

PEERLESS INSURANCE COMPANY

KEENE, NEW HAMPSHIRE

POWER OF ATTORNEY

(CERTIFIED COPY)

Know All Men by These Presents: That the PEERLESS INSURANCE COMPANY, a New Hampshire Corporation, having its principal office in the City of Keene, County of Cheshire, State of New Hampshire, pursuant to the following By-Law, adopted by the Stockholders of the said Company on May 2, 1966, to wit:

"ARTICLE 4 OF SECTION 2 - The President shall be the chief executive officer of the Company and shall have the powers generally possessed by such officer and any additional powers that may be conferred upon him by the Board of Directors or by the Executive Committee. The President or a majority of the Executive Committee may appoint Attorneys-in-Fact, Resident Vice Presidents and Resident Assistant Secretaries and assign to them such duties as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority. In case of the death, absence or inability to act of the President, the duties and powers of the President shall devolve upon an acting President who shall be a Director and shall be designated by the Executive Committee and act until the next Directors' meeting."

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Peerless Insurance Company at its annual meeting duly called and held on the second day of May, 1966.

"RESOLVED, that, the signature of such Officers and the Seal of the Corporation may be affixed to any such Power of Attorney or any certified copy thereof or any certification relating thereto, by facsimile and any such Power of Attorney or any certified copy thereof, or any certification relating thereto bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Corporation in the future with respect to any bonds, undertakings, recognizances or contracts of indemnity to which it is attached."

does hereby make, constitute and appoint **William E. Pendleton**

of **San Francisco** in the State of **California**
its true and lawful attorney (s)-in-fact, with full power and authority hereby conferred in its name, place and stead, to sign, execute, acknowledge and deliver in its behalf, and as its act and deed, without power of redelegation, as follows:
bonds guaranteeing the fidelity of persons holding places of public or private trust; guaranteeing the performance of contracts other than insurance policies; and executing or guaranteeing bonds and undertakings required or permitted in all actions or proceedings or by law allowed:

and to bind the PEERLESS INSURANCE COMPANY thereby as fully and to the same extent as if such bond or undertaking was signed by the duly authorized officers of the PEERLESS INSURANCE COMPANY, and all the acts of said Attorney (s), pursuant to the authority herein given, are hereby ratified and confirmed.

In Witness Whereof, the PEERLESS INSURANCE COMPANY has caused these presents to be signed by its President, and its Corporate Seal to be hereto affixed by its Secretary this **18th** day of **April** 19**69**

Attest:

PEERLESS INSURANCE COMPANY
By: *Robert G. Pynch* President
George C. Douglas Senior Vice President



State of New Hampshire } ss.
County of Cheshire

On this **18th** day of **April** 19**69** before the subscriber, a Notary Public of the State of New Hampshire in and for the County of **Cheshire** duly commissioned and qualified, came **Robert G. Pynch** President and **George C. Douglas**, Senior Vice President of the PEERLESS INSURANCE COMPANY, to me personally known to be the individuals and officers described herein, and who executed the preceding instrument, and they acknowledged the execution of the same, and being by me duly sworn, deposed and said, that they are officers of said Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and the said Corporate Seal and their signatures as officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation, and that Article 4, Section 2, of the By-Laws, of said Company, referred to in the preceding instrument is now in force.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at **Keene, New Hampshire** the day and year above written.

My commission expires **August 2, 1972**

June E. Rayburn
Notary Public.

State of New Hampshire } ss.
County of Cheshire

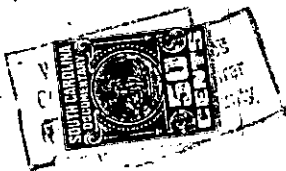
I, **C. A. Burnett**, Assistant Secretary of the PEERLESS INSURANCE COMPANY, do hereby certify that the above and foregoing is a true and correct copy of a POWER OF ATTORNEY, executed by said PEERLESS INSURANCE COMPANY, which is still in force and effect.

In Witness Whereof, I have hereunto set my hand and affixed the Seal of the Company, at **Keene, New Hampshire** this **5th** day of **January** 19**72**

C. A. Burnett
Assistant Secretary.



Form PS-97A



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