POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints JOHN H. FITZSIMONS, ERNEST H. LORCH, and ROBERT L. WALLACE, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, in any and all capacities, to sign any documents (including Schedule 13D's and amendments thereto) which are to be filed with the Securities and Exchange Commission and which are required to be signed by the undersigned in any capacity pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

CATO R.

ROBERT L. WALLACE

Dated: August 27,1984