

CERTIFIED COPY OF POWER OF ATTORNEY

THE EMPLOYERS' LIABILITY ASSURANCE CORPORATION, LIMITED, LONDON, ENGLAND

State of Colorado
County of Denver

} ss.

This is to certify that I have compared the following Power of Attorney with the original thereof and that the following is a full, true and accurate copy of the original which is in full force and effect.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said Corporation this
28th day of August, 1958.



Mac W. McKeon

Attorney-in-fact.

KNOW ALL MEN BY THESE PRESENTS:

That THE EMPLOYERS' LIABILITY ASSURANCE CORPORATION, Limited, of London, England, by Edward A. Larner, its United States General Manager and Attorney, and made its lawful Agent and Attorney-in-Fact, by virtue of the Power of Attorney granted him by the Board of Directors of said Corporation on the tenth day of September, 1947, which Power of Attorney is still in full force and effect a true copy of which Power of Attorney is hereto attached, does hereby nominate, constitute and appoint. Ralph D. Hill of Denver, Colorado.

and each of them its true and lawful Agents and Attorneys-in-Fact, to make, execute, seal and deliver for and on its behalf as surety and as its act and deed any and all bonds or undertakings required in amounts not exceeding Two hundred and fifty thousand dollars (\$250,000.).

And the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Corporation as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Corporation at its office in London, England, in their own proper persons.

~~Unless previously revoked, the authority contained herein expires~~

In Witness Whereof, the said Edward A. Larner, United States General Manager and Attorney, has hereunto subscribed his name and affixed the Corporate Seal of the said THE EMPLOYERS' LIABILITY ASSURANCE CORPORATION, Limited, at the City of Boston, Mass., this
14th day of November, 1955

(Seal)

(Signed) Edward A. Larner

United States General Manager and Attorney.

COMMONWEALTH OF MASSACHUSETTS } ss.
COUNTY OF SUFFOLK

On this 14th day of November, 1955 before me personally came Edward A. Larner, to me known, and being by me duly sworn did depose and say: that he resides in the Town of Lexington, Commonwealth of Massachusetts; that he is the United States General Manager and Attorney of THE EMPLOYERS' LIABILITY ASSURANCE CORPORATION, Limited, the Corporation above described; that he acknowledged the execution of the foregoing instrument; that he knew the corporate seal of said Corporation; that the seal affixed by him to said instrument was such corporate seal; that it was affixed thereto by the authority of the Board of Directors of said Corporation and that he signed his name thereto by like authority.

(Signed) Viola M. MacKean

Notary Public.

Copy of Power of Attorney in favor of Edward A. Larner of Lexington, Massachusetts, granted him on the tenth day of September, 1947.

KNOW ALL MEN BY THESE PRESENTS that THE EMPLOYERS' LIABILITY ASSURANCE CORPORATION, LIMITED, whose registered offices are at Hamilton House, Victoria Embankment, in the City of London, England, (hereinafter called "the said Corporation") has nominated, constituted and appointed and by these presents duly nominates, constitutes and appoints as of and from the first day of October, One thousand nine hundred and forty-seven, EDWARD ATKINS LARNER, of Lexington, Massachusetts, and a citizen of the United States of America, to be the true and lawful manager and attorney of the said Corporation in the United States of America and the several States (including the District of Columbia), Territories and Possessions thereof (under the designation or title of United States Manager and Attorney) and gives and confers upon such United States Manager and Attorney the following powers, hereby authorizing him to do any and all things mentioned in these presents and also hereby ratifies and confirms all his acts hereunder named:

Within the territory named to conduct for the said Corporation all the business affairs of its United States Branch and the insurance business which the said Corporation shall be authorized to transact under the laws and authority of the United States or of any State, Territory, Possession or District thereof and to do and perform in the name and on behalf of the said Corporation all such matters and things as may be legal and necessary for the transaction of the business of the said Corporation.

