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all elections or powers which I have the right to make or exercise as beneficiary of Trust A under Agreement and Declaration of Trust dated June 15, 1964 by and between Broadus Bailey as Grantor and as the Individual Trustee, and the First National City Bank, as Trustee, as amended, and to make, do, execute, acknowledge and deliver, for and upon my behalf and in my name, all such checks, notes, contracts, agreements, endorsements, consents, waivers, proxies, releases, undertakings, receipts, acknowledgements, deeds, leases, mortgages, bills of sale, and all other documents or instruments in writing of every kind and nature (including income or other tax returns and any and all documents in connection with income or other tax matters) which, in his judgment, may be appropriate or desirable in the conduct of my affairs or the management of my property.

FURTHER, I do authorize my said Attorney-in-Fact to perform all acts appropriate or incident to the execution of the aforesaid powers and authorizations, and generally to do any and all acts and things on my behalf and in my name in connection with any matter or thing pertaining or belonging to me, with the same validity and effect and as fully as they could be effected or done by me if I were personally present.

The powers herein conferred may be exercised by my said Attorney alone, and his signature or act in my behalf may be accepted by third persons as fully authorized by me, and with the same force and effect as if done under my hand and seal and as if I were present in person and acting in my own behalf.

And I do hereby ratify and confirm each and every act and thing which my Attorney-in-Fact shall and may do by virtue hereof.

My Attorney-in-Fact may resign at any time by an instrument in writing recorded in the same manner as this instrument.

In the event that my Attorney-in-Fact shall resign or for any reason cease to act hereunder, then my daughter, FRANCES B. CONWAY, shall become my successor Attorney-in-Fact with all rights, powers and duties granted to my Attorney-in-

# 2, Rebecca Z. Bailey

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