

valuation on exchange or partition by giving or receiving consideration, and to dedicate easements to public use without consideration.

1.5 Legal Matters. With respect to any of our real or personal property as described in Paragraphs 2.2 and 2.3, 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 us, our property or any interest of ours.

1.6 Conflict of Interest. To deal with Attorneys in Attorneys' individual, or any other fiduciary, capacity, or with any person acting for Attorneys' benefit, 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, or the apparent or actual conflict of interest in such transactions.

1.7 Insurance Matters. With respect to any of our real or personal property described in Paragraphs 2.2 and 2.3 above, to insure our property against damage or loss or liability with respect to third persons, said insurance including our Attorneys to the extent they may be liable.

#### ITEM II. TERMINATION, AMENDMENT, RESIGNATION AND REMOVAL

2.1 Power not Affected by Principals' Incapacity. This power of attorney shall not be affected by physical disability or mental incompetence of either of the Principals which renders the Principals incapable of managing their own estate. It is our intent that the authority conferred herein upon our Attorneys, shall be exercisable notwithstanding our physical disability or mental incompetence.

2.2 Termination and Amendment. This power of attorney shall remain in full force and effect until the earlier of the following events:

- (a) Our Attorneys have resigned as provided herein;
- (b) We have revoked this power of attorney by written instruction recorded in the public records aforesaid, or
- (c) A committee shall have been appointed for us by a court of competent jurisdiction.

This power of attorney may be amended by us at any time and from time to time, but such amendment shall not be effective as to third persons dealing with our Attorneys without notice of such amendment unless such amendment shall have been recorded in the public records of the county aforesaid.

2.3 Resignation. In the event that our Attorneys shall become unable or unwilling to serve or continue to serve, then our Attorneys may resign by delivering to us in writing a copy of the resignation and recording the original resignation in the public records of the county aforesaid. Upon such resignation and recording, said Attorneys shall be divested of all authority under this power of attorney.

2.4 Removal. Any person named herein Attorney may be removed by written instrument executed by us and recorded in the public records of the county aforesaid.

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