Without limiting the generality of the foregoing powers within the territory named:

1. To carry or pass upon and accept risks, sign, execute and deliver contracts, policies, certificates or other written evidences of insurance and renewals thereof, (including reinsurance) make, execute, seal and deliver for and on its behalf as surety and as its act and deed written or open court recognizances, bonds, undertakings and other obligatory instruments in the nature of fidelity and surety bonds.
2. To appoint agents to represent the said Corporation and to revoke such appointments.
3. To accept service of all or any legal process which may be issued against the said Corporation and to defend and appear in any suit, action or other legal proceeding which may be instituted against the said Corporation by any person or persons whomsoever, to ask, demand, attach, sue for recovery and receive all premiums, debts and sums of money which now are or hereafter shall be and become due and payable to the said Corporation and on behalf of the said Corporation to institute any suit, action or other legal proceeding in its name or otherwise, to compromise, settle, submit to arbitration or otherwise deal with any claims or demands whether by or against the said Corporation and to perform and enforce all legal judgments and awards including the prosecution of appeals.
4. To nominate or appoint the Commissioner or Superintendent of Insurance of any State in the United States or of any Territory, Possession or District thereof or any other person or persons for or on behalf of the said Corporation to accept and acknowledge service of notice of process of any kind whether mesne or final in any action or proceeding against the said Corporation in any of the courts of the United States or of the said States or of any of the places aforesaid and to admit and agree on behalf of the said Corporation that such service made upon the said Commissioner or Superintendent of Insurance or other persons so nominated or appointed shall be taken and upheld as valid, binding and effective for all purposes as if served upon the said Corporation.
5. To maintain, open, operate, close and transfer any banking account in any bank, banking house, or trust company and to draw, sign, endorse, accept, discount and negotiate checks, bills of exchange, dividend and interest warrants and negotiable instruments.
6. To apply and subscribe for, buy, accept or otherwise acquire and to sell, assign, exchange or otherwise dispose of stocks, funds, shares, debentures, debenture stocks, bonds, securities and investments of every description and any options or

7. To buy, sell, hold and to take or let on lease real estate, to acquire, hold and give mortgages or pledges of real or personal property and to execute and deliver any deed or deeds, lease or leases, and to sign any notices or writings which may be necessary in connection therewith.
8. To borrow money and to lend money either with or without security so far as is customary or desirable in the conduct of fidelity, surety and other insurance business of the said Corporation.
9. To render and execute all such statements of and relating to the business of the said Corporation as may at any time or times be required to be rendered or executed by the laws of the United States or of any of the said States, Territories, Possessions or Districts and to grant and execute all such certificates or other documents as may from time to time be required to be granted or executed by the laws of the United States or of any of the said States, Territories, Possessions or Districts in connection with or arising out of the transaction and extension of the business of the said Corporation.
10. To appear before all Courts, Consuls and Officers or Tribunals, to acknowledge these presents and all such documents as the said United States Manager and Attorney shall execute by virtue hereof as and for the act and deed or acts and deeds of the said Corporation, and generally to do, perform, and execute all such further and other acts, matters and things in the premises as may be necessary and expedient.
11. To delegate in such manner and to such others as the United States Manager and Attorney may from time to time designate
 - (a) the power to do and perform in the name and on behalf of the said Corporation all such matters and things as may be legal and necessary for the transaction of the business of the said Corporation,
 - (b) the power and authority to make, execute, seal and deliver for and on behalf of the said Corporation written or open court recognizances, bonds, undertakings and other obligatory instruments in the nature of fidelity and surety bonds,
 - (c) the power to do in the name and on behalf of the said Corporation and as its act and deed all or any of the acts and things heretofore authorized or permitted in the preceding paragraphs to be done by the United States Manager and Attorney

all or any of which delegable powers may be revoked at the pleasure of the United States Manager and Attorney.

The United States Manager and Attorney is not authorized to appoint a substitute United States Manager. Nothing contained herein, however, shall be construed to prevent the United States Manager and Attorney from appointing by Power of Attorney in writing one or more Deputy United States Managers, who are citizens of the United States, to act in the event of his inability to perform and such Deputy Managers so appointed shall be and hereby are authorized to perform all of the powers herein delegated by this Power of Attorney to the United States Manager and Attorney except to appoint other Deputy Managers. In the case of death or removal of the United States Manager and Attorney such Deputy Manager or Deputy Managers shall continue to perform until the appointment of a new United States Manager and Attorney.

