

the underlying ground leases will lapse or terminate prior to the end of the extended term of the lease back;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that in consideration of the foregoing and of the sum of One (\$1.00) Dollar paid by the Bank to SBT, the receipt whereof is hereby acknowledged, SBT does hereby appoint the Bank its true and lawful attorney for, and only for, the purposes set forth below:

(1) To give such notice or notices and to perform any act or acts as are necessary under each of the three above mentioned ground leases to exercise any and all renewal options granted to the Tenant under such ground leases which are necessary to protect the term of the lease back agreement of even date herewith, by and between SBT as Landlord, and the Bank, as Tenant, and in the case of the W. Thomas Brockman ground lease, to either exercise the option to purchase or exercise such of the renewal options as are necessary therefor, and in the case of the Central Realty Corporation lease, to exercise the option to purchase in the year 2016 if the same is necessary for the protection of said lease back agreement.

(2) To do and perform any act or acts as are necessary to remedy any default on the part of SBT, which default would give rise on the part of the Landlord under any such ground lease to terminate such lease.

(3) SBT shall promptly reimburse the Bank for each and every expense which may be incurred by the Bank in connection herewith, and any amount thereof not paid by SBT to the Bank within thirty (30) days shall bear interest at the highest legal rate then prevailing.

(4) The Bank is authorized to act as attorney for SBT under this Special Power of Attorney only at such time or times as SBT shall be in default under any of the ground leases. For the purpose of this agreement it is understood that SBT will be deemed to be in default on the giving of any notice or notices to each of the Landlords under the three ground leases thirty (30) days in advance of the final date on which any of said notices can be given.

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