

DURABLE GENERAL POWER OF ATTORNEY

Section 1. Designation of Attorney

1.01. I, GRACE L. WORSHAM, of Baltimore County, Maryland, hereby appoint my husband, CHARLES R. WORSHAM, as Attorney(s)-in-fact, (hereinafter referred to as my "Agent(s)" to exercise the powers set forth in this Durable General Power of Attorney and Nomination of Guardian of Property ("Power") with the intention that my Agent(s) have the authority to act in my place in all matters herein stated.

Section 2. Effective Date of Power

2.01. This Power shall be effective as of the date of execution and shall remain in full force and effect during my lifetime until expressly revoked and until my Agent(s) shall be notified of such revocation. This Power shall not be affected by my subsequent disability or by lapse of time. It is my specific intention that my Agent(s) shall continue to act as such even though I may not be competent to ratify my Agent's actions.

2.02. Unless any person has actual knowledge of the revocation of this Power, any such person may deal with my Agent(s) in full reliance that this Power has not been revoked upon submission of a written statement to that effect by my Agent(s) accompanied by a signed counterpart hereof or by a facsimile of a signed counterpart hereof. For the purpose of inducing any individual, organization or entity to deal with my Agent(s), I agree that if this Power is terminated for any reason, I and my heirs, personal representatives and assigns will save any such party harmless from any loss suffered or liability incurred by dealing with my Agent(s) prior to such party's having actual knowledge of termination.

Section 3. Authorization to Act for Principal

I authorize my Agent(s) to transact all business and generally to do and perform all things, and make, execute and acknowledge all contracts, orders, deeds, writings, assurances, and instruments and to make such payments and expenditures which may be requisite or proper to effectuate any matter or thing appertaining to my property and generally to act for me in all matters affecting any business or property in which I may now or in the future have an interest with the same force and effect and to all intents and purposes as though I were personally present and acting for myself, including, but not limited to the following:

3.01. Acquisition, Management and Disposition of Property To deal in every way with all property now owned or hereafter acquired by me or on my behalf (all such property being hereinafter referred to as "my

Inst # 1993-34586

11/03/1993-34586
02:01 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
2450

Property") upon any terms which my Agent(s) may determine such as (by way of example and not in limitation):

(a) To buy, hold, take possession, manage, develop, partition, subdivide, lease, eject tenants or other persons from, mortgage, encumber, exchange, sell or convey my Property, including particularly any real property.

(b) To buy, hold, encumber, exchange, sell, or transfer any and all stocks, bonds, debentures, stock rights, warrants, options, investment company of investment trust interests, partnership interests (both general and limited), joint venture interests and any other securities or other types of investment property of every kind and nature; to vote and otherwise act as my proxy with respect to any and all stocks and other securities or investments.

(c) To obtain insurance of any kind in connection with any of my Property; and to execute proofs of loss under any insurance policies.

3.02. Collection of Debts To demand, sue for, compromise, collect, and receive all sums of money, bequests, rents, interests, dividends, and any other amounts whatsoever as are now due or shall hereafter become due to me; to foreclose mortgages; to execute and deliver receipts, releases or other discharges of indebtedness; to execute vouchers for any and all allowances, compensation and reimbursements payable to me by any federal, state or local governmental agency or department, including any benefits payable by any governmental body or agency (such as Supplemental Social Security (SSI), Medicare, and Social Security Disability Insurance (SSDI), and for purposes of receiving Social Security benefits my Agent(s) is appointed my Representative Payee), and to take all lawful means to recover such assets or to qualify me for such programs and to compromise claims for such assets and grant discharges for such assets in my name.

3.03. Borrowing and Lending To borrow or lend money or other property on such terms as my Agent(s) deems advisable, with or without security, and to execute or receive promissory notes, drafts, mortgages, agreements or other instruments necessary or convenient for such purpose.

