

and to close out, liquidate, or sell the business at such time and upon such terms as Attorney shall deem best;

7. To transfer all of my stock and/or securities to my Attorney, as agent, (with the beneficial ownership thereof remaining in me) if necessary or convenient in order to exercise the powers with respect to such stock and/or securities granted herein;

8. To sell or exercise stock subscription or conversion rights;

9. To refrain from voting or to vote shares of stock owned by me at shareholder's 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 power 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;

C. Powers 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;

2. To do all acts necessary for maintaining the customary standard of living of my spouse, children, and/or dependents of mine, including by way of illustration and not by way of restriction, power to provide living quarters by purchase, lease or by other contract, or by payment of the operating costs, including interest, amortization payments, repairs and taxes, of premises owned by me and occupied by my family and/or dependents; to provide normal domestic help for the operation of the household; to

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