

administrative hearings, actions, suits, attachments, claims or other proceedings, to which I am or may become a party or in which I have any interest.

(b) To hire, engage, employ and appoint agents, accountants, employees and counsel upon such terms and conditions and at such compensation as my said Attorney-in-Fact shall deem proper in the exercise of the powers herein granted, to dismiss and remove at pleasure any such agents, employees and counsel, as well as any agents, employees and counsel heretofore or hereafter employed by me or in my behalf.

8. MISCELLANEOUS:

(a) To sign, seal, acknowledge and deliver any instrument necessary to accomplish any of the powers herein granted.

(b) To modify, reform, renegotiate or rescind any contract or obligation heretofore or hereafter made by me or in my behalf.

9. GENERAL PROVISIONS:

(a) All business transacted hereunder for me or for my account shall be transacted in my name, and all endorsements and instruments executed by my Attorney-in-Fact for the purpose of carrying out any of the foregoing powers, shall contain my name, followed by that of my Attorney-in-Fact and the designation, "Attorney-in-Fact".

(b) This instrument shall be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it limit or restrict, and shall not be construed or interpreted as limiting or restricting, the general powers herein granted as to said Attorney-in-Fact.

(c) I do hereby ratify and confirm and covenant to ratify and confirm all acts done and caused to be done by my said Attorney-in-Fact, including, but not limited to, anything which may be done between the revocation of these presents by death or in any manner, and notice of such revocation reaching said Attorney-in-Fact.

(d) I do hereby covenant and agree that my Attorney-in-Fact shall have no liability for any acts or deeds done or executed by my Attorney-in-Fact hereunder except for willful misconduct done in bad faith.

(e) If the authority contained herein shall be revoked or terminated by operation of law without notice, I hereby agree for myself, my executors, administrators, heirs and assigns, in consideration of my Attorney-in-Fact's willingness to act pursuant to this Power of Attorney, to save and hold my Attorney-in-Fact harmless from any loss suffered or any liability incurred by my Attorney-in-Fact in so acting after such revocation or termination without notice.

(f) I direct that this Power of Attorney shall continue in effect until revoked by me in writing or terminated by law.

(g) The terms and conditions hereof shall inure to the benefit of and become binding upon the undersigned parties, their heirs, assigns, executors and administrators.

(h) All words used herein in the singular shall include the plural, and the masculine gender shall include the feminine, and third person references to the Principal shall include the first person references to the grantor herein.

1  
080

4328 RV.2