

SPECIAL POWER OF ATTORNEY

1. **DEFINITIONS.** As used herein, the following terms shall have the following respective meanings. All other terms used herein shall have the meanings ascribed to those terms in the Asset Purchase Agreement (Asset Purchase Agreement) dated March 30, 1995, between Principal and Litchfield Financial Corporation or any of its subsidiaries (Buyer), A Massachusetts corporation, which is incorporated herein by reference:

(A) **Principal:** **GOVERNMENT EMPLOYEES FINANCIAL CORPORATION,**
a Colorado corporation

GEICO FINANCIAL SERVICES, INC., a Delaware corporation
for itself and as successor to **Variproperties, Inc.,** a dissolved
Colorado corporation and **Willow Valley Associates, Ltd.,** a
dissolved North Carolina corporation

GEICO FINANCIAL SERVICES COMPANY, a Maryland
corporation

Address: c/o GEICO Financial Services, Inc.
10403 West Colfax Ave., Suite 630
Lakewood, CO 80215-3801
Attention: Shari L. Ulery, Vice President and General Counsel

Address:
(after January 30, 1998) c/o GEICO Insurance Company
One GEICO Plaza
Washington, D.C. 20076
Attention: J. Douglas Ruff, Assistant Vice President and
Assistant General Counsel
Phone: (301) 986-2433

(B) **Attorneys-in-Fact:**

Name: Wayne M. Greenholtz
Address: 13701 West Jewell Avenue
Lakewood, Colorado 80228

Name: Gordon R. Bloeser
Address: 13701 West Jewell Avenue
Lakewood, Colorado 80228

Name: Cory M. Coulston
Address: 13701 West Jewell Avenue
Lakewood, Colorado 80228

Name: James Shippee
Address: Litchfield Financial Corporation
780 Main Road
Stamford, Vermont 05352

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- (C) Purchased Assets: Purchased Assets shall have the same definition as used in the Asset Purchase Agreement.
- (D) Term of Power: This Special Power of Attorney, unless sooner revoked, shall be effective from April 27, 1997 at 8:01 A.M. Denver, Colorado, time to 12.00 A.M. December 31, 1998, Denver, Colorado time, at which time it shall expire.
- (E) Interpretation: This Instrument is to be construed and interpreted as a Special Power of Attorney. The enumeration of specific powers herein is intended to limit the powers herein granted to the attorneys-in-fact. This Special Power of Attorney is intended only to be used by one or all of the attorneys-in-fact.

2. **APPOINTMENT AND POWERS.** The Principal hereby makes, constitutes and appoints the Attorneys-in-Fact, or any one of them, as its true and lawful attorney(s)-in-fact, for it and in its names, place and stead, and in its behalf, and for its use and benefit, to have the following powers:

To sign, seal, execute, acknowledge, convey, indorse, transfer, assign, file and deliver on behalf of and in the name of Principal, to Buyer any and all deeds of trust, mortgages, judgments, assignments, contracts, transfers, releases, financing statements, security agreements, and any amendments thereto, without covenants, warranties, recourse or representations except as provided in the Asset Purchase Agreement, necessary or advisable for the sole purpose of vesting in Buyer title in and to the Purchased Assets or the proceeds thereof or to enable Buyer to enforce any rights or remedies relating to the Purchased Assets against third parties.

Principal grants to said attorney(s)-in-fact, or any one of them, full power and authority to do and perform all and every act necessary to exercise any or the powers granted herein as fully as Principal might do if personally present, with full power of revocation; hereby ratifying and confirming all that said attorney(s)-in-fact have done or shall lawfully do or cause to be done by virtue of this Special Power of Attorney.

3. **LIMITATIONS.** Said attorney(s)-in-fact shall not use the powers granted herein to sign, seal, execute, convey, acknowledge, endorse, assign or deliver any or the Purchased Assets to any party, person or entity, other than to Buyer. The powers set forth in this document are not assignable.

4. **THIRD-PARTY RELIANCE.** Third parties may rely upon the representations of said attorney(s)-in-fact, or any one of them, as to all matters relating to any power granted to said attorney(s)-in-fact, and no persona who may act in reliance upon the representation of said attorney(s)-in-fact or the authority granted to said attorney(s)-in-fact shall incur any liability to Principal as a result of permitting said attorney(s)-in-fact to exercise any such power. All persons shall be authorized to rely on a photocopy of this Special Power of Attorney, certified by Principal to be true and correct, to the same extent as they may rely on the original hereof.

5. **MULTIPLE COUNTERPARTS.** This Power of Attorney may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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PRINCIPAL:

GOVERNMENT EMPLOYEES FINANCIAL CORPORATION,
a Colorado corporation

By: David A. Brown
David A. Brown

Its: Vice President and Treasurer

Date: August 29, 1997

GEICO FINANCIAL SERVICES, INC.,
a Delaware corporation, for itself and as successor to
VARIPROPERTIES, INC., a dissolved Colorado corporation
and
WILLOW VALLEY ASSOCIATES, LTD., a dissolved North Carolina corporation

By: David A. Brown
David A. Brown

Its: Vice President and Treasurer

Date: August 29, 1997

GEICO FINANCIAL SERVICES COMPANY,
a Maryland corporation

By: David A. Brown
David A. Brown

Its: Vice President and Treasurer

Date: August 29, 1997

STATE OF COLORADO
COUNTY OF JEFFERSON

The foregoing Special Power of Attorney was acknowledged before me this 29 day of August, 1997, by David A. Brown as Vice President and Treasurer of Geico Financial Services Company, a Maryland corporation; Geico Financial Services, Inc., a Delaware corporation on its behalf and as successor to Variproperties, Inc., a dissolved Colorado corporation and Willow Valley Associates, Ltd., a dissolved North Carolina corporation; and Government Employees Financial Corporation, a Colorado corporation.

Witness my hand and official seal.

My commission expires: My Commission Expires June 19, 1999

Notary Public: Doyle J. Boukator

SEAL

(SEAL)

✓ RETURN TO:

Q. M. CORP.
515 NICHOLS BLVD.
SPARKS, NV 89431

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REQUESTED BY

Q.M. CORP.

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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LINDA SLATER

RECORDER

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