

PAGE TWO

11. To carry on or to conclude my business, and in connection therewith to use the premises in which the same is or shall be carried on, with the same powers of dealing with stock, capital, and effects, and of entering into business engagements, of increasing or diminishing capital, and generally of transacting the affairs of the said business as I myself have or should have.

12. To engage, employ, and dismiss any agents, clerks, servants, or other persons in and about the performance of these presents as my attorney shall think fit.

13. To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments.

14. To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executors, administrator, or trustee or in any other fiduciary capacity, so far as such power or duty is capable of being validly delegated.

15. For all or any of the purposes of these presents to enter into and sign, seal, execute, acknowledge and deliver any contracts, deeds or other instruments whatsoever, and to draw, accept, make, endorse, discount or otherwise deal with any bills of exchange, checks, promissory notes, or other commercial or mercantile instruments.

16. In general, to do all other acts, deeds, matters, and things whatsoever in or about my estate, property and affairs or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters and things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own proper person if personally present.

17. And I hereby ratify and confirm and promise at all times to ratify and confirm all and whatsoever my attorney shall lawfully do or cause to be done in and about the premises by virtue of these presents, including anything which shall be done between the revocation of these presents by my death or in any other manner and notice of such revocation reaching my attorney; and I hereby declare that as against me and all persons claiming under me everything which my attorney shall do or cause to be done in pursuance hereof after such revocation as aforesaid shall be valid and effectual in favor of any person claiming the benefit thereof who before the doing thereof shall not have had notice of such revocation.

18. To buy flower bonds, to write checks, to have access to my lockbox and if I have engaged in a program of giving to continue that program.

19. If Doris B. Goldsmith should die while serving as my attorney-in-fact or should fail or refuse to accept this appointment for any reason, I hereby nominate, constitute and appoint Carl M. Bagwell my attorney-in-fact in his - her - its stead with all the powers and duties hereinabove set forth to be enjoyed or performed by my attorney-in-fact herein named.

This Power of Attorney shall not be affected by physical disability or mental incompetence of the principal which renders the principal incapable of managing his or her (my) own estate.

This Power of Attorney shall be revoked by death or revocation by me in writing. It shall not be revoked by my physical or mental incapacity.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of March, 19 82.

GRANTOR

Carl M. Bagwell (SEAL)

Signed, sealed, published and declared by the above named Grantor as and for his (or her) Power of Attorney, in the presence of us, who, in his (or her) presence and of each other at his (or her) request, have subscribed our names as witnesses.

Louise P. Kennedy residing at Travlers Rest, DC.

William S. Mullins residing at Travlers Rest, DC.

Shirley C. Dreane residing at Travlers Rest, D.C.

(CONTINUED ON NEXT PAGE)

B 6 7 0

4328 RV-2