

IRREVOCABLE POWER OF ATTORNEY

_____ ("Institution"), an incorporated depository institution having its principal office at _____, in the City of _____, County of _____, State of _____, appoints the Federal Reserve Bank of San Francisco ("Bank"), with full power of substitution, as its true and lawful attorney-in-fact with full irrevocable power and authority in the place and stead of Institution, to endorse, assign, transfer, and deliver collateral for obligations as defined under the provisions of Operating Circular No. 10 and/or security for deposits of public moneys under the applicable Department of Treasury regulations to any party, and to take any action deemed necessary or advisable by the Bank to either protect the Bank's interests or exercise its rights under Operating Circular No. 10 or applicable Department of Treasury regulations, including taking any action to perfect or maintain the Bank's security interest (including but not limited to recording an assignment of a mortgage or filing a financing statement). This power of attorney is coupled with an interest and as such is irrevocable and full power of substitution is granted to the assignee or holder.

Institution hereby ratifies any and all action as authorized herein previously taken by its abovenamed attorney in fact. The rights, powers and authority of the attorney in fact to exercise, perform and cause to be done any and all act whatsoever requisite and necessary by virtue of authority hereof shall remain in full force and effect and are binding upon Institution, its legal representatives, successors and assigns until all obligations of Institution to Bank have been fully satisfied and discharged.

IN WITNESS WHEREOF, Institution has caused its corporate seal to be hereunto affixed and has executed this power of attorney as of the ____ day of _____, _____.

By: _____
Duly Authorized

By: _____
Duly Authorized

Title: _____

Title: _____

STATE OF _____

(CORPORATE SEAL)

COUNTY OF _____

On _____, 20____, before me, _____, personally appeared _____[Name(s) and Title(s)] personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instruments the person(s), or the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

Print Name

[Affix raised notarial seal]

My Commission Expires:_____