

any time by the trust estate and to execute powers of attorney authorizing another to vote as proxy; to join in or oppose any consolidation, merger, recapitalization or reorganization of any corporation, the securities of which are held hereunder;

(i) To enforce, or abstain from the enforcement of, any right, obligation, or claim, and to abandon, if in the Trustee's discretion the Trustee shall deem it advisable, any property at any time forming part of the trust estate;

(j) To make payment in cash or in kind upon any division and distribution of the trust estate, and to allocate different kinds or disproportionate shares of property or undivided interests in property among the beneficiaries, and to do so without regard to the income tax basis of such property;

(k) To value and appraise any asset and to distribute such asset in kind at the appraised value;

(l) To determine any question which may arise as to what constitutes income and what constitutes principal, and to allocate receipts and disbursements between income and principal, and such determinations and allocations shall be conclusive as to all persons interested hereunder, except that the following shall be allocated to principal: (i) capital gains and losses; (ii) dividends payable in stock of the corporation declaring the same, unless such dividends are paid in lieu of periodic cash dividends; and (iii) all liquidating dividends and rights to subscribe to stock;

(m) To employ such agents, custodians, counsel, and other persons as may be necessary in the administration of the trust estate, and to delegate to such persons such routine matters as record keeping, preparation of accountings and investment summaries, safekeeping of money, securities and other valuable assets, and to determine and pay them such compensation as may be proper;

(n) To borrow money on such terms and at such rates of interest as the Trustee deems advisable, and to pledge, mortgage or hypothecate any property of the trust estate as security for the repayment thereof, without obligation upon the part of the lender to see to the use of the proceeds of such loans, and to repay the same as in the Trustee's judgment may appear to the best interest of the trust estate;

(o) To set up reserves for depreciation of real estate out of income, in the Trustee's sole discretion, but the Trustee shall not be required to do so;

(p) To make loans, secured or unsecured, at the prevailing interest rate, to any beneficiary hereunder;

(q) And, in general, in addition to the powers, authority and discretion herein conferred, or conferred by law, to exercise all powers in the management of the trust estate, upon such terms and conditions as to the Trustee may seem best, and to execute and deliver any and all instruments and to do all acts which the Trustee may deem necessary or proper to carry out the purposes of this trust.

(8) Resignation of Trustee and Successor Trustee. Any Trustee at any time acting hereunder may resign at any time by

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