**Registration No.**

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

# FORM S-8

**REGISTRATION STATEMENT**
**UNDER**
**THE SECURITIES ACT OF 1933**

# WEST TELESERVICES CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

| | |
|---|---|
| DELAWARE<br>(State or Other Jurisdiction of Incorporation or Organization) | 47-0777362<br>(I.R.S. Employer Identification No.) |
| 9910 Maple Street, Omaha, Nebraska<br>(Address of Principal Executive Office) | 68134<br>(Zip Code) |

**1997 EMPLOYEES STOCK PURCHASE PLAN**
(Full Title of the Plan)

Troy L. Eaden
West TeleServices Corporation
9910 Maple Street
Omaha, Nebraska 68134
(Name and Address of Agent For Service)

(402) 571-7700
(Telephone Number, Including Area Code, of Agent For Service)

**CALCULATION OF REGISTRATION FEE**

| Title Of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share* | Proposed Maximum Aggregate Offering Price* | Amount Of Registration Fee |
|---|---|---|---|---|
| Common Stock ($0.01 par value) | 2,000,000 | $15.625 | $31,250,000 | $9,470 |

* Estimated solely for the purpose of calculating the registration fee and based on 100% of the average of the highest and lowest prices at which shares of Common Stock of the Company were sold on June 13, 1997, as quoted on the Nasdaq National Stock Market.

The Index to Exhibits is at page 6 Page 1 of 14 Pages

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## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by West TeleServices Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

(1) The Annual Report of the Company on Form 10-K for its fiscal year ended December 31, 1996.

(2) The Company's latest Prospectus, dated November 26, 1996, filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Securities Act"), which was part of the Company's Registration Statement on Form S-1, Registration No. 333-13991.

(3) The description of the common stock of the Company, par value $.01 per share (the "Common Stock"), incorporated by reference into the Company's Registration Statement on Form 8-A (File No.000-21771) filed on November 21, 1996 pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(4) The Quarterly Report of the Company on Form 10-Q for the quarter ended March 31, 1997.

(5) The Company's Proxy Statement Pursuant to Section 14(a) of the Exchange Act, dated April 17, 1997.

(6) All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and prior to the termination of this offering shall be deemed to be incorporated by reference in this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

### ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

As of June 10, 1997, attorneys of Erickson & Sederstrom, P.C., which have performed services with respect to this Registration Statement, beneficially owned approximately 12,500 shares of the Company's Common Stock.



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**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

The Company is a Delaware corporation. Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL") provides that a Delaware corporation has the power to eliminate or limit the personal liability of a director for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), or (iv) for any transaction from which a director derived an improper personal benefit. Article IX of the Company's Restated Certificate of Incorporation provides that a director shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty to the extent permitted under the DGCL.

Section 145 of the DGCL permits indemnification by a corporation of certain officers, directors, employees and agents. Article VIII of the Company's Restated Certificate of Incorporation provides that the Company, to the fullest extent authorized by subsections 145(a), 145(b) and 145(c) of the DGCL, shall indemnify each person who is or was a director or officer of the Company or is or was serving at the request of the Company as director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise. Article VIII, Section 7 of the Company's Restated Bylaws similarly provides that the Company shall indemnify any and all of its directors or officers, including former directors or officers, and any employee, who shall serve as an officer or director of any corporation at the request of the Company, to the fullest extent permitted under and in accordance with the laws of the State of Delaware; provided, however, that the Company shall not be permitted to indemnify any person in connection with any proceeding initiated by such person, unless such proceeding is authorized by a majority of the directors of the Company.

The Company has entered into separate indemnification agreements with each of its directors and executive officers (each an "Indemnitee"). These agreements require the Company to indemnify the Indemnitee against certain liabilities that may arise by reason of his or her status or service as a director or officer of the Company or at the request of the Company as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise.. In addition, the Company maintains insurance on behalf of any person who is or was a director or officer of the Company for up to $5 million of covered losses.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS.**

Exhibits identified in parentheses below, on file with the United States Securities and Exchange Commission, are incorporated herein by reference as exhibits hereto.

| EXHIBIT NUMBER | DESCRIPTION |
|---|---|
| 4.01 | Restated Certificate of Incorporation of the Company (Exhibit 3.01 to Registration Statement under Form S-1 (Amendment No. 2) dated November 21, 1996, File No. 333-13991) |
| 4.02 | Restated Bylaws of the Company (Exhibit 3.02 to Registration Statement under Form S-1 (Amendment No. 2) dated November 21, 1996, File No. 333-13991) |
| 4.03 | 1997 Employees Stock Purchase Plan (Appendix A to Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934, dated April 17, 1997, File No. 000-21771) |
| 5.01 | Opinion of Erickson & Sederstrom, P.C. |



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23.01 Consent of Deloitte & Touche LLP
23.02 Consent of Erickson & Sederstrom, P.C. (included in Exhibit 5.01)
24.01 Powers of Attorney executed by officers and directors who signed this Registration Statement.

