

NOTICE

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 OR OTHERWISE DISPOSE OF ANY REAL OR PERSONAL PROPERTY WITHOUT ADVANCE NOTICE TO YOU OR APPROVAL BY YOU.

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 MAY EXERCISE THE POWERS GIVEN HERE THROUGHOUT YOUR LIFETIME, EVEN AFTER YOU BECOME INCAPACITATED, UNLESS YOU EXPRESSLY LIMIT THE DURATION OF THESE POWERS OR YOU REVOKE THESE POWERS OR A COURT ACTING ON YOUR BEHALF TERMINATES YOUR AGENT'S AUTHORITY.

YOUR AGENT MUST ACT IN ACCORDANCE WITH YOUR REASONABLE EXPECTATIONS TO THE EXTENT ACTUALLY KNOWN BY YOUR AGENT AND, OTHERWISE, IN YOUR BEST INTEREST, ACT IN GOOD FAITH AND ACT ONLY WITHIN THE SCOPE OF AUTHORITY GRANTED BY YOU IN THE POWER OF ATTORNEY.

THE LAW PERMITS YOU, IF YOU CHOOSE, TO GRANT BROAD AUTHORITY TO AN AGENT UNDER POWER OF ATTORNEY, INCLUDING THE ABILITY TO GIVE AWAY ALL OF YOUR PROPERTY WHILE YOU ARE ALIVE OR TO SUBSTANTIALLY CHANGE HOW YOUR PROPERTY IS DISTRIBUTED AT YOUR DEATH. BEFORE SIGNING THIS DOCUMENT, YOU SHOULD SEEK THE ADVICE OF AN ATTORNEY AT LAW TO MAKE SURE YOU UNDERSTAND IT.

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 POWER OF ATTORNEY ARE EXPLAINED MORE FULLY IN 20 PA.C.S. CH. 56.

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.

Date: _____

Principal

Print Name

AGENT'S ACKNOWLEDGMENT

I, _____, have read the attached power of attorney and am the person identified as the agent for the principal. I hereby acknowledge that when I act as agent:

I shall act in accordance with the principal's reasonable expectations to the extent actually known by me and, otherwise, in the principal's best interest, act in good faith and act only within the scope of authority granted

to me by the principal in the power of attorney.

Date: _____

Agent

Print Name

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

STATE OF PENNSYLVANIA
COUNTY OF _____

KNOW ALL MEN BY THESE PRESENT, THAT I _____, whose address is _____, _____ (City), Pennsylvania, _____ (Zip), have made, constituted and appointed, and by these presents do make, constitute and appoint, _____ my true and lawful agent-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 agent and the designation "agent-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

ATTESTATION OF WITNESSES

The hereinafter named Witnesses, each declare under penalty of perjury under the laws of the State of Pennsylvania, that the principal is personally known to us, that the principal signed and acknowledged this special power of attorney in our presence, that the principal appears to be of sound mind and under no duress, fraud or undue influence, that we are not the person appointed as attorney-in-fact by this document and that we witnessed this power of attorney in the presence of the principal. We are 18 years of age or older and not the individuals who signed the power of attorney on behalf of and at the direction of the principal, or the notary public, or other person authorized by law to take acknowledgments before whom the power of attorney is acknowledged We are not related to the principal by blood, marriage or adoption, and to the best of our knowledge, are not entitled to any part of the estate of the principal upon the death of the principal under a will now existing or by operation of law.

Signature

Printed Name

Address

Signature

Printed Name

Address

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