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BOOK

69 PAGE 249

LIMITED POWER OF ATTORNEY * UNITED STATES OF AMERICA
 *
 BY: UNITED COMPANIES LENDING * STATE OF LOUISIANA
 CORPORATION, UNITED *
 COMPANIES FINANCIAL * PARISH OF ~~JEFFERSON~~
 CORPORATION, UNITED * EAST BATON ROUGE
 COMPANIES MORTGAGE OF *
 TENNESSEE, INC., UNITED * STATE MS.-DESOTO CO. *bc*
 COMPANIES LIFE INSURANCE * FILED *bc*
 COMPANY, OR SOUTHERN *
 MORTGAGE ACQUISITION, INC. * Jun 10 4 25 PM '95
 * STATE MS.-DESOTO CO. *bc*
 * FILED
 TO: DEBRA PIERRON, DEBRA LEITER * BK 69 PG 249
 SIDNEY M. BACH, * W.E. DAVIS CH. CLK.
 GERALD WASSERMAN and * *by Cleveland* Jun 26 1 56 PM '95
 C. RICHARD GERAGE *
 *
 * * * * *

BY THIS INSTRUMENT OF LIMITED PROCURATION,

BE IT KNOWN, that on this 12 day of May

in the year one thousand nine hundred ninety-five (1995),

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified, and in the presence of the undersigned competent witnesses,

PERSONALLY CAME AND APPEARED:

UNITED COMPANIES LENDING CORPORATION, UNITED COMPANIES FINANCIAL CORPORATION, UNITED COMPANIES MORTGAGE OF TENNESSEE, INC., UNITED COMPANIES LIFE INSURANCE COMPANY, OR SOUTHERN MORTGAGE ACQUISITION, INC. ("Principal") through their duly-authorized Vice President, Frank W. Foote,

who declared that each has made and appointed, and each does by these presents make, name, nominate, ordain, authorize, constitute and appoint, in its place and stead, depute and put,

DEBRA PIERRON, DEBRA LEITER, SIDNEY M. BACH, GERALD WASSERMAN, and C. RICHARD GERAGE, all full age residents of the State of Louisiana, (hereinafter sometimes referred to as "Agents" or "Attorneys in Fact"),

to be its true and lawful Agents and Attorneys in Fact, general and special, giving and by these presents granting unto the said agents full power and authority for it and in its name and behalf, so as to effectively authorize any one (1) of them:

To execute and sign on its behalf any all documents or instruments necessary to evidence the cancellation of promissory notes owned, assigned to, or held by United Companies Lending Corporation, United Companies Financial Corporation, United Companies Mortgage of Tennessee, Inc., United Companies Life Insurance Company, or Southern Mortgage Acquisition, Inc. as a holder in due course which notes have been paid in full and are due to be canceled for value received.

And generally to do and perform all and every other act, matter and thing whatsoever as shall or may be requisite and necessary to carry out such purposes on behalf of said Principal and for which

this present Act of Limited Power of Attorney is executed as fully, amply and effectually, and to all intents and purposes with the same validity as if all and every such act, matter or thing were or had been particularly stated, expressed and especially provided for, or as if the said Principal, could or might do directly itself. The said Principal hereby further ratifies and confirms all and whatsoever the said agents shall lawfully do or cause to be done by virtue of this Act of Limited Power of Attorney.

This Limited Power of Attorney shall be recorded by Principal in the public records of those jurisdictions wherein the subject documents or instruments hereinabove referenced are to be presented, filed or recorded, and shall thereafter remain in full force and effect until such time as any revocation or cancellation hereof shall be simultaneously recorded in that jurisdiction.

THUS DONE AND PASSED in multiple originals, consisting of two pages each, in the State and Parish aforesaid, the day, month and year aforesaid, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said Principal and me, Notary, after due reading of the whole.

WITNESSES:

[Signature]
[Signature]

UNITED COMPANIES LENDING CORPORATION, UNITED COMPANIES FINANCIAL CORPORATION, UNITED COMPANIES MORTGAGE OF TENNESSEE, INC., UNITED COMPANIES LIFE INSURANCE COMPANY, OR SOUTHERN MORTGAGE ACQUISITION, INC.

By: [Signature]
Frank W. Foote
Vice President

ACCEPTED:

[Signature]
DEBRA PIERRON

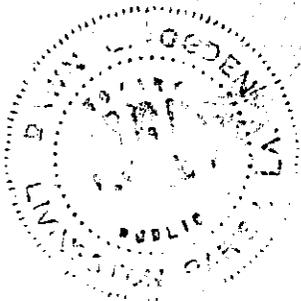
[Signature]
DEBRA LEITER

[Signature]
SIDNEY M. BACH

[Signature]
GERALD WASSERMAN

[Signature]
C. RICHARD GERAGE

[Signature]
NOTARY PUBLIC



Commissioned in the Parish of Livingston qualified to act in the Parish of East Baton Rouge, State of Louisiana. My commission expires at death

**JOINT COLLECTIVE CORPORATE RESOLUTION OF
UNITED COMPANIES FINANCIAL CORPORATION
AND ITS WHOLLY OWNED SUBSIDIARIES,
UNITED COMPANIES LENDING CORPORATION,
UNITED COMPANIES MORTGAGE OF TENNESSEE, INC.,
UNITED COMPANIES LIFE INSURANCE COMPANY, AND
SOUTHERN MORTGAGE ACQUISITION, INC.**

BE IT RESOLVED, that the Vice President, Frank W. Foote, of United Companies Financial Corporation, United Companies Lending Corporation, United Companies Mortgage of Tennessee, Inc., United Companies Life Insurance Company, and Southern Mortgage Acquisition, Inc., is fully authorized in the name and on behalf of these corporations, to execute a Limited Power of Attorney appointing Debra Pierron, Debra Leiter, Sidney M. Bach, Gerald Wasserman, and C. Richard Gerage, to be its true and lawful Agents and Attorneys in Fact, general and special, giving and by these presents granting unto the said agents full power and authority for each and in the name and behalf of each, so as to effectively authorize any one (1) of said Agents and Attorneys in Fact:

To execute and sign on its behalf all documents or instruments necessary to evidence the cancellation of promissory notes owned, assigned to, or held by United Companies Financial Corporation, United Companies Lending Corporation, United Companies Mortgage of Tennessee, Inc., United Companies Life Insurance Company, or Southern Mortgage Acquisition, Inc. as a holder in due course which notes have been paid in full and are due to be canceled for value received.

And generally to do and perform all and every other act, matter and thing whatsoever as shall or may be requisite and necessary to carry out such purposes on behalf of each corporation.

CERTIFICATE

I certify that I am the Assistant Secretary of United Companies Financial Corporation, United Companies Lending Corporation, United Companies Mortgage of Tennessee, Inc., United Companies Life Insurance Company, and Southern Mortgage Acquisition, Inc.; that the above resolution is a true and correct copy of a resolution unanimously adopted at a meeting of the Board of Directors of said corporations held at their offices on the 12th day of May, 1995, all members of the Board for each corporation being present and voting.

Pamela H. Welch
PAMELA H. WELCH
ASSISTANT SECRETARY

