

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 provide usual vacations and usual travel expenses, to provide usual educational facilities, and to provide funds for all the current living costs of my spouse, children and/or dependents, including, among other things, shelter, clothing, food and incidentals; and if necessary to make all necessary arrangements, contractual or otherwise, for me at any hospital, nursing home, convalescent home or similar establishment;

3. To continue whatever provision has been made by me, prior to the creation of this power or thereafter, for my spouse, children and/or dependents, with respect to automobiles, or other means of transportation, including by way of illustration but not by way of restriction, power to license, to insure and to replace any automobiles owned by me and customarily used by my spouse, children and/or dependents; to apply for a Certificate of Title upon, and endorse and transfer title thereto, any automobile, truck, pickup, van, motorcycle or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment;

0432

4328 RV-2