3.04. Deposits, Withdrawals and Payments To deposit monies in, and to withdraw, draw checks or drafts upon, and otherwise deal with any and all savings accounts, checking accounts, or other accounts of any kind with any bank, savings and loan association, or other financial institution; to have any funds withdrawn from any account paid to my Agent(s) in my Agent(s) own name; to sign checks or drafts in my name, whether such checks or drafts are to be drawn to the individual order

of my Agent(s) or otherwise; to endorse, cash, and receive the proceeds of any and all checks, vouchers and other orders for money; to receive statements, notices, or other documents concerning any and all such accounts, to pay any and all bills now or hereafter payable by me and all bills for expenses incurred for my use, comfort or benefit or the use, comfort or benefit of members of my family, who from time to time, in the discretion of my Agent(s), may be dependent upon me for financial assistance, including those bills submitted to my Agent(s) by the attorney-in-fact acting pursuant to my Durable Health Care Power of Attorney for any health care, treatment, service, procedure and personal care rendered for and to me, including reimbursement for the out of pocket expenses of my attorneys-in-fact pursuant to my Durable Health Care Power of Attorney.

3.05. Safe-Deposit Boxes To have access to, and full control over, any and all safe-deposit boxes or other receptacles of safekeeping standing in my name at any bank or other place.

3.06. Life Insurance To exercise all rights, options or privileges available to me under any life insurance policy, including the right to surrender the policy, make a policy loan and change the beneficiary; but my Agent(s) shall have no right to exercise any incidents of ownership that I may have with respect to any insurance policy on the life of my Agent(s).

3.07. Annuities and Retirement Plans To exercise any rights (including, but not limited to, the right to elect benefits or payment options, to terminate, to change beneficiaries or ownership, to assign rights and to rollover) under any annuity policies, plans or benefits and any retirement, profit sharing and employee welfare plans and benefits, including, but not limited to, any individual retirement accounts, Section 403b annuities and cafeteria plans.

3.08. Health and Disability Insurance To apply, purchase and exercise any rights, options or privileges available to me under any health and disability insurance policies.

3.09. Funeral and Burial Arrangements To make advance arrangements for my funeral and burial, including the purchase of a burial plot and marker, and such other related arrangements as my Agent(s) shall deem appropriate, if I have not already done so myself.

3.10. Business Interests To carry on, engage in, and in every other way participate fully in any business or businesses (whether corporate or otherwise) which I own or in which I may have an interest.

3.11. Litigation To institute, prosecute, defend, compromise, arbitrate, settle or dispose of any legal, equitable or administrative actions, suits, or other proceedings, to which I am or become a party or in which I have an interest; and to assert or waive any and all rights, privileges, and defenses available to me.

3.12. Employment of Others To employ, supervise, and discharge such investment counsel, attorneys-at-law, accountants, or other persons in connection with any of my business affairs, as my Agent(s) deems advisable; and with respect to the employment of investment counsel, to delegate to such counsel full discretionary powers concerning investment recommendations and changes.

3.13. Fiduciary Positions To exercise any powers and any duties conferred or imposed upon me, whether solely or jointly with any others, either as executor, personal representative or trustee, or in any other fiduciary capacity, to the extent that any such powers or duties are capable of being validly delegated; provided, however, that my Agent(s) shall not hold or exercise any powers (a) which I may have over assets my Agent(s) has given to me or (b) any powers granted to the trustee pursuant to an irrevocable trust agreement of which my Agent(s) is the grantor and I am the trustee; and provided further that this Section shall not supersede or replace any specific designation of a successor fiduciary provided in any other instrument.

3.14. Gifts To make such charitable contributions and such gifts to any member of my family, whether by blood or marriage, of such type and in such amounts as, in the discretion of my Agent(s), shall be consistent with a pattern of giving established by me or an intention evidenced by me; provided, however, any gifts my Agent(s) may make, either directly or indirectly, to or for her benefit shall be limited to gifts within the federal gift tax annual exclusion amount and to any gifts otherwise excluded from taxation under Section 2503 of the Internal Revenue Code of 1986.

3.15. Tax Returns To represent me and act on my behalf in all tax matters and proceedings of all kinds and for all periods before all offices and officers of the Internal Revenue Service and any other taxing authority, including, but not limited to, the authority to prepare, execute and file on my behalf any and all income, gift, and other tax returns or reports, whether on a joint or individual basis; to exchange protests, agreements, waivers, consents, powers or attorney, compromises, closing agreements, claims for refund, petitions to the tax court or other courts regarding tax matters, and any other documents relating to any such

taxes, to receive confidential information from the Internal Revenue Service or any other taxing authority; and to do any other act on my behalf in connection with any and all tax matters.

