

Compared

STATE OF IOWA, SS. Inst. No. 2280 Filed for Record this 11 day of May 19 90 at 11:05 AM
MADISON COUNTY, Book 39 Page 558 Recording Fee \$15.00 Mary E. Welty, Recorder, By Shirley H. Henry Deputy

Return To: Office of Thrift Supervision, Dept. of the Treasury, 907 Walnut Street, DM, IA 50309

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 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

INST. NO. **056891**
POLK COUNTY IOWA
FILED FOR RECORD **10**
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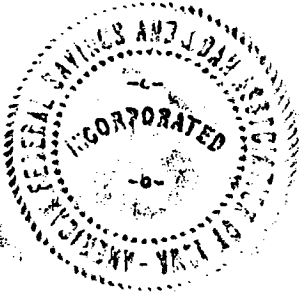
_____ formerly **TIMOTHY J. OWEN** Recorder
savings association, having its principal place of business in **Des Moines**, Iowa By **T. Cornwell** Deputy
was declared insolvent and closed by Resolution of the Director of OTS dated February 9, 1990, ("Receivership"). The Federal Deposit Insurance Corporation 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 Newton R. Fuller 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 April 16, 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.

BOOK **6233** PAGE **298**

IN WITNESS WHEREOF, the RTC by its duly authorized officers empowered in that behalf by appropriate Resolution of its Board of Directors has caused these presents to be executed and subscribed in its name and its corporate seal to be hereto affixed this 3RD day of April, 1990.



RESOLUTION TRUST CORPORATION
RECEIVER OF:

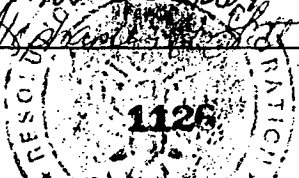
American Federal Savings and Loan
Association of Iowa

Des Moines, Iowa

BY: Lamar C. Kelly, Jr.
Lamar C. Kelly, Jr. Director
Asset and Real Estate Management Division

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF

Mary...
...



ATTEST: William J. Tricarico
William J. Tricarico
Assistant Executive Secretary

UNITED STATES OF AMERICA)
DISTRICT OF COLUMBIA) ss

On this 3RD day of April, 1990, before me, a Notary Public in and for the District of Columbia, personally appeared Lamar C. Kelly, Jr. and William J. Tricarico, to me known personally, who being by me first duly sworn did each depose that they are respectively Director, Asset and Real Estate Management Division and Assistant Executive Secretary of the Resolution Trust Corporation ("Corporation") in whose name the foregoing Power of Attorney has been executed and subscribed, who further said that the seal affixed to the said Power of Attorney is the corporate seal of the said Corporation and that the said Power of Attorney was executed and subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Board of Directors and the said Lamar C. Kelly, Jr. and William J. Tricarico acknowledged the said Power Of Attorney to be the free act and deed of the said Corporation.

Allen G. Callaway
Notary Public, District of Columbia
United States of America

My Commission Expires:
March 14, 1991

State of Iowa }
County of Polk } ss

Timothy J. Brien, Recorder of said County hereby certify the foregoing writing is a photostatic copy from the original record in this office and from the whole thereof, which is recorded in Book 625 Page 28 dated at Des Moines, Iowa in said County on this 14th day of May 1990

TIMOTHY J. BRIEN

Recorder of Polk County, Iowa

By [Signature] Deputy