The said Corporation does hereby revoke and make void as of and from the first day of October, One thousand nine hundred and forty-seven, all and singular the powers and authorities given to EDWARD CARLETON STONE under the Power of Attorney granted to him under its seal dated the eighth day of January, One thousand nine hundred and thirty-six, PROVIDED ALWAYS that this Power of Attorney shall not revoke, make void or affect any powers heretofore delegated to any person or persons whomsoever by any attorney acting under any former or other Power of Attorney granted by the said Corporation such powers remaining with the same force and effect as if these presents had not been executed, but it is nevertheless hereby expressly declared that the United States Manager and Attorney shall have full power to revoke or make void any power heretofore delegated to any person or persons by any former attorney.

This Power of Attorney is to continue in force in the Commonwealth of Massachusetts until a revocation of the same in a form approved by the Commissioner of Insurance of the Commonwealth of Massachusetts shall have been filed with the Insurance Department of the Commonwealth of Massachusetts.

In consideration of the acceptance and approval of this Power of Attorney by the Commissioner of Insurance of the Commonwealth of Massachusetts the said Corporation agrees to give to the said Commissioner thirty days' notice in advance of the effective date of its appointment of a new United States Manager

IN WITNESS WHEREOF the said Corporation has hereunto caused its Common Seal to be affixed this tenth day of September, One thousand nine hundred and forty-seven.

Seal of
The Employers'
Liability Assur-
ance Corporation,
Limited

The Common Seal of THE EMPLOYERS' LIABILITY ASSURANCE CORPORATION, LIMITED was hereunto affixed in the presence of:

(Signed) JOHN ANDERSON }
(Signed) CAMPBELL STUART } Directors
(Signed) RICHARD J. CROWE, General Manager

UNITED KINGDOM OF GREAT BRITAIN, }
CITY OF LONDON, COUNTY OF } ss.
MIDDLESEX, ENGLAND. }

BE IT KNOWN that on this tenth day of September one thousand nine hundred and forty seven, before me the undersigned JOHN VENN, of the City of London, Notary Public, duly admitted and sworn, practising in the said City, personally came and appeared Sir JOHN ANDERSON, Sir CAMPBELL STUART, K.B.E. and RICHARD JAMES CROWE, to me known and known to me to be two of the Directors and the General Manager respectively of EMPLOYERS' LIABILITY ASSURANCE CORPORATION LIMITED, the Company named in and which executed the hereunto annexed Instrument in my presence, who acknowledged to me that they know the Common Seal of the said Company; that the Seal affixed at foot of the said Instrument is such Common Seal; that it was so affixed by order of the Board of Directors of the said Company and that they signed their names thereto by like order.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Seal of Office in the City of London aforesaid, the day, month and year first above written.

Seal of
John Venn
Notary Public
London

s.d.
1/-
Stamp

JOHN VENN,
Notary Public,
LONDON.

GREAT BRITAIN AND }
NORTHERN IRELAND, } ss.
EMBASSY OF THE }
UNITED STATES OF AMERICA }

I, NORAH ALSTERLUND, Vice Consul of the United States of America residing at London, England, do hereby make known and certify to all whom it may concern that JOHN VENN, who has signed the annexed certificate, was in fact a Notary Public at the time the annexed certificate purports to have been made; that I have compared the signature of said JOHN VENN upon the original annexed certificate with a specimen of his signature filed in this Embassy; that I believe his signature to be genuine; that I have compared the impression of the seal affixed thereto with a specimen impression thereof filed in this Embassy; and that I believe the impression of the seal upon the said original annexed certificate is genuine.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my seal of office at London aforesaid this Twelfth day of September in the year of our Lord one thousand nine hundred and forty-seven.

Seal of
American
Consulate General
London
England

American
Foreign Service
\$2.00
Fee Stamp

Service No. 14582
Fee \$2.00-10/-d

NORAH ALSTERLUND
Vice Consul of the United States of America
at London, England.

THE EMPLOYERS' LIABILITY ASSURANCE CORPORATION, LIMITED
Hamilton House, Victoria Embankment, London, E.C. 4.

COPY OF RESOLUTION OF BOARD OF DIRECTORS
passed 8th December, 1954

"It was Resolved that Mr. E. A. Larner, at present United States Manager and Attorney, be appointed United States General Manager and Attorney."

This Resolution has reference to the appointment of Mr. E. A. Larner as United States Manager and Attorney in 1947 and to the Power of Attorney issued to him on that appointment under date of 10th September, 1947, and, except for said change in designation or title, the said Power of Attorney remains unchanged.

CERTIFIED CORRECT

Seal of
The Employers'

(Signed) Knollys
Director