3.16. Revocable Trust To transfer any or all of my property to any revocable trust I may have created.

3.17. General Powers To do any act which either a Maryland trustee or a Maryland guardian may do. Without limiting any of the provisions set forth above, generally to act for me and to do whatever thing that in the discretion of my Agent(s) may be necessary or advisable in all matters affecting my personal and business affairs or my Property, and to take actions which may be necessary to implement and effectuate the powers granted herein.

Section 4. Supplemental Provisions and Guardianship

4.01. All powers granted herein may be exercised without application to, approve of, or ratification by any Court. I ratify and confirm all that my Agent(s) shall do or cause to be done, and all documents executed by my Agent(s) shall bind me and my heirs, personal representatives and assigns.

4.02. My Agent(s) acting hereunder shall not incur any liability to me for acting or refraining from acting hereunder, except for her own willful misconduct or gross negligence.

4.03. I revoke any and all general powers of attorney and nominations of guardian heretofore made by me other than a power of attorney for health care.

4.04 This Power shall be governed by the laws of the State of Maryland in all respects, including its validity, interpretation and termination. If any provision of this Power shall be invalid or unenforceable under applicable law, such provision shall be ineffective to the extent of such invalidity only, without in any way affecting the remaining provisions of this Power. I intend that this Power be honored in any jurisdiction where it may be presented.

4.05. My Agent(s) may resign at any time by the execution of a written resignation delivered to me and to the agent(s) under my power of attorney for health care, and if none, to any person with whom I am residing or who has care and custody of me.

4.06. I request that no guardianship proceeding for my property be commenced in the event of my disability.

In the event that it becomes necessary for any court to appoint a guardian of my property, I nominate my Agent(s) to serve as such guardian. I further direct that if my Agent(s) shall at any time be appointed by any court as such guardian, my Agent(s) shall be excused from giving bond.

4.07. Except as otherwise expressly provided herein, the fact that my Agent(s) are beneficiaries or potential beneficiaries of my estate shall not disqualify my Agent(s) from retaining the position of Agent(s) hereunder and exercising all discretions granted herein in matters relating to my property for me.

4.08. My Agent(s) shall be entitled to reimbursement for all reasonable expenses actually incurred and paid by my Agent(s) on my behalf under any provision of this Power, but my Agent(s) shall not be entitled to compensation for services rendered.

IN WITNESS WHEREOF, I have duly executed this Durable General Power of Attorney and Nomination of Guardian of Property this 27th day of October, 1993.

Grace L. Worsham (SEAL)
GRACE L. WORSHAM

Address:

935 Cromwell BRIDGE RD
TOWSON MD 21286

Social Security No.:

[REDACTED]

WITNESSES:

[Signature]
Signature Henry W. Stewart
209 Courtland Ave
(Print Name)

Towson, Md
Address
21204

[Signature]
Signature Annette Bosley-Smith
Annette Bosley-Smith
(Print Name)

209 Courtland Ave.
Address
Towson, MD. 21204

STATE OF MARYLAND; CITY/COUNTY OF: Baltimore,
TO WIT:

I HEREBY CERTIFY, that on this 27 day
of October, 1993, before me, the subscriber, a
Notary Public of the State of Maryland aforesaid,
personally appeared GRACE L. WORSHAM, and acknowledged
the foregoing Durable General Power of Attorney and
Nomination of Guardian of Property to be her act and
deed.

AS WITNESS my hand and Notarial Seal.


NOTARY PUBLIC

My Commission Expires:

7/1/95

FORM OF SIGNATURE

The following is a specimen of the handwriting to be
used by my Attorney(s), as authorized in the foregoing
instrument.

Grace L. Worsham
Name of person granting the Power
in handwriting of Attorney-in-fact

By: Charles R. Worsham
CHARLES R. WORSHAM
Attorney-in-fact