

after stand in my name, or in my name and in the names of others, and to receipt for the purchase price of property received in exchange, and in my name to sign any transfers or assignments that may be necessary to make the transfer or exchange, and to deliver the same, together with the stock or securities sold or exchanged, to the transferee, or his agent, to exercise any options or stock rights to every nature and kind which may arise out of my ownership of stocks and other securities; and, to represent me as a stockholder in any corporation in which I own stock, to vote at all stockholders' meetings and to exercise all rights and powers I possess as a shareholder of said corporations; to demand, receive and receipt for any and all sums of money or other property that I may be entitled to as a stockholder of such corporations and to institute, intervene, prosecute, settle and compromise such suit or suits in any and all courts that my said attorney-in-fact may deem necessary and employ attorneys and counsel therefor.

(6) In general to do all acts, deeds, matters and things whatsoever in or about my estate, property and affairs, as fully and effectually to all intents and purposes as I could do in my own proper person if personally present.

(7) This Power of Attorney shall not be affected by physical disability or mental incompetence of BEN D. WEINSTEIN, principal herein, which renders the principal incapable of managing his own estate.

(8) In the event TIBY T. WEINSTEIN dies, becomes mentally or physically unable to serve as my attorney-in-fact or resigns as my attorney-in-fact, then I hereby constitute and appoint my son, B. DAVID WEINSTEIN, JR., my true and lawful attorney in the place and stead of TIBY T. WEINSTEIN, with all the powers granted unto her and with the specific power that this Power of Attorney shall survive my physical and mental incompetence as provided for in Paragraph 7 herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
23rd day of June, 1978.

  
\_\_\_\_\_

BEN D. WEINSTEIN

1081  
PAGE 894

4328 RV.2