

**SPECIAL DURABLE POWER OF ATTORNEY APPOINTMENT AND
 INDEMNIFICATION AGREEMENT**

TO ALL PERSONS, be known, that I, _____, the undersigned, ("Grantor") whose address is _____ do hereby appoint _____ ("Attorney-in-Fact") whose address (including, street, city, state and zip code) is _____ and whose daytime telephone number is (_____) ____-_____ and whose specimen signature appears on the reverse side, my true and lawful Attorney-in-Fact for me and in my name, place and stead to: (1) purchase, redeem, exchange or transfer shares with respect to those accounts in The Reserve Funds registered in my name and/or, (2) make, draw, sign, endorse, negotiate, cash, deliver and make a stop payment on checks drawn on such accounts listed below ;(3) redeem shares via use of the debit card on such accounts listed below; and (4) enter into all other lawful transactions with respect to any such account(s) including complete liquidation thereof.

I hereby authorize and direct The Reserve Funds, Reserve Management Corporation, Reserve Management Company, Inc., Resrv Partners, Inc., and its transfer agent(s), investment adviser, sub-investment adviser(s), distributor(s), officers, agents, employees and any other affiliated companies or their successors and assigns of any of them (collectively "Reserve"), to treat such transaction requests with the same force and effect as if the requests had come from me personally, including transfers into the name of said Attorney-in-Fact or direct remittance of the proceeds or redemption to said Attorney-in-Fact. This authority shall also include any incidental acts that are reasonably required to carry out and perform the specific authorities granted herein. When making transaction requests pursuant to the authority granted hereunder, said Attorney-in-Fact will disclose that he/she is functioning in such capacity.

I hereby agree to indemnify and hold Reserve harmless from acting upon instructions, either oral or in writing, from my Attorney-in-Fact with respect to the shares held in such account(s).

This Power of Attorney is to remain in full force and effect until revoked by me in writing. Such revocation is to be delivered to The Reserve Funds, 1250 Broadway, New York, NY 10001-3701, and will become effective as soon as The Reserve Funds has had a reasonable amount of time to act upon it. This Power of Attorney shall be automatically revoked at my death, provided any person relying on this Power of Attorney before or after my death shall have full rights to accept the authority of my Attorney-in-Fact until in receipt of actual notice of revocation.

My Attorney-in-Fact fully agrees to this appointment subject to its terms. My Attorney-in-Fact fully agrees to act as my fiduciary and in my best interests, as seems advisable to the best of his direction.

The following Reserve accounts and any subsequent accounts opened in my name are covered by this agreement:

Fund Name	Account Number
_____	_____
_____	_____
_____	_____

By placing my signature below, I agree that I have read and understand the foregoing Agreement.

Agreed and accepted on this _____ day of _____, 20__.

Signature of Grantor

STATE OF _____

COUNTY OF _____

On this _____ day of _____, 200_, before me, a Notary Public in and for the above state and county, personally appeared _____, known to me or proved to be the person names in and who executed the foregoing instrument, and being first duly sworn, such person acknowledged that he or she executed said instrument for the purposes therein contained as his or her free and voluntary act and deed.

NOTARY PUBLIC

(SEAL REQUIRED)

For Completion by Attorney-in-Fact:

I have read this document and accept the appointment hereby conferred.

Executed by the undersigned at _____ on _____ 20__.

Signature of Attorney-in-Fact
(Notarization is not required)

Print Name of Attorney-in-Fact

Address

Phone Number

FOR INTERNAL USE ONLY

Received by Reserve on _____, 2000__ by _____
Representative's Name

Entered onto the Reserve System on _____ of _____, 20__ by _____
Representative's Name