

STATE OF IOWA, ss. Inst. No. 2281 Filed for Record this 11 day of May 19 90 11:06 AM
MADISON COUNTY, Book 39 Page 561 Recording Fee \$15.00 Mary E. Welty, Recorder, By Shirley G. Henry Deputy

POWER OF ATTORNEY

Compared

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 RTC and the FDIC, 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 and the FHLBB under the Management Agreement. The rights and obligations of both parties continue in full force and effect until terminated by mutual agreement of the Boards of Directors of the FDIC and the RTC.

INST. NO. 056892
8:12 POLK COUNTY, IOWA 10:00
FILED FOR RECORD
AT MAY 08 1990 A.M.
P.M.

That by Resolution issued under delegated authority of the Director of Office of Thrift Supervision ("OTS") dated as of February 9, 1990, the RTC was appointed conservator of American Federal Savings Association of Iowa a non-profit federal savings association, having its principal place of business in Des Moines, Iowa. By A. Cornwell Deputy (hereinafter respectively the "Conservator" and the "Association"), whose accounts are insured by the FDIC through the Savings Association Insurance Fund.

THEREFORE the Resolution Trust Corporation, a corporation organized and existing under an act of Congress, for the purpose of facilitating the conservation, preservation and protection of the Association's assets, property and liabilities, does hereby authorize and empower Newton R. Fuller as its Attorney In Fact to execute, acknowledge and deliver in the name of the Manager 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.

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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
CONSERVATOR OF:

American Federal Savings Association
of Iowa

Des Moines, Iowa

BY: *William H. Roelle*
William H. Roelle, Director
Resolutions and Operations Division

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Monica Wolfe
Joyce A. McKnight

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

UNITED STATES OF AMERICA)
) ss
DISTRICT OF COLUMBIA)

On this 3RD day of April, 1990, before me, a Notary Public in and for the District of Columbia, personally appeared William H. Roelle and William J. Tricarico, to me known personally, who being by me first duly sworn did each depose that they are respectively Director, Resolutions and Operations 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 William H. Roelle and William J. Tricarico acknowledged the said Power Of Attorney to be the free act and deed of the said Corporation.

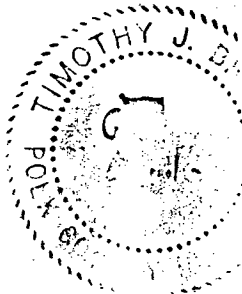
Phyllis Ann Pratt
Notary Public, District of Columbia,
United States of America

My Commission Expires:
My Commission Expires June 30, 1991

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State of Iowa }
County of Polk } ss

Timothy J. Brien, Recorder of said County, hereby certify the foregoing writing is a photographic copy from the original record in this office and from the whole thereof, which is recorded in Book 6233 Page 300, dated at Des Moines, Iowa in said County on this 8th day of May 1990



TIMOTHY J. BRIEN

Recorder of Polk County, Iowa

By Linda Hyman Deputy

CONFIRMED