

SPECIFIC POWER OF ATTORNEY & COMPLIANCE AGREEMENT

Know all men by these presents, that I, **RICHARD G. MILLER**, a married man, have made, constituted, and appointed and by these presents do make, constitute and appoint, **HELEN J. MILLER**, my wife, as my lawful agent and attorney-in-fact with full power for my use and benefit and in my name, place, and stead;

To sign or initial for the purpose of executing and correcting, signing or initialing on my behalf, any and all documents affecting the sale and/or closing of the real property municipally numbered and commonly known as 1060 Augusta Drive Hernando, Mississippi 38632. Said documents are to include, but are not to be limited to, settlement sheets, affidavits, any and all documents required by the mortgage lender or closing agent and any documents required for the full satisfaction and release of the present mortgage held by Washington Mutual Bank, F.A;

To warrant upon such terms and conditions and under such covenants as she shall think fit the following described real property, to-wit:

Lot 20, Hernando Hills Subdivision, situated in Sections 6 & 7, Township 3 South, Range 7 West, DeSoto County, Mississippi, as per Plat thereof recorded in Plat Book 31, Pages 16-18, in the Office of the Chancery Clerk of DeSoto County, Mississippi; as modified by Decree in Cause No. 94-3-263, Hernando Hills Development Company vs. City of Hernando, et al, and recorded in Book 283, Page 54 and in Plat Book 50, Page 17, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

I have agreed to cooperate with the lender, COUNTRYWIDE HOME LOANS, INC., in correcting any errors made in connection with said loan or in executing or re-executing any and all loan documentation, and, for such purposes and as a convenience to me, I am executing this Power of Attorney.

The rights, powers and authority of said attorney-in-fact herein granted shall commence and be in full force and effect upon execution of this document and such rights, powers and authority shall remain in full force and effect thereafter until such time as the closing transaction is completed, and the lender and its underwriter have accepted all closing documents or until this Power of Attorney is canceled in writing, whichever event shall first occur.

This Power of Attorney shall not be affected by the subsequent mental or physical disability or incapacity of the Grantor and the authority hereby conferred shall be exercisable notwithstanding my later disability or incapacity or uncertainty as to whether or not I am dead or alive.

Except as to persons having actual knowledge of a modification or termination of this Power of Attorney, the recordation of this instrument or a copy hereof, in any land records or other appropriate records shall be conclusive as to the authority of the person designated herein to perform the functions and exercise the powers herein granted as to any such act performed prior to the date a modification or revocation hereof shall have been filed of record in the appropriate records in the county wherein the land or any part thereof is situated.

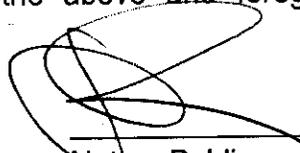
Whenever, in this Power of Attorney, the context so requires the singular number shall include the plural.

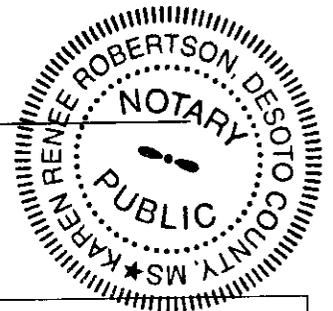
Witness my hand and signature, this the 4th day of January, 2005.


Richard G. Miller

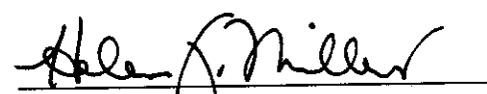
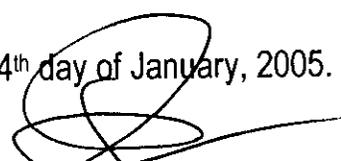
**STATE OF MISSISSIPPI
COUNTY OF DESOTO**

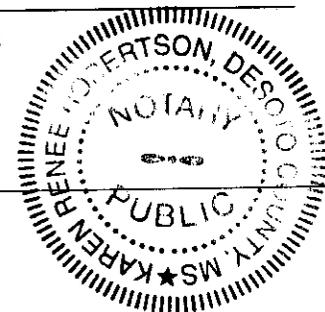
Personally appeared before me, the undersigned authority in and for the said county and state, on this the 4th day of January, 2005, within my jurisdiction, the within named **RICHARD G. MILLER**, who acknowledged that he executed the above and foregoing instrument for the purposes therein contained.


Notary Public



My Commission Expires:
6/18/08

Signed for signature identification.	
 Helen J. Miller	
Sworn to and subscribed before me this the 4 th day of January, 2005.	
 Notary Public	
My Commission Expires: <i>6/18/08</i>	



This document prepared by & return to:
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