

DELAWARE COUNTY IOWA
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BOOK PAGE
DEBORAH L. PENTON
DELAWARE CO RECORDER
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Prepared by, Recording
Requested by and Mail
To: Hanover Capital Partners Ltd.,
Post Office BOX 3980
Edison, NJ 08818-3980
Phone: (732) 393-3033 Fax: (732) 572-5959

1A, Delaware

LIMITED POWER OF
ATTORNEY

172400
23.00

**** OFFICIAL RECORDS ****
BK: 1542 PG: 138

Prepared by:

Federal Deposit Insurance Corporation
550 17th Street, N.W.
Washington, D.C. 20429

FILE# 2002-034291
HERNANDO COUNTY, FLORIDA

RCD 06M 18 2002 09:30am
KAREN NICOLAI, CLERK

When Recorded Return to:

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HANOVER CAPITAL PARTNERS LTD.
POST OFFICE BOX 3980
EDISON, NJ 08818-3980
IA, Delaware

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that Robert R. Pomeroy, Jr., Resolutions and Receiverships Specialist, Division of Resolutions and Receiverships of the FEDERAL DEPOSIT INSURANCE CORPORATION, a corporation organized and existing under an Act of Congress (the "FDIC"), with a business address of 550 17th Street NW, Washington, D.C. 20429-0002, pursuant to applicable resolutions of the Board of Directors of the FDIC, and sub-delegations thereof, hereby appoint, authorize and empower, Hanover Capital Partners Ltd. ("Hanover") and each of the following persons listed on Exhibit A, attached hereto and made a part hereof, as Attorney(s)-in-Fact, to act on behalf of the FDIC in its capacity as Receiver for Superior Bank, FSB (the "Receiver") and as Conservator for Superior Federal Bank, FSB (the "Conservator") according to the following powers and terms:

To execute, individually and not jointly, by and through the Receiver and Conservator, any and all: (i) mortgage note endorsements or allonges; (ii) deeds of conveyance; (iii) assignments of mortgage, deeds of trust or related documents; (iv) initial U.C.C. financing statements or equivalent documents, assignments, amendments, terminations, renewals or continuations of U.C.C. financing statements or equivalent documents; (v) assignments or reassignments of rents, leases and profits; (vi) any joinder with respect to any of the foregoing documents; and (vii) such other documents and instruments as may be necessary or convenient to facilitate the efficient sale and transfer of certain assets ("Assets") in connection with the Purchase and Sale Agreement dated January 22, 2002 between the Conservator and EMC Mortgage Corporation (the "Agreement"); provided, however, that all such instruments and documents referred to in clauses (i)-(vii) shall be in a form approved by the Conservator.

By acceptance and use of this Limited Power of Attorney, Hanover agrees to indemnify and hold the FDIC, Receiver and Conservator harmless from and against any and all losses, claims, liabilities and expenses, including attorney's fees incurred by or asserted against the FDIC, Receiver, or conservator as a result of any unauthorized use of this Limited Power of Attorney by Hanover or in its behalf.

This Limited Power of Attorney shall be effective as of March 11, 2002 and shall continue through the earlier of (1) with respect to any individual listed on Exhibit A: the termination of his or her service with Hanover, (2) the termination of this Limited Power of Attorney by an officer of the FDIC authorized to do so by the Board of Directors of the FDIC ("Revocation"); or (3) December 31, 2002.

Any third party may rely upon this document as the named individuals' authority to continue to exercise the powers herein granted unless a Revocation has been recorded in the public records of the jurisdiction where this Limited Power of Attorney was executed, or unless the third party has received actual notice of a Revocation.

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 as of this // day of March, 2002.

ATTEST:

FEDERAL DEPOSIT INSURANCE
CORPORATION

By: Valerie J. Best
Valerie J. Best
Assistant Executive Secretary
Office of the Executive Secretary

By: Robert R. Pomeroy, Jr.
Robert R. Pomeroy, Jr.
Resolutions and Receiverships Specialist
Division of Resolutions and Receiverships

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

(SEAL)

07/05/39

Deborah A. Stone
Print Name: DEBORAH A. STONE

Shirley L. Walker
Print Name: Shirley L. Walker

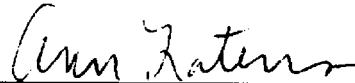
UNITED STATES OF AMERICA)
)
DISTRICT OF COLUMBIA)

**** OFFICIAL RECORDS ****
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On this 11 day of March, 2002 before me, Notary Public in and for the District of Columbia, personally appeared Robert R. Pomeroy, Jr., and Valerie J. Best, with a business address of 550 17th Street, N.W., Washington, D.C., who being by me first duly sworn, severally depose and say:

First, Robert R. Pomeroy, Jr., first affiant, for himself, says that he is Resolutions and Receivership Specialist, Division of Resolutions and Receiverships, of the Federal Deposit Insurance Corporation, the Corporation in whose name the foregoing Limited Power of Attorney has been subscribed, that the said Limited Power of Attorney was subscribed on behalf of the said Corporation by due authority of the Corporation's Board of Directors, and that the said James R. Wigand acknowledges the said Limited Power of Attorney to be the free act and deed of the said Corporation.

Second, Valerie J. Best, second affiant, for herself, says that she is Assistant Executive Secretary of the Federal Deposit Insurance Corporation, the Corporation in whose name the foregoing Limited Power of Attorney has been subscribed, that the seal affixed to the said power of attorney is the corporate seal of the said Federal Deposit Insurance Corporation, that the said Limited Power of Attorney was subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Board of Directors, and that the said Valerie J. Best acknowledges the said Limited Power of Attorney to be the free act and deed of the said Corporation.



Notary Public, District of Columbia
United States of America *ANN LATERRA*

My commission expires: **September 14, 2005**

EXHIBIT A

I. Amador
M. Bradley
D. Bray
R. Dreher
S. Eloraby
T. Ferencz
C. Fetner
J. Flynn
S. Gerwin
D. Graves
M. Icklan
R. Lane
H. Loux
R. Martinelli
S. Memis
G. Mercado
K. Merk
J. Mizerak
M. Mojo
N. Schein
A. Sheth
F. Siermine
A. White
A. Szaroleta

**** OFFICIAL RECORDS ****
BK: 1542 PG: 142

STATE OF FLORIDA
COUNTY OF HERNANDO

This is to certify that the
forgoing is a true and correct
copy of the original on file
in my office

Witness my hand and official

seal this

7-17-2002
Karen Nicolai, Clerk of Circuit Court

By *Roseanne Stark* Deputy Clerk