M&T BANK
One Fountain Plaza – 4th Floor
Buffalo, NY 14203

LIMITED POWER OF ATTORNEY (IRREVOCABLE)

In the following paragraphs, the words "I", "me" and "my" refer to all parties who sign below as owner.

I, _____ , by executing this Power of Attorney, appoint **M&T BANK**, its Directors, Officers or authorized personnel, **as** my true and lawful attorney-in-fact with full right of substitution, to act for me and in my name to perform the following acts as if I had performed them myself. This Power of Attorney cannot be revoked by me once the related loan has been funded.

1. DATE, SIGN AND DELIVER DOCUMENTS: To date, sign, seal and deliver to M&T CREDIT SERVICES, LLC or assigns, for me, (check all that apply): [_____] all papers necessary for documentation as a "vessel of the United States" (the "Documentation Papers"); [_____] a first preferred ship mortgage of vessel (a "Mortgage") or, [_____] an amendment to a first preferred ship mortgage (an "Amendment") with respect to the following described yacht (the "Vessel"):

Manufacturer: _____ Year Built: _____
Manufacturer's Hull No.: _____ U.S.C.G. #: _____
Vessel Name: _____ ([____] Present or [____] Proposed)

2. OFFICIAL NUMBER AND TONNAGE: To insert the Official Number and/or Hull Identification Number of the Vessel and her gross and net tonnage and any other necessary information in the Documentation Papers and/or the Mortgage or Amendment before its execution and delivery.

3. ACKNOWLEDGEMENT, RECORDING, AND ENDORSEMENT: To sign, acknowledge, record and deliver any other applications, certificates, affidavits and instruments required by the United States or by any jurisdiction where the Vessel is to be registered or kept relating to documentation, registration and security interest or mortgage lien perfection.

4. OTHER DOCUMENTS: To sign, acknowledge, record, deliver, and obtain any other certificates, endorsements, affidavits, declarations, cruising permits, and instruments required by any jurisdiction where the Vessel is to be registered or kept.

5. OTHER ACTS: To perform any and all acts determined to be necessary by my attorney-in-fact or required by M&T Bank or the United States Coast Guard in connection with the documentation of the Vessel and the execution, delivery, filing, and recordation of a preferred mortgage on the Vessel and/or in connection with the registration of the Vessel in any state, and the perfection of a security interest in the Vessel in favor of M&T Bank or assigns, including the marking and documentation of the Vessel, the preparation, execution, acknowledgement, and delivery of all documents, forms, letters, certificates, and related instruments for those purposes. This power of attorney shall not be affected by my disability.

6. APPOINMENT BY CORPORATION/COMPANY/TRUSTEE: To act (if the attorney-in-fact has been appointed by a corporation) on behalf of the corporation in lieu of any other authorized officers and signatures. The corporation's attorney-in-fact will have the power to place the corporate seal on any document executed under this power of attorney. This appointment has been authorized and directed by vote of all or a majority of the members of the board of directors of the corporation, the members or owners of the company, or the trustee(s), as the case may be.

All buyers / owners to sign

_____(Seal)

Print Name: _____

_____(Seal)

Print Name: _____

DATE SIGNED:_____

_____ ____(Seal)

Print Name: _____

_____(Seal)

Print Name: _____

ACKNOWLEDGEMENT – (INDIVIDUAL)

STATE OF: _____

COUNTY OF: _____

I HEREBY CERTIFY that on this _____ day of _____, ____, before me, a Notary Public, personally appeared, _____ (known to me or satisfactorily proven) who acknowledged that he/she/they executed the foregoing document (Limited Power of Attorney) of his/her/their own free act and deed for the uses and purposes set forth herein.

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

_____ (SEAL)

Notary Public

My commission expires: _____

ACKNOWLEDGEMENT – (CORPORATE)

STATE OF: _____

COUNTY OF: _____

I HEREBY CERTIFY that on this _____ day of _____, _____, before me, a Notary Public, personally appeared, _____ (known to me or satisfactorily proven) who being duly sworn, deposed and said he/she is the _____ of the Corporation, LLC or Trust which is described in and which executed the foregoing document (Limited Power of Attorney) as Mortgagor and by order of the (Board of Directors/Members/Trustees) for the said entity he/she signed his/her name hereto and acknowledged it to be the free act and deed of said entity.

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

_____ (SEAL)

Notary Public

My commission expires: _____