

ITEM III. INCIDENTAL POWERS AND BINDING EFFECT

In connection with the exercise of the powers herein described, Attorneys are fully authorized and empowered to perform any other acts or things necessary, appropriate, or incidental thereto, with the same validity and effect as if we were personally present, competent, and personally exercised the powers ourself. All acts lawfully done by our Attorneys hereunder during any period of our disability or mental incompetence shall have the same effect and inure to the benefit of and bind us and our heirs, devisees, legatees and personal representative as if we were mentally competent and not disabled. The powers herein conferred may be exercised by our Attorneys alone and the signature or act of my Attorneys on our behalf may be accepted by third persons as fully authorized by us and with the same force and effect as if done under our hand and seal and as if we were present in person, acting on our own behalf and competent. No person who may act in reliance upon the representations of our Attorneys for the scope of authority granted to our Attorneys shall incur any liability to us or to our estate as a result of permitting our Attorneys to exercise any power, nor shall any person dealing with our Attorneys be responsible to determine or insure the proper application of funds or property.

ITEM IV. MISCELLANEOUS

4.1 Exculpation. Our Attorneys, Attorneys' heirs, successors and assigns are hereby released and forever discharged from any and all liability upon any claim or demand of any nature whatsoever by us, our heirs or assigns, the beneficiaries under our wills or under any trusts which we have created or shall hereafter create or any person whomsoever on account of any failure to act of Attorneys pursuant to this power of attorney.

4.2 Definitions. Whenever the word "Attorney;" or "Principal" or any modifying or substituted pronoun therefor is used in this power of attorney, such words and respective pronouns shall be held and taken to include both the singular and the plural, the masculine, feminine and neuter gender thereof.

4.3 Severability. If any part of any provision of this power of attorney shall be invalid or unenforceable under applicable law, said part shall be ineffective to the extent of such invalidity only, without in any way affecting the remaining parts of said provision or the remaining provisions of this power of attorney.

4.4 Compensation. Our Attorneys shall be entitled to reimbursement for all reasonable costs and expenses actually incurred and paid by our Attorneys on our behalf pursuant to any provision of this power of attorney, but our Attorneys shall not be entitled to compensation for services rendered hereunder.

4.5 Restrictions. Notwithstanding any provision herein to the contrary, our Attorneys shall not satisfy the legal obligations of our Attorneys out of any property subject to this power of attorney, nor may our Attorneys exercise this power in favor of Attorneys, Attorneys' estate, Attorneys' creditors or the creditors of Attorneys' estate.

4.6 Reservations. Notwithstanding any provision hereto to the contrary, our Attorneys shall have no power or authority whatever with respect to (a) any policy of insurance owned by us on the life of Attorneys, and (b) any trust created by our Attorneys as to which we are a trustee.

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