ITEM 9. UNDERTAKINGS.

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, That paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the



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registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Omaha, state of Nebraska, on this 16/th/ day of June, 1997.

**WEST TELESERVICES CORPORATION**

*By: /s/ Michael A. Micek*

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*Michael A. Micek, Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|---|---|
| Gary L. West | Chairman of the Board of Directors | |
| Mary E. West | Vice Chair of the Board of Directors and Secretary | |
| Troy L. Eaden | Director and Chief Executive Officer (Principal Executive Officer) | By: /s/ Michael A. Micek<br>---<br>Michael A. Micek<br>Attorney-in-Fact<br>June 16, 1997 |
| Thomas B. Barker | Director, President and Chief Operating Officer | |
| William E. Fisher | Director | |
| Greg T. Sloma | Director | |
| /s/ Michael A. Micek<br>Michael A. Micek | Chief Financial Officer (Principal Financial and Accounting Officer) | June 16, 1997 |



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## INDEX TO EXHIBITS

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| 4.03 | 1997 Employees Stock Purchase Plan (Appendix A to Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934, dated April 17, 1997, File No. 000-21771) | * |
| 5.01 | Opinion of Erickson & Sederstrom, P.C. | 7 |
| 23.01 | Consent of Deloitte & Touche LLP | 8 |
| 23.02 | Consent of Erickson & Sederstrom, P.C. (included in Exhibit 5.01) | 7 |
| 24.01 | Powers of Attorney executed by officers and directors who signed this Registration Statement. | 9 |

* Exhibits identified in parentheses, on file with the Securities Exchange Commission, are incorporated by reference as exhibits herein.



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**EXHIBIT 5.01**

[Erickson & Sederstrom Letterhead]

June 16, 1997

West TeleServices Corporation
9910 Maple Street
Omaha, Nebraska 68134

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") executed by West TeleServices Corporation (the "Company") on or about June 16, 1997 and to be filed with the Securities and Exchange Commission on June 16, 1997, in connection with the registration under the Securities Act of 1933, as amended, of 2,000,000 shares (the "Plan Shares") of the Company's Common Stock, $.01 par value (the "Common Stock"). As counsel for the Company, we have examined the proceedings and such other documents as we have deemed necessary to examine relating to the issuance of the Plan Shares which are issuable upon the exercise of options to be granted pursuant to the Company's 1997 Employees Stock Purchase Plan (the "Plan"). It is our opinion that the Plan Shares, when subsequently issued and outstanding pursuant to the terms of the Plan, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

This opinion is solely for your benefit and may not be relied upon by any other person without our prior written consent.

Very truly yours,

**ERICKSON & SEDERSTROM, P.C.**

*By: /s/ Erickson & Sederstrom, P.C.*
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**EXHIBIT 23.01**

**INDEPENDENT AUDITORS' CONSENT**

We consent to the incorporation by reference in this Registration Statement of West TeleServices Corporation on Form S-8 of our reports dated February 5, 1997, appearing in the Annual Report on Form 10-K of West TeleServices Corporation for the year ended December 31, 1996.

**DELOITTE & TOUCHE LLP**

Omaha, Nebraska
June 10, 1997



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**EXHIBIT 24.01**

**POWER OF ATTORNEY OF THOMAS B. BARKER**

KNOW ALL PERSONS BY THESE PRESENTS, that I, THOMAS B. BARKER, President and Chief Operating Officer and a director of West TeleServices Corporation, a Delaware corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "SEC"), Washington, D.C., under the provisions of the Securities Act of 1933 one or more Registration Statements on Form S-8, or other appropriate Form, for shares of Common Stock of the Corporation under the 1997 Employees Stock Purchase Plan (the "Plan"), hereby constitute and appoint Michael A. Micek as my true and lawful attorney-in-fact and agent, with full power to act for me and in my name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements (which Registration Statements may constitute post-effective amendments to registration statements previously filed with the SEC) and any and all amendments to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, as well as to prepare, execute and file any and all other documents in connection with such Plan with the SEC, all state securities authorities under the Blue Sky and securities laws of the States of the United States of America, and the Nasdaq National Stock Market, hereby granting unto said attorney-in-fact and agent full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 9/th/ day of June, 1997.

*/s/ Thomas B. Barker*

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*THOMAS B. BARKER*



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**POWER OF ATTORNEY OF TROY L. EADEN**

KNOW ALL PERSONS BY THESE PRESENTS, that I, TROY L. EADEN, Chief Executive Officer and a director of West TeleServices Corporation, a Delaware corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "SEC"), Washington, D.C., under the provisions of the Securities Act of 1933 one or more Registration Statements on Form S-8, or other appropriate Form, for shares of Common Stock of the Corporation under the 1997 Employees Stock Purchase Plan (the "Plan"), hereby constitute and appoint Michael A. Micek as my true and lawful attorney-in-fact and agent, with full power to act for me and in my name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements (which Registration Statements may constitute post-effective amendments to registration statements previously filed with the SEC) and any and all amendments to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, as well as to prepare, execute and file any and all other documents in connection with such Plan with the SEC, all state securities authorities under the Blue Sky and securities laws of the States of the United States of America, and the Nasdaq National Stock Market, hereby granting unto said attorney-in-fact and agent full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 9/th/ day of June, 1997.

