

Prepared by:

Wellford H. Ware
 Wellford H. Ware
 An Attorney at Law of NJ

GENERAL DURABLE POWER OF ATTORNEY

This General Durable Power of Attorney is made on *March 27*, 2001.

037867

BETWEEN: The Principal, MATTHEW ELLIOTT, III, whose address is 7 West Avenue, NJ 08071, referred to as "I" or "my",

AND: The Agent, my wife, JANE ELLIOTT, whose address is 7 West Avenue, Pitman, New Jersey 08071.

GRANT OF AUTHORITY: I appoint you to act and authorize and grant you the power to exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including without limitation the following specifically enumerated powers:

(1) To conduct banking transactions as set forth in Section 2 of P.L. 1991 c.95 (C.46:2B-11). I specifically incorporate the provisions of this New Jersey law to apply to all banking transactions in any jurisdiction;

(2) To purchase or otherwise acquire any stocks, bonds, securities, negotiable instruments or other property and to pay for the same out of my money;

(3) To sell, assign and transfer any and all stocks, bonds, securities, negotiable instruments or other property which I may now have or may hereafter acquire and to subscribe, take up or otherwise receive and demand any and all allotments, rights to subscribe, dividends or participations which may at any time belong to or come to me by reason of my ownership of any stocks, bonds, securities, negotiable instruments or other property;

(4) To lease, sell, assign or otherwise transfer any property, real and personal, which I may now own or of which I may hereafter become the owner.

(5) To commence, prosecute or enforce, or to defend, answer or oppose all actions, suits or other legal proceedings in which I am now or may become engaged or interested and to compromise, refer to arbitration or submit to judgment in any such action or proceeding brought for or against me;

(6) To pay any and all bills, accounts, claims and demands now or hereafter payable by me;

(7) To borrow from time to time such sums of money upon such terms as my agent shall deem appropriate for, or in relation to, any of the purposes or objects described herein, upon the security of any of my property whether real or personal, or otherwise, and for such purposes to give, execute, deliver and acknowledge mortgages with such notes or bonds as may be necessary or proper in connection therewith, and the lender shall not be obligated to inquire into the sufficiency, necessity or legality of the exercise of this power;

(8) To apply for a certificate of title upon and endorse and transfer title thereto for any motor vehicle;

(9) To act for me in any business in which I am now or have been engaged or interested, and in connection with any contract or contracts previously made by me;

(10) To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any year or years; to consent to any gift and to utilize any gift-splitting provision or other tax election; and to prepare, sign and file any claims for refund of any tax;

(11) To convey or assign any cash or other property of which I shall be possessed to the Trustee or Trustees of any trust which I may have created during my lifetime, provided that such trust is subject to my power of revocation which power shall be exercisable hereunder by you, my Agent. In addition, you, my Agent, may also create any trust for my benefit and you are authorized to convey or assign any cash or other property of which I shall be possessed to the Trustee or Trustees of any such trust so created whether such creation be before or after my incapacity or disability or any uncertainty with regard thereto;

(12) Generally to do and perform all things, transact all business, make, execute and acknowledge all writings and instruments which may be necessary to accomplish any matter or thing pertaining or belonging to me, and generally to act for me in all matters affecting my business and property with the same force and effect and to all intents and purposes as though I were personally present and acting for myself.

POWERS. I grant to you, my Agent, all the power and authority which I may legally give to you to do everything necessary in exercising any of the powers herein granted as fully as I might do or could do if personally present with

full power of substitution or revocation hereby ratifying and confirming all that you, my Agent, shall lawfully do or cause to be done by virtue of this Power of Attorney and the powers herein granted.

DISABILITY OF PRINCIPAL: N.J.S.A.46:2B-8 authorizes me to provide that this power of attorney shall not be affected by my disability as principal and I do hereby so provide, it being my intention that all powers conferred upon my attorney-in-fact herein or any substitute designated by me shall remain at all times in full force and effect notwithstanding my incapacity, disability, or any uncertainty with regard to my death.

TAKES EFFECT IMMEDIATELY AND THROUGH DISABILITY: This Power of Attorney is effective now and will remain in effect even if I am disabled as defined above.

THIRD PARTY RELIANCE: Third parties may rely upon the representations of my Agent as to all matters relating to any power granted to my Agent and no person who may act in reliance upon the representations of my Agent or the authority granted to my Agent shall incur any liability to me or my estate as a result of permitting my Agent to exercise any power. Any third party may rely on a duly executed counterpart of this instrument or a copy certified by my Agent to be a true copy of the original hereof as fully and completely as if such third party had received the original of this instrument.

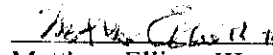
GOVERNING LAW: This instrument is to be construed and interpreted as a general durable power of attorney. The enumeration of specific powers herein is not intended to and does not limit or restrict the general powers herein granted to my Agent. This instrument is executed and delivered in the State of New Jersey and the laws of the State of New Jersey shall govern all questions as to the validity of this power and the construction of its provisions.

SUBSTITUTE AGENT: If my wife Jane Elliott ceases to act as my agent due to death, incapacity or resignation, I appoint my daughter Bonnie J. Patterson, whose address is 175 Esplanade Avenue, Pitman, New Jersey 08071, as my attorney in fact and agent.

SIGNATURE: By signing below, I acknowledge that I have received a copy of this Power of Attorney and that I understand its terms.

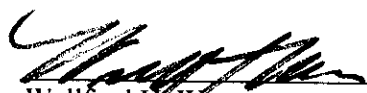
IN WITNESS WHEREOF, I have hereunto set my hand and seal.

WITNESS: 
AT-LAW
New Jersey

 (SEAL)
Matthew Elliott, III

STATE OF NEW JERSEY, COUNTY OF GLOUCESTER, SS.

On this 27 day of March, 2001, MATTHEW ELLIOTT, III, personally came before me and acknowledged under oath, to my satisfaction, that he is named in and personally signed this document and that he signed, sealed and delivered this document as his act and deed.


Wellford H. Ware
Attorney at law of New Jersey

DB3306-P148

RECORDED
OF GLOUCESTER COUNTY

01 34101

01 SEP -6 AM 11:30

James N. Hogan

GLOUCESTER COUNTY RECORDING DATA PAGE

PLEASE DO NOT DETACH THIS PAGE FROM THE ORIGINAL DOCUMENT
AS IT CONTAINS IMPORTANT INFORMATION AND IS PART OF THE
PERMANENT RECORD.

RECORD & RETURN TO:

Ware Strutz & Thompson
10 Pitman Ave
Pitman NJ 08071

GLOUCESTER COUNTY RECORDING DATA PAGE
JAMES N. HOGAN, COUNTY CLERK

17000