

DURABLE GENERAL POWER OF ATTORNEY

THE STATE OF TEXAS)
) KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DALLAS)

THAT I, _____, a resident of Dallas County, Texas, have made, constituted, and appointed, and by these presents do make, constitute, and appoint, as my true and lawful general agent and attorney-in-fact to act in, manage, and conduct all of my estate and all my affairs:

[If I have named two persons, "and" means they must act jointly unless one of them is incapacitated, "or" means they may act severally, and "and/or" means they may act jointly or severally.]

GIVING AND GRANTING unto my said attorney full power and authority to do and perform all and every act and thing whatsoever in and about my estate, property, and affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present, the following twenty-one specially enumerated powers set forth hereinafter, which are incorporated herein for all purposes, being in aid and exemplification of the full, complete, and general power herein granted and not in limitation or definition thereof, and hereby ratifying all that my said attorney shall lawfully do or cause to be done by virtue of these presents. Pursuant to section 482 of the Texas Probate Code and section 1 of the Uniform Durable Power of Attorney Act, I expressly provide: [Initial A or B]:

- A. _____ that this power of attorney is effective now and shall not be affected by my subsequent disability or incapacity; OR
- B. _____ that this power of attorney shall become effective upon my disability or incapacity.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2007.

Principal
THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me this _____ day of _____, 2007, by _____ as principal.

Notary Public, State of Texas

1. To buy, receive, lease, accept, or otherwise acquire; to sell, convey, mortgage, hypothecate, pledge, quit claim, or otherwise encumber or dispose of, or to contract or agree for the acquisition, disposal, or encumbrance of: any property whatsoever and wherever situated, be it real, personal, or mixed, or any custody, possession, interest, or right therein or pertaining thereto, upon such terms as my said attorney shall think proper, and in particular, but not by way of limitation, including the right to sell or reserve mineral interests, execute, extend, amend, ratify, sell, or transfer all forms of grazing or agricultural leases, oil and gas leases, or oil, gas and mineral leases, contracts, grants of easement, and grants of right of way upon any and all real properties owned by me, wherever situated, on such terms and for such consideration as said agent may deem advisable, and execute any and all papers in connection with oil, gas and mineral development, producing, or other operations, including unitization agreements, pooling agreements, division orders, transfer orders, and any other documents deemed by said agent to be appropriate or convenient in connection with any mineral or royalty interests owned by me, this being a specific example of my said attorney's power and not meant in any way to limit said attorney's power to deal with any of my property situated elsewhere.
2. To take, hold, possess, invest, lease, let, or otherwise manage any or all of my real, personal, or mixed property, or any right or interest therein or pertaining thereto; to eject, remove or relieve tenants or other persons from, and recover possession of, such property by all lawful means; and to maintain, protest, preserve, insure, remove, store, transport, repair, rebuild, modify, or improve the same or any part thereof.
3. To make, do, and transact business of whatever kind or nature, including the receipt, recovery, collection, payment, compromise, settlement, and adjustment of all accounts, legacies, bequests, interest, dividends, annuities, claims, demands, debts, taxes, and obligations, which may now or hereafter be due, owing, or payable to me or by me.
4. To make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver deeds, assignments, agreements, certificates, hypothecations, checks, notes, bonds, vouchers, receipts, releases, and such other instruments in writing of whatever kind and nature, as may be necessary, convenient, or proper in the premises.

