

**LIMITED POWER OF ATTORNEY FOR STOCK TRANSACTIONS
AND OTHER CORPORATE POWERS**

STATE OF DELAWARE
COUNTY OF _____

NOTICE

As the person signing this durable power of attorney you are the Principal.

The purpose of this power of attorney is to give the person you designate (your "Agent") broad powers to handle your property, which may include powers to sell, dispose of, or encumber any real or personal property without advance notice to you or approval by you.

This power of attorney does not authorize your Agent to make health-care decisions for you.

Unless you specify otherwise, your Agent's authority will continue even if you become incapacitated, or until you die or revoke the power of attorney, or until your Agent resigns or is unable to act for you. You should select someone you trust to serve as your Agent.

This power of attorney does not impose a duty on your Agent to exercise granted powers, but when powers are exercised, your Agent must use due care to act for your benefit and in accordance with this power of attorney.

Your Agent must keep your funds and other property separate from your Agent's funds and other property.

A court can take away the powers of your Agent if it finds your Agent is not acting properly.

The powers and duties of an Agent under a durable power of attorney are explained more fully in Delaware Code, Title 12, Chapter 49A, Section 49A-114 and Sections 49A-201 through 49A-217.

If there is anything about this form that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

I have read or had explained to me this notice and I understand its contents.

Principal

Date

KNOW ALL MEN BY THESE PRESENT, THAT I, _____, whose address is _____, (City), Delaware, _____ (Zip), have made, constituted and appointed, and by these presents do make, constitute and appoint, _____ my true and lawful attorney -in-fact to act with the following limited powers, to wit:

Exercising stock options and voting all of my shares of stock in _____, a Corporation incorporated in the State of _____, hereinafter "Corporation", without the necessity of a proxy and the right to appoint proxies therefor, and possessing all powers that I possess as granted to

me by the Bylaws of said corporation, to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; elect or employ officers, directors and agents; carry out the provisions of any agreement for the sale of any business interest or the stock therein. These powers include, but are not limited to, the following:

- A. Receive, hold, transfer, sell and convey any stock certificates of the Corporation and all documents of title in connection therewith;
- B. Make, execute and deliver, in my name and on my behalf, for any consideration whatsoever, for cash, instruments of conveyance covering the stock of the Corporation, containing such terms, covenants and conditions deemed necessary or advisable by my agent;
- C. Execute, in my name and on my behalf, such contracts or other assurances as may be requested or required by any bank or other institution or individual when carrying out the powers granted herein; and
- D. Acquire, exchange, buy or sell my stock in the corporation, or any interest therein, on such terms and conditions as my agent shall deem proper. Execute and deliver, in my name and on my behalf, conveyances of said stock.

FURTHER, I do authorize my aforesaid attorney to execute, acknowledge and deliver any instrument under seal or otherwise, and to do all things necessary to carry out the intent hereof, hereby granting unto my said attorney full power and authority to act in and concerning the premises as fully and effectually as I may do if personally present, limited, however, to the purpose for which this limited power of attorney is executed.

PROVIDED, however, that all business transacted hereunder for me or for my account shall be transacted in my name, and that all endorsements and instruments executed by my said attorney for the purpose of carrying out the foregoing powers shall contain my name, followed by that of my said attorney and the designation "attorney-in-fact".

This Power of Attorney shall be:

Non-Durable

Durable and shall not be affected by any subsequent disability or incompetence.

I further declare that any act or thing lawfully done hereunder and within the powers herein stated by my said attorney shall be binding on myself and my heirs, legal and personal representatives and assigns, whether the same shall have been done either before or after my death, or other revocation of this instrument, unless and until reliable intelligence or notice thereof shall have been received by my said attorney.

Third parties may rely upon the representations of the agents as to all matters relating to any power granted to them hereunder, and no person who may act in reliance upon the representations of the agent or the authority granted to it shall incur any liability to the principal or his estate as result of permitting the agent to exercise any power.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the _____ day of _____, 20_____.

PRINCIPAL

The principal has had an opportunity to read the above form and has signed and executed the above form in my presence as the free act and deed of the Principal. I, the undersigned, being over 18 years of age, not related to the principal by blood, marriage, or adoption; or entitled to any portion of the estate of the principal under the principal's now existing will or codicil or amendment thereto or trust instrument, witness the principal's signature at the request and in the presence of the principal, on the day and year above set out.

Witness:

Name

Address

AGENT'S CERTIFICATION

I, _____, have read the attached durable power of attorney and I am the person identified as the Agent or _____ (Name of Agent) identified as the Agent for the Principal. To the best of my knowledge this power has not been revoked. I hereby acknowledge that, in the absence of a specific provision to the contrary in the durable power of attorney, when I act as Agent:

I shall exercise the powers for the benefit of the Principal.

I shall keep the assets of the Principal separate from my assets.

I shall exercise reasonable caution and prudence.

I shall keep a full and accurate record of all actions, receipts and disbursements on behalf of the Principal.

I shall, to the extent reasonably practicable under the circumstances, keep in regular contact with the Principal and communicate with the Principal.

Agent

Date

Principal Name and Address	Attorney-in-Fact Name and Address
Name: _____	Name: _____
Address: _____	Address: _____
City: _____	City: _____
State: ____ Zip: _____	State: ____ Zip: _____
Phone: _____	Phone: _____