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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the Resolution Trust Corporation ("RTC"), a corporation organized and existing under the laws of the United States of America, with its principal office located in Washington, D.C. has determined it is necessary to appoint a representative to act on its behalf to preserve, maintain or liquidate assets of certain insured savings associations.

Therefore, for the purpose of preserving, maintaining or liquidating assets, the RTC does hereby authorize and empower Joseph Harrison as its attorney-in-fact for RTC as Receiver for ComFed Savings Bank, F.A., Lowell, Massachusetts, to:

1. Sign, seal and deliver as the act and deed of the RTC any instrument in writing, and to do every other thing necessary and proper for the collection and recovery of any and all monies and properties of every kind and nature whatsoever for and on behalf of the RTC and to give proper receipts and acquittances in the name and on behalf of the RTC;

2. Release, discharge or assign any and all judgments, deeds of trust or mortgages on real estate or security interests in personal property (including the release and discharge of the same of record in the office of any Chancery Clerk or any other Clerk of Court wherever located where payments on account of the same in redemption or otherwise may have been made by the debtor(s)), and to endorse receipt of such payment upon the records in any appropriate public office;

3. Receive, collect and give all proper acquittances for any other sums of money owing to the RTC for any asset which the above-named may sell or dispose of;

4. Execute any and all transfers and assignments as may be necessary to assign any securities or other choses in action;

5. Sign, seal, acknowledge and deliver any and all agreements as shall be deemed necessary or proper by the attorney in fact in the care and management of any assets;

6. Sign, seal, acknowledge and deliver indemnity agreements and surety bonds in the name of and on behalf of the RTC;

7. Sign receipts for the payment of all rents and profits due or to become due on any assets;

8. Execute, acknowledge and deliver deeds of real property in the name of the RTC;

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Job #
90086

After Recording Return To:

271173

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R/F

PEELLE MANAGEMENT CORPORATION
ASSIGNMENT DIVISION
P.O. BOX 1710
CAMPBELL, CA 95009-1710

27-005

9. Extend, postpone, release and satisfy or take such other action regarding any mortgage or deed of trust held in the name of the RTC;

10. Execute, acknowledge and deliver in the name of the RTC a power of attorney wherever necessary or required by law to any attorney employed by the RTC;

11. Foreclose under any mortgage, deed of trust, security agreement or other lien on either real or personal property, wherever located;

12. Do and perform every act necessary for the use, liquidation or collection of any assets in the name of the RTC;

13. Sign, seal, acknowledge and deliver any and all documents as may be necessary to settle any action(s) or claim(s) asserted by or against the RTC in any of its capacities; and

14. Sign, seal, acknowledge and deliver in the name of RTC a substitution of Trustee under any deed of trust.

This Power of Attorney shall be effective as of September 13, 1991 and shall continue until such time as this Power of Attorney has been terminated by the Board of Directors of the RTC or by any officer of the RTC authorized to do so by the Board of Directors of the RTC.

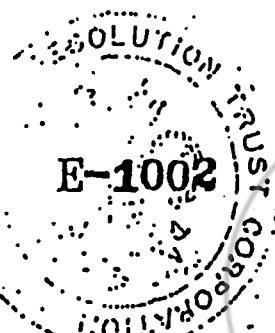
IN WITNESS WHEREOF, the RTC by its duly authorized officers empowered in that behalf by appropriate Resolution of its Board of Directors has caused these presents to be executed and subscribed in its name and its corporate seal affixed this 13th day of September, 1991.

RESOLUTION TRUST CORPORATION
RECEIVER OF:

ComFed Savings Bank, F.A.
Lowell, Massachusetts

BY: Sandra A. Waldrop
Sandra A. Waldrop
Deputy Regional Director
Resolutions and Operations

BK 5285 Pg 1277



SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

[Signature]
[Signature]

ATTEST: [Signature]
Neil Van Winkle
Regional Counsel

STATE OF GEORGIA
COUNTY OF FULTON

)
) ss
)

On this 13th day of September, 1991, before me, a Notary Public in and for the State of Georgia, personally appeared Sandra A. Waldrop and Neil B. Van Winkle, to me known personally, who being by me first duly sworn did each depose that they are respectively Deputy Regional Director, Resolutions and Operations and Regional Counsel of Eastern Regional Office 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 Sandra A. Waldrop and Neil B. Van Winkle acknowledged the said Power of Attorney to be the free act and deed of the said Corporation.

Laurie G. Alvarado
Notary Public, County of Fulton
State of Georgia

My Commission expires:
Notary Public, Henry County, Georgia
My Commission Expires July 31, 1994



RECORDED
HILLSBOROUGH COUNTY
REGISTRY OF DEEDS

Judith A. MacDonald
REGISTRAR

COMMONWEALTH OF MASSACHUSETTS,
I hereby certify the foregoing is a true copy
from the records of Middlesex North District
Registry of Deeds, Book 5664 Page 1

Attest:

Edward J. Carby Jr.

Jan 9, 1992

REQUESTED BY

Peele Management
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'92 FEB 18 P1:17

SUZANNE BEAUDREAU
RECORDER

271173

\$ 7.00 PAID KD DEPUTY
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