5. To operate for me and in my stead any and all businesses in which I may have an interest including any and all partnerships, proprietorships, corporations, joint ventures, and other businesses, including all actions necessary, convenient, or otherwise deemed appropriate by the holder of the power, including, but not by way of limitation, selling or disposing of any part of or all of one or more of such businesses.
6. To make deposits or investments in, or withdrawals from, any account, holding, or interest which I may now or hereafter have or be entitled to, in any banking, trust, or investment institution, including postal savings depository offices, credit unions, savings and loan associations, and similar institutions; to exercise any right, option, or privilege pertaining thereto; and to open or establish accounts, holdings, or interests of whatever kind or nature, with any such institution, in my name or in my said attorney's name or in both our names jointly, either with or without right of survivorship; to receive and receipt for me all such monies which may be due or payable to me from any party or source; to give checks upon and deliver all forms of checks or bills of exchange upon any bank account belonging to me or in my name; to open and enter any and all safe deposit boxes which I may open and enter and to remove from such boxes any things found therein whatsoever.
7. To institute, prosecute, defend, compromise, arbitrate, and dispose of legal, equitable, or administrative hearings, actions, suits, attachments, arrests, distresses, or other proceedings, or otherwise engage in litigation in connection with the premises.
8. To act as my attorney or proxy in respect to any stocks, shares, bonds, or other investments, rights, or interests I may now or hereafter hold, including the right to vote shares of stock as my said attorney may determine pursuant to the proxy herein given and exercise any such power with respect to such stock, including the right to vote said stock in connection with a dissolution, merger, or other reorganization of any such corporation. My said attorney shall be authorized to take any action which I might take with respect to any shares of stock which I might own.
9. To engage and dismiss agents, counsel, and employees, and to appoint and remove at pleasure any substitute for, or agent of, my said attorney, in respect to all or any of the matters or things herein mentioned, and upon such terms as my attorney shall think fit; to employ such servants or employees as may be necessary to provide for me or to care for my physical state and condition from time to time.
10. To prepare, execute, and file for me and on my behalf all federal and state income, estate, gift, and other tax returns or claims for refund thereof, and all other legally required reports, declarations, applications, requests, and documents; to represent me in all administrative and court proceedings relative to the determination of any tax or duty or interest or penalty; to execute on my behalf powers of attorney (IRS form 2848) authorizing legal counsel to deal with federal or state tax authorities with full and plenary authority.
11. To take possession, and order the removal or shipment, of any of my property from any post, warehouse, depot, dock, or other place of storage or safekeeping, governmental or private; and to execute and deliver any release, voucher, receipt, shipping ticket, certificate, or other instrument necessary or convenient for such purpose.
12. To act as my attorney in fact or proxy in respect to any policy of insurance on my life and in that capacity to exercise any right, privilege or option which I may have thereunder or pertaining thereto, excluding, however, the right to change the beneficiary, the right to change the method of payment of the insurance proceeds, and the right to make a cash surrender of the policy as distinguished from the surrender of the policy for loan, conversion, or other purposes as provided therein.
13. To purchase United States securities of any maturity or series either as community property or as my separate property, either for cash or upon credit, and for credit either upon community credit or upon the credit of my sole and separate estate, as my attorney may deem best.
14. To make gifts to and among my lineal descendants and their spouses in such amounts as do not exceed the federal annual gift tax exclusion specified in section 2503 of the Internal Revenue Code of 1986, as amended.
15. To exercise with respect to my property and business all powers and authorities of a trustee under the Texas Trust Code, the Trustee Acts 1925 and 2000, and the Trustee Investments Act 1961. Whenever my attorney shall do business or acquire or sell property in any jurisdiction, my attorney shall have, with respect to such transaction, all investment and administrative powers granted by statute to trustees in such jurisdiction except as provided herein.
16. To indemnify and hold harmless on my behalf any third party who in good faith accepts and relies upon the authority of my attorney under this power of attorney and to hex with boils and itches any lawyer the officers and directors of any bank, investment firm, or title company which questions the authority of said attorney to act hereunder.
17. To certify, if this power of attorney has been recorded in any official public record, xerographic reproductions of this power of attorney bearing such recording data as genuine, true, and correct copies, which copies may be relied upon by all persons dealing with my said attorney the same as if such copies bore my original signature.
18. Pursuant to sections 487 and 488 of the Texas Probate Code and section 5 of the Uniform Durable Power of Attorney Act, revocation of this power of attorney is not effective as to a third party relying on the power of attorney until such third party receives actual knowledge of revocation. An affidavit executed by my attorney in fact stating that my attorney in fact does not have at the time of exercise of the power actual knowledge of the termination of this power by revocation, my death, or the qualification of a guardian of my estate shall be conclusive proof as between my attorney in fact and a person other than me or my personal representative of the nonrevocation or nontermination of this power at that time.
19. Pursuant to section 487 of the Texas Probate Code, any act or thing lawfully done hereunder in good faith 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 before or after my death, or other revocation of this instrument, unless and until actual knowledge thereof shall have been received by my said attorney.
20. Disability or incapacity means a physical or mental condition in which I am unable to give prompt and intelligent attention to, or to take prompt and effective action with respect to, business matters and affairs. Pursuant to section 487(b), an affidavit executed by my said attorney and two doctors of medicine stating that I am and have been so disabled or incapacitated for the last thirty days is conclusive proof of my disability or incapacity and of the effectiveness of this power of attorney as between my said attorney and any third party.
21. My attorney shall have all statutory powers set forth in sections 491-504 of the Texas Probate Code in addition to the powers enumerated above.

END POWER OF ATTORNEY