

sion rights;

9. To refrain from voting or to vote shares of stock owned by me at shareholders' meetings in person or by special, limited, or general proxy and in general to exercise all the rights, powers and privileges of an owner in respect to any securities constituting my property;

10. To participate in any plan of reorganization or consolidation or merger involving any company or companies with respect to stock or other securities which I own and to deposit such stock or other securities under any plan of reorganization or with any protective committee and to delegate to such committee discretionary powers with relation thereto, to pay a proportionate part of the expenses of such committee and any assessments levied under any such plan, to accept and retain new securities received by Attorney pursuant to any such plan, to exercise all conversion, subscription, voting and other rights, of whatsoever nature pertaining to such property, and to pay any amount or amounts of money as Attorney may deem advisable in connection therewith;

11. To institute, prosecute, defend, abandon, compromise, arbitrate, and dispose of legal, equitable, or administrative hearings, actions, suits, attachments, arrests, distresses or other proceedings, or otherwise engage in litigation involving me, my property or any interest of mine;

12. To deal with Attorney in attorney's individual, or any fiduciary, capacity, in buying and selling assets, in lending and borrowing money, and in all other transactions, irrespective of the occupancy by the same person of dual positions;

13. To insure my property against damage or loss and Attorney against liability with respect to third persons;

14. To make gifts of any kind of property to any person whom Attorney, in its sole discretion, shall determine to be an object of my affection; provided, however, the value of any such gift to any one donee shall not exceed Ten Thousand (\$10,000.00) Dollars in one calendar year. Gifts to Attorney are specifically permitted.

C. Power Relating to Custody of Person

1. In general, and in addition to all the specific acts in this section enumerated, to do any other act or acts, which I can do through an agent, for the welfare of my spouse, children and/or dependents or for the preservation and maintenance of my other personal relationships to parents, relatives, friends and organizations;

(CONTINUED ON NEXT PAGE)

R.S.B.

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