

7. REPRESENTATION AND EMPLOYMENT OF ASSISTANCE: (a) On my behalf and in my name or the name of my Attorney, to institute, prosecute, appear in, defend, compromise, arbitrate, settle, or dispose of any legal, equitable or administrative hearing, actions, suits, attachments, claims or other proceeding to which I am or may become a party of 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 agent, 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, re-negotiate or rescind any contract or obligation heretofore or hereafter made by me or in my behalf.

(c) With regard to personal and physical wellbeing, I authorize and empower my said Attorney-in-Fact to sign admission or consent documents pertaining to my hospitalization, treatment or medical care and I hereby state my preference that no extra-ordinary nor heroic medical means or procedures be employed to unnecessarily prolong my life if no reasonable hope of recovery exists.

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 is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts of powers herein is not intended to, nor does it limit or restrict, and is not to be construed or interpreted as limited 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 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 and assigns, executors and administrators.

(h) All words, used herein in the singular shall include the plural, and the masculine gender shall include the feminine.

Clifford M. Carter Pg 3