*/s/ Troy L. Eaden*
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*TROY L. EADEN*



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**POWER OF ATTORNEY OF WILLIAM E. FISHER**

KNOW ALL PERSONS BY THESE PRESENTS, that I, WILLIAM E. FISHER, a director of West TeleServices Corporation, a Delaware corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "SEC"), Washington, D.C., under the provisions of the Securities Act of 1933 one or more Registration Statements on Form S-8, or other appropriate Form, for shares of Common Stock of the Corporation under the 1997 Employees Stock Purchase Plan (the "Plan"), hereby constitute and appoint Michael A. Micek as my true and lawful attorney-in-fact and agent, with full power to act for me and in my name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements (which Registration Statements may constitute post-effective amendments to registration statements previously filed with the SEC) and any and all amendments to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, as well as to prepare, execute and file any and all other documents in connection with such Plan with the SEC, all state securities authorities under the Blue Sky and securities laws of the States of the United States of America, and the Nasdaq National Stock Market, hereby granting unto said attorney-in-fact and agent full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 9/th/ day of June, 1997.

*/s/ William E. Fisher*

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*WILLIAM E. FISHER*



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**POWER OF ATTORNEY OF GARY L. WEST**

KNOW ALL PERSONS BY THESE PRESENTS, that I, GARY L. WEST, Chairman of the Board of Directors of West TeleServices Corporation, a Delaware corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "SEC"), Washington, D.C., under the provisions of the Securities Act of 1933 one or more Registration Statements on Form S-8, or other appropriate Form, for shares of Common Stock of the Corporation under the 1997 Employees Stock Purchase Plan (the "Plan"), hereby constitute and appoint Michael A. Micek as my true and lawful attorney-in-fact and agent, with full power to act for me and in my name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements (which Registration Statements may constitute post-effective amendments to registration statements previously filed with the SEC) and any and all amendments to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, as well as to prepare, execute and file any and all other documents in connection with such Plan with the SEC, all state securities authorities under the Blue Sky and securities laws of the States of the United States of America, and the Nasdaq National Stock Market, hereby granting unto said attorney-in-fact and agent full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 9/th/ day of June, 1997.

*/s/ Gary L. West*

*GARY L. WEST*

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**POWER OF ATTORNEY OF MARY E. WEST**

KNOW ALL PERSONS BY THESE PRESENTS, that I, MARY E. WEST, Vice Chair of the Board of Directors and Secretary of West TeleServices Corporation, a Delaware corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "SEC"), Washington, D.C., under the provisions of the Securities Act of 1933 one or more Registration Statements on Form S-8, or other appropriate Form, for shares of Common Stock of the Corporation under the 1997 Employees Stock Purchase Plan (the "Plan"), hereby constitute and appoint Michael A. Micek as my true and lawful attorney-in-fact and agent, with full power to act for me and in my name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements (which Registration Statements may constitute post-effective amendments to registration statements previously filed with the SEC) and any and all amendments to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, as well as to prepare, execute and file any and all other documents in connection with such Plan with the SEC, all state securities authorities under the Blue Sky and securities laws of the States of the United States of America, and the Nasdaq National Stock Market, hereby granting unto said attorney-in-fact and agent full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 9/th/ day of June, 1997.

*/s/ Mary E. West*

*MARY E. WEST*

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**POWER OF ATTORNEY OF GREG T. SLOMA**

KNOW ALL PERSONS BY THESE PRESENTS, that I, GREG T. SLOMA, a director of West TeleServices Corporation, a Delaware corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "SEC"), Washington, D.C., under the provisions of the Securities Act of 1933 one or more Registration Statements on Form S-8, or other appropriate Form, for shares of Common Stock of the Corporation under the 1997 Employees Stock Purchase Plan (the "Plan"), hereby constitute and appoint Michael A. Micek as my true and lawful attorney-in-fact and agent, with full power to act for me and in my name, place and stead, in any and all capacities, to sign, or cause to be signed electronically, any and all of said Registration Statements (which Registration Statements may constitute post-effective amendments to registration statements previously filed with the SEC) and any and all amendments to the aforementioned Registration Statements and to file said Registration Statements and amendments thereto so signed with all exhibits thereto, as well as to prepare, execute and file any and all other documents in connection with such Plan with the SEC, all state securities authorities under the Blue Sky and securities laws of the States of the United States of America, and the Nasdaq National Stock Market, hereby granting unto said attorney-in-fact and agent full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 9/th/ day of June, 1997.

*/s/ Greg T. Sloma*

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*GREG T. SLOMA*



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# End of Filing

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