POWER OF ATTORNEY — PLENARY

I, Ralph E. Atherton, residing at Box 151, Alburnett, Iowa, appoint Paul R. Atherton or James L. Atherton*, residing at Marion, Iowa and Canoga Park, California, my Attorney-in-Fact. I revoke any and all powers of attorney that may have been previously executed by me. My Attorney-in-Fact shall have full power and authority to manage and conduct all of my affairs, with full power and authority to exercise or perform any act, power, duty, right or obligation I now have or may hereafter acquire the legal right, power or capacity to exercise or perform. The power and authority of my Attorney-in-Fact shall include, but not be limited to, the power and authority:

1. To buy, acquire, obtain, take or hold possession of any property or property rights and to retain such property, whether income producing or non-income producing;

2. To sell, convey, lease, manage, care for, preserve, protect, insure, improve, control, store, transport, maintain, repair, remodel, rebuild and in every way deal in and with any of my property or property rights, now or hereafter owned by me, and to establish and maintain reserves for repairs, improvements, upkeep and obsolescence; to eject or remove tenants or other persons and to recover possession of such property. This includes the right to convey or encumber my homestead legally described as follows:

Lots Twenty-seven and Twenty-eight (27 & 28), Auditor's Plat No. 282, Alburnett, Linn County, Iowa

* In the event James L. Atherton is unable, declines or ceases to serve as said Attorney-in-Fact, or is deceased, we do hereby make, constitute and appoint Barbara B. Atherton as his successor and my successor Attorney-in-Fact

[If the Attorney-in-Fact to which this power of attorney relates is my spouse, then I also appoint XXXXXXXXXXXX as my Attorney-in-Fact solely for the purpose of releasing any dower or other inchoate interest I might have in any property including my homestead specifically described above]XXX

3. To borrow money, mortgage and grant security interests in property; to complete, extend, modify or renew any obligations, either secured, unsecured, negotiable or non-negotiable, at a rate of interest and upon terms satisfactory to my Attorney-in-Fact; to lend money, either with or without collateral; to extend or secure credit; and to guarantee and insure the performance and payment of obligations of another person or entity;

4. To open, maintain or close bank accounts, brokerage accounts, savings and checking accounts; to purchase, renew or cash certificates of deposit; to conduct any business with any banking or lending institution in regard to any of my accounts or certificates of deposit; to write checks, make deposits, make withdrawals and obtain bank statements, passbooks, drafts, money orders, warrants, certificates or vouchers payable to me by any person or entity, including the United States of America and expressly including the right to sell or cash U.S. Treasury Securities and Series E, EE and H Bonds;

5. To have full access to any safety deposit boxes and their contents;

6. To pay all city, county, state or federal taxes and to receive appropriate receipts therefore; to prepare, execute, file and obtain from the government income and other tax returns and other governmental reports, applications, requests and documents; to take any appropriate action to minimize, reduce or establish non-liability for taxes; to sue or take appropriate action for refunds of same; to appear for me before the Internal Revenue Service or any other taxing authority in connection with any matter involving federal, state or local taxes in which I may be a party, giving my Attorney-in-Fact full power to do everything necessary to be done and to receive refund checks; to execute waivers of the statute of limitations and to execute closing agreements on my behalf;

7. To act as proxy, with full power of substitution, at any corporate meeting and to initiate corporate meetings for my benefit as stockholder, in respect to any stocks, stock rights, shares, bonds, debentures or other investments, rights or interests;

8. To invest, re-invest, sell or exchange any assets owned by me and to pay the assessments and charges therefore; to obtain and maintain life insurance upon my life or upon the life of anyone else; to obtain and maintain any other types of insurance policies; to continue any existing plan of insurance or investment;

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This Printing August, 1990

9. To defend, initiate, prosecute, settle, arbitrate, dismiss or dispose of any lawsuits, administrative hearings, claims, actions, attachments, injunctions, arrests or other proceedings, or otherwise participate in litigation which might affect me;

10. To carry on my business or businesses; to begin new businesses; to retain, utilize or increase the capital of any business; to incorporate or operate as a general partnership, limited partnership or sole proprietorship any of my businesses;

11. To employ professional and business assistants of all kinds, including, but not limited to, attorneys, accountants, realtors, appraisers, salesmen and agents;

12. To apply for benefits and participate in programs offered by any governmental body, administrative agency, person or entity;

13. To transfer to the trustee of any revocable trust created by me, if such trust is in existence at the time, any and all property of mine (excepting property held by me and any other person as joint tenants with full rights of survivorship), which property shall be held in accordance with the terms and provisions of the agreement creating such trust;

14. To disclaim any interest in property passing to me from any person or entity.

My Attorney-in-Fact shall not be liable for any loss sustained through an error of judgment made in good faith, but shall be liable for willful misconduct or breach of good faith.

All references to property or property rights herein shall include all real, personal, tangible, intangible or mixed property.

Words and phrases set forth in this Power of Attorney shall be construed as in the singular or plural number and as masculine, feminine or neuter gender according to the context.

This Power of Attorney is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts or powers shall not limit or restrict the general and all inclusive powers that I have granted to my Attorney-in-Fact.

N.B. DELETE INAPPROPRIATE PORTIONS OF THE FOLLOWING PARAGRAPH. IF NO DELETIONS ARE MADE, THE PROVISIONS SET FORTH IN PARAGRAPHS B AND C SHALL BE DEEMED TO HAVE BEEN DELETED.

A. This Power of Attorney shall be effective immediately, shall not be affected by my disability,

~~B. This Power of Attorney shall become effective upon certification by my physician that I am disabled;~~

~~C. This Power of Attorney shall become effective XXXXXXXXXXXXXXX, shall not be affected by my disability;~~

and shall continue effective until my death; provided, however, that this Power may be revoked by me as to my Attorney-in-Fact at any time by written notice to such Attorney-in-Fact.

Dated June 20, 19 91, at Cedar Rapids, Iowa.

Ralph E. Atherton

RALPH E. ATHERTON

STATE OF IOWA)
) SS:
COUNTY OF LINN)

On this 20th day of June, 19 91 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Ralph E. Atherton, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person executed the same as such person's voluntary act and deed.

WILLIAM J. NEPPL
MY COMMISSION EXPIRES
February 1, 1992

Will Neppl
WILLIAM J. NEPPL, Notary Public in and for the State of Iowa

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DELAWARE COUNTY IOWA
FILED
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#11.00

White: Johnson P.C.
1715 First Ave SE
P.O. Box 607
Cedar Rapids, IA 52406-0607