

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

STATE OF VERMONT
COUNTY OF _____

KNOW ALL MEN BY THESE PRESENT, THAT I _____,
whose address is _____ (City), Vermont,
_____ (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_____.

Signed this _____ day of _____, 20_____

Principal

City, County, and State of Residence

I, _____, witnessed the signature of the principal above and I affirm that the principal appeared to be of sound mind and free from duress at the time this power of attorney was signed and the principal affirmed to me that he or she was aware of the nature of the document and signed it freely and voluntarily.

Witness: _____

Address: _____

Witness: _____

Address: _____

STATE OF VERMONT

COUNTY OF _____

At _____ (town or city) on _____ (date) _____
personally appeared and acknowledged the foregoing power of attorney to be his/her free act and deed.
Before me-

(Signature of Person Taking Acknowledgment) (Seal)

(Title)

My commission expires: _____

I, _____, agent named above attest that : (1) I accept appointment as agent; (2) I understand the duties I am assuming under this power of attorney under the law; (3) I understand that I have a duty to act if expressly required to do so in this power of attorney consistent with said 14 VSA Section 3506(c); and (4) I understand that I am expected to use my special skills or expertise on behalf of the principal as follows (insert any such special skills):

Date _____ Agent _____

WITNESSES:

Signature
Print Name: _____
Address: _____
City: _____ State: _____
Zip: _____

WITNESSES:

Signature
Print Name: _____
Address: _____
City: _____ State: _____
Zip: _____

Principal Name and Address	Attorney-in-Fact Name and Address
Name: _____	Name: _____
Address: _____	Address: _____
City: _____	City: _____

State: _____ Zip: _____	State: _____ Zip: _____
Phone: _____ - _____	Phone: _____ - _____