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(b) This instrument is to be construed and interpreted as a limited power of attorney. The enumeration of specific items, rights, acts or powers herein is not intended to, nor does it limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted as to said Attorney-in-Fact. Any purchaser or lender dealing with my Attorney-in-Fact in the receipt or disbursement of funds shall be under no obligation to inquire to the application of said funds or the receipts of the proceeds by me.

(c) I do hereby ratify and confirm and covenant to ratify and confirm all acts done and caused to be done by my said Attorney-in-Fact, including anything which may be done between the revocation of these presents by death or in any manner, and notice of such revocation reaching said Attorney-in-Fact.

(d) I do hereby covenant and agree that my Attorney-in-Fact shall have no liability for any acts or deeds done or executed by my Attorney-in-Fact hereunder except for willful misconduct done in bad faith.

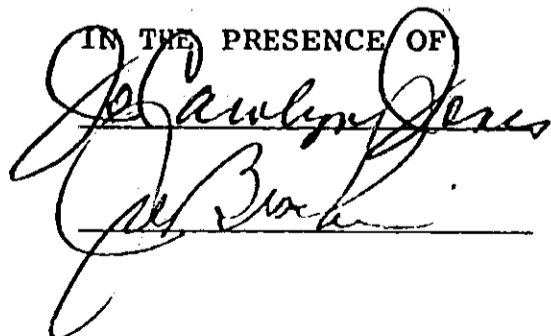
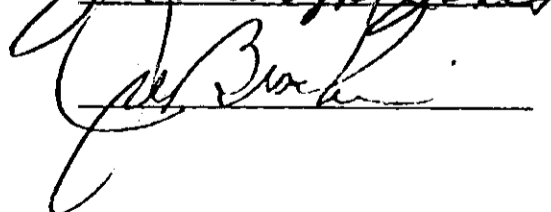
(e) If the authority contained herein shall be revoked or terminated by operation of law without notice, I hereby agree for my self, my executors, administrators, heirs and assigns, in consideration of my Attorney-in-Fact's willingness to act pursuant to this Power of Attorney, to save and hold my Attorney-in-Fact harmless from any loss suffered or any liability incurred by my Attorney-in-Fact in so acting after such revocation or termination without notice.

(f) I direct that this Power of Attorney shall continue in effect until revoked by me in writing or terminated by law, except as hereinabove specifically provided to the contrary.

(g) The terms and conditions hereof shall inure to the benefit of and become binding upon the undersigned parties, their heirs, assigns, executors and administrators.

(h) No cancellation hereof, by operation of law or otherwise, shall be effective as to any person relying upon this Power of Attorney unless such person shall have received actual notice in writing of its cancellation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st. day of September, 1984.

IN THE PRESENCE OF  
  


  
BERTRAM H. WITHAM, JR.

(CONTINUED ON NEXT PAGE)

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