

**GUARANTEE OF PAYMENT
OF WORKERS' COMPENSATION LIABILITIES**

WHEREAS _____, a corporation authorized to do
Parent Company Name
business in the State of Minnesota, has requested the Minnesota Commissioner of
Commerce to grant it and its subsidiaries as listed on the Attachment "A" an
exemption from Minn. Stat. 176.181; and

WHEREAS, Minn. Stat. 79A.03, subd. 5 permits an affiliated corporation
which meets the financial requirements of Minn. Stat. 79A.03, subd. 3 and subd. 4
to provide a guarantee that it will pay all workers' compensation claims incurred by
its subsidiaries, and

WHEREAS, the companies listed on the Attachment "A" are subsidiaries of
_____, (hereafter "Corporate Guarantor") a corporation organized and
Parent Company Name,
existing the laws of the State of _____;

NOW, THEREFORE, in consideration of said exemption and other good
and valuable consideration, the Corporate Guarantor agrees and guarantees that
it will absolutely and unconditionally pay all workers' compensation claims
incurred by the Self-Insurer pursuant to Minn. Stat. Ch. 176, and further agrees;

(1) that the obligations assumed by the Corporate Guarantor
hereunder are primary and not collateral to the obligations of its subsidiaries;

(2) that the Corporate Guarantor will not terminate this guarantee under any circumstances without first giving 30 days written notice to the subsidiaries listed on Attachment "A" and to the Minnesota Commissioner of Commerce; and

(3) that if the Corporate Guarantor ceases to be an affiliate, the Corporate Guarantor shall give 30 days written notice to the subsidiaries and to the Minnesota Commissioner of Commerce.

Date: _____
_____ (Corporate Guarantor)

By: _____

Its: _____

(ATTACH RESOLUTION OF BOARD OF DIRECTOR AUTHORIZING EXECUTION)

STATE OF _____)

COUNTY OF _____)

Acknowledged before me this
_____ day of _____, 20____.

Notary Public

My commission expires _____