

6) To vote in person or by proxy any stock owned by me at any and all stockholders' meetings, and to execute powers of attorney authorizing another to vote by proxy.

7) To participate in any plan for the refunding or readjustment of any bonds or other securities, or for the enforcement of any obligation by foreclosure or otherwise, or in any corporate consolidation or reorganization which may affect any of the property which I own, or in any plan or proceedings therefor, for the protection of the holders of such securities, and to exercise and enforce or sell any rights which may be offered or become available in any such matters as my said Attorney may deem advisable.

8) To make such improvements, additions, alterations or repairs to any real estate which I may own, or which my Attorney may acquire, as may, in the judgment of my said Attorney, be necessary or for my best interest.

9) To engage, employ and dismiss any agents, servants or other persons as my said Attorney may think fit.

10) To pay such household, medical and hospital expenses as my said Attorney may deem proper and reasonable, and to make and pay such charitable donations as my said Attorney may feel I would make if present.

11) To purchase United States Treasury Bonds which qualify for the payment of the Federal Estate tax, at Par, and my Attorney is expressly directed to apply any and all United States Treasury Bonds so purchased for the payment of Federal Estate taxes due by reason of my death.

12) To continue and operate any business owned by me and to do any and all things deemed needful or appropriate by Attorney, including the power to incorporate the business and to put additional capital into the business, for such time as Attorney shall deem advisable, without liability for loss resulting from the continuance or operation of the business except for Attorney's own negligence, and to close out, liquidate, or sell the business at such time and upon such terms as Attorney shall deem best.

13) 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.

14) To supervise, compromise, enforce, arbitrate, defend or settle any claim by or against me arising out of property damages or personal injuries suffered by or caused by me, or under such circumstances that the loss resulting therefrom will, or may fall on me, or to intervene in any action or proceeding relating thereto.

15) To continue payments incidental to my membership or affiliation in any church, club, society, order or other organization or to continue contributions thereto.

16) To demand, to receive, to obtain by action, proceeding or otherwise any money or other thing of value to which I am or may become or may claim to be entitled as salary, wages, commission or other distribution upon any stock, or as interest or principal upon any indebtedness, or any periodic distribution of profits from any partnership or business in which I have or claim an interest, and to endorse, collect or otherwise realize upon any instrument for the payment so received.

17) To prepare, to execute and file all joint or separate tax, social security, unemployment insurance and information returns for any years required by the laws of the United States, or of any state or subdivision thereof, or of any foreign government, to prepare, to execute and to file all other papers and instruments which Attorney shall think to be desirable or necessary for safeguarding me against excess or illegal taxation or against penalties imposed for claimed violation of any law or other governmental regulation, and to pay, to compromise, or

A. G. S.
Page 2

0410

4328 RV-2