

DURABLE GENERAL POWER OF ATTORNEY
(NEW YORK STATUTORY SHORT FORM)

THE POWERS YOU GRANT BELOW CONTINUE TO BE EFFECTIVE SHOULD YOU BECOME DISABLED OR INCOMPETENT

Caution: This Is an Important document. It gives the person whom you designate (your "Agent") broad powers to handle your property during your lifetime, which may include powers to mortgage, sell, or otherwise dispose of any real or personal property without advance notice to you or approval by you.

This document does not authorize anyone to make medical or other health care decisions. You may execute a health care proxy to do this.

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

THIS is intended to constitute a DURABLE GENERAL POWER OF ATTORNEY pursuant to Article 5, Title 15 of the New York General Obligations Law:

I, do hereby appoint:

(insert your name and address)

(If 1 person is to be appointed agent, insert the name and address of your agent above)

(If 2 or more persons are to be appointed agents by you insert their names and addresses above)

my attorney(s)-in-fact TO ACT

(If more than one agent is designated, CHOOSE ONE of the following two choices by putting your initials in ONE of the blank spaces to the left of your choice)

[] Each agent may SEPARATELY act. [] All agents must act TOGETHER.

(If neither blank space is initialed, the agents will be required to act TOGETHER)

IN MY NAME, PLACE AND STEAD in any way which I myself could do, if I were personally present, with respect to the following matters as each of them is defined in Title 15 of Article 5 of the New York General Obligations Law to the extent that I am permitted by law to act through an agent:

(DIRECTIONS: Initial In the blank space to the left of your choice any one or more of the following lettered subdivisions as to which you WANT to give your agent authority. If the blank space to the left of any particular lettered subdivision is NOT Initialed, NO AUTHORITY WILL BE GRANTED for matters that are Included In that subdivision. Alternatively, the letter corresponding to each power you wish to grant may be written or type on the blank line in subdivision "(Q)", and you may then put your Initials In the blank space to the left of subdivision "(Q)" in order to grant each of the powers so indicated.)

- [] (A) real estate transactions; [] (M) making gifts to my spouse, children and more remote descendants, and, parents not to exceed in the aggregate \$10,000 to each of such persons in any year;
[] (B) chattel and goods transactions;
[] (C) bond, share and commodity transactions;
[] (D) banking transactions;
[] (E) business operating transactions; [] (N) tax matters;
[] (F) insurance transactions; [] (O) all other matters;
[] (G) estate transactions; [] (P) full and unqualified authority to my attorney(s)-in-fact to delegate any or all of the foregoing powers to any person or persons whom my attorney(s)-in-fact shall select;
[] (H) claims and litigation;
[] (I) personal relationships and affairs;
[] (J) benefits from military service;
[] (K) records, reports and statements;
[] (L) retirement benefit transactions; [] (Q) each of the above matters identified by the following letters: _____

(Special provisions and limitations may be included in the statutory short form durable power of attorney only if they conform to the requirements of Section 5-1503 of the New York General Obligations Law.)

This Durable Power of Attorney shall not be affected by my subsequent disability or incompetence. If every agent named above is unable or unwilling to serve, I appoint

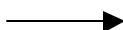
(insert name and address of successor)

to be my agent for all purposes hereunder.

To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this instrument may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party, and I for myself and for my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of such third party having relied on the provisions of this instrument.

This Durable General Power of Attorney may be revoked by me at any time.

IN WITNESS WHEREOF, I have hereunto signed my name this day of



(You sign here:)

(Signature of Principal)

