

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That THE RFC MORTGAGE COMPANY, herein called the "Company", a corporation organized and existing under and by virtue of the laws of the State of Maryland, hereby and by these presents does make, constitute and appoint

P. J. COOPER, CHARLOTTE, MECKLENBERG COUNTY, NORTH CAROLINA

its true and lawful attorney for it and in its name and stead:

1. To endorse without recourse, or assign without representation, recourse or warranty, or to amend, modify, extend or renew any note, bond, check or other evidence of indebtedness now or hereafter held by the Company, and to release from liability any maker, obligor and/or guarantor on any such note, bond, check or other evidence of indebtedness:

2. To satisfy, discharge, release, amend, modify, extend, renew, subordinate and/or foreclose in any legal manner, in whole or in part, any chattel mortgage, real estate mortgage, deed of trust, security deed or collateral of whatsoever kind or nature, securing any note, bond or other evidence of indebtedness now or hereafter held by the Company, and to exercise any right or authority which the Company has or may have pursuant to the terms of any such security instrument or evidence of indebtedness;

3. To assign without representation, recourse or warranty, any chattel mortgage, real estate mortgage, deed of trust, securing deed, or collateral of whatsoever kind or nature, securing any note, bond or other evidence of indebtedness now or hereafter held by the Company; and to assign, convey, sell, lease or sublease and enter into contracts for the assignment, conveyance, sale, lease or sublease of any real estate, chattels, securities or property of any sort or nature, or interests, therein, now or hereafter acquired by the Company;

4. To discharge, satisfy, release, waive, subordinate and/or assign, in whole or in part, any judgment now or hereafter entered in favor of the Company or held by it as assignee:

5. To assign, surrender, release, modify and/or consent to the assignment, surrender, release and/of modification of any policy of insurance and/or any rights arising out of any policy of insurance of which the Company now is or hereafter shall become the assignee, beneficiary or the insured, or in which the Company now has or hereafter shall have any interest of any kind or nature, and to execute proof of loss, proof of death, statement of claimant and/or any other instrument in connection with any such policy of insurance and/of any rights arising therefrom;

6. To execute, acknowledge, deliver, file for record and/or record such instrument and to perform such other acts as may be necessary and proper to affectuate the foregoing.

FURTHER, the Company hereby does grant unto its said attorney full power and authority to do and to perform all and every act and thing whatsoever requisite, necessary and proper, to carry into effect the powers hereby granted as fully, to all intents and purposes, as it might or could do, and hereby does ratify and confirm all that its said attorney shall lawfully do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the Company has caused its corporate name to be subscribed hereto and its corporate seal to be hereunto affixed and attested on this 9th day of April, 1946.

ATTEST:

W. M. Knarr

Secretary

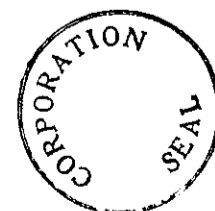
THE RFC MORTGAGE COMPANY

By M. J. McGrath

Vice President.

WITNESSES: Mildred Stevens

Frank W. Pence



DISTRICT OF COLUMBIA, ss

Personally appeared before me Frank W. Pence, who, being duly sworn, says that