mary E. Welty, Recorder, By *M. Welty* Deputy

INST. NO. 045833
POLK COUNTY, IOWA
FILED FOR RECORD 10
AT MAR 09 1990 12:33 P.M.

TIMOTHY J. BRIEN, Recorder
By *J. Julitano* Deputy

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That pursuant to a certain Management Agreement dated as of February 7, 1989 ("Management Agreement"), among the Federal Home Loan Bank Board ("FHLBB"), the Federal Savings and Loan Insurance Corporation ("FSLIC") and the Federal Deposit Insurance Corporation ("FDIC"), the FDIC agreed to act as Manager for the FSLIC in its capacity as conservator and receiver of certain savings and loan associations. Pursuant to the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 ("FIRREA"), the FSLIC was abolished as of the date of enactment of the FIRREA, and the Resolution Trust Corporation ("RTC") was created. By Resolutions issued by the Boards of Directors of the FDIC and the RTC, dated as of August 9, 1989, the RTC and the FDIC agreed that the RTC would succeed to and assume the rights and obligations of FSLIC under the Management Agreement. The rights and obligations of both parties continue in full force and effect until terminated by mutual agreement of their respective Boards of Directors.

That by Resolution issued under delegated authority of the Director of the Office of Thrift Supervision ("OTS") dated as of February 9, 1990, the RTC was appointed receiver of American Federal Savings and Loan Association of Iowa

formerly a federal savings association, having its principal place of business in Des Moines, Iowa, which was declared insolvent and closed by Resolution of the Director of OTS dated February 9, 1990, ("Receivership"). The Federal Deposit Insurance Corporation as Manager for the receiver has determined that it is necessary to appoint a representative to act on its behalf in connection with the liquidation of the Receivership.

Therefore, the Resolution Trust Corporation, a corporation organized and existing under an act of Congress, for the purpose of facilitating the liquidation of the Receivership does hereby authorize and empower Thomas N. Hearn as its Attorney in Fact to execute, acknowledge and deliver in the name of the RTC any instrument necessary for any purpose including, but not limited to, any and all checks, drafts, bills of exchange, or other evidence of indebtedness; stock, bonds, notes, trust documents, debentures or securities, whether held as owner, pledgee or assignee; indemnity agreements, surety bonds, deeds, releases and any other agreements, instruments or documents associated with normal operations of the Association or necessary to effectuate the intent and purpose of the Management Agreement.

This Appointment and Power of Attorney shall be effective as of February 9, 1990, and continue until such time as this Appointment and Power of Attorney has been terminated by the Board of Directors of the RTC or by an official of the RTC authorized to do so by its Board of Directors of the RTC.

90 1411

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*For Resolution see
Misc. Rec. 39-708 & 39-710*

WD
P. 51310
DM

State of Iowa
County of Polk | ss
Timothy J. Bron, Recorder of said County, hereby certifies the
foregoing writing is a photographic copy from the original
record in this office and from the whole thereof which is
recorded in Book 604 Page 537 dated at
Des Moines, Iowa, in said County on this 7 day
of March 1920
TIMOTHY J. BRON
for _____ County Recorder
By Timothy J. Bron Deputy