***ARTICLE VII***

***TRUSTEES POWERS***

***To carry out the provisions of this Trust and subject to any additions or limitations stated elsewhere herein, the Trustee, including all successor Trustees, shall have the full power to sell, encumber, convey, exchange, invest, reinvest, partition, divide, improve, and repair the property constituting the Trust Estate from time to time, and the Trustee shall have all powers conferred on the Trustee by law and all powers contained in California***

***Probate Code. The enumeration of certain powers in this instrument shall not limit the Trustee's general powers, and the Trustee shall have all the rights, powers, and privileges that an absolute owner of the same property would have, and is vested with the following powers with respect to the Trust Estate in addition to those powers now or hereafter conferred by law.***

***Investment***

***The Trustee shall have the power to invest and reinvest all or any part of the Trust assets in such common or preferred stocks, shares of investment trusts, and investment companies, bonds, debentures, mortgages, deeds of Trust, notes, real estate, or other property as the Trustee in the Trustee's absolute discretion may select, and the Trustee may continue to hold in the form in which received (or in the form to which changed by reorganization, split up, stock dividend, or other like occurrence) any securities or other property the Trustee may at any time acquire hereunder, it being the express desire and intention of the Settlor that the Trustee shall have the full power to invest and reinvest the Trust funds without being restricted to any form of investment that the Trustee may otherwise be permitted by law to make, and the investments need not be diversified.***

***Insurance***

***The Trustee shall have the power to purchase life insurance policies on the life of any person and to exercise all rights of ownership and control contained in the policies.***

***The Trustee shall have the power to carry, at the expense of the Trust, insurance of such kinds and in such amounts as the Trustee deems advisable to protect the Trust Estate and the Trustee against any liability. The Trustee shall have the power to carry, at the expense of the Trust, insurance of the nature of any errors and omissions policy and/or acquire a surety and/or personal bond for the protection of the Trustee and Trust Estate in connection with Trustee's performance of Trust administration***

***Securities***

***The Trustee shall have the rights, powers and privileges of an owner of the securities held in Trust, including, but not by way of limitation, the power to vote, give proxies, and pay assessments; to participate in foreclosures, reorganizations, consolidations, mergers, liquidations, sales, and leases, incident to such participation to deposit securities with and transfer title to any protective or other committee on such terms as the Trustee may deem advisable and to exercise or sell stock subscription or conversion rights.***

***The Trustee shall have the power to buy and sell put and call options, to sell short, to purchase and sell commodity and commodity options.***

***Nominee***

***The Trustee shall have the power to hold securities or other property in the Trustee's name as Trustee hereunder, or in the name of a nominee, or the Trustee may hold securities unregistered in such condition that ownership will pass by delivery.***

***Management and Control***

***The Trustee shall have the power to manage, control, grant options on, sell (for cash or on deferred payments), convey, exchange, partition, divide, improve, and repair trust property.***

***Lease***

***The Trustee shall have the power to lease Trust property for terms within or beyond the terms of the Trust and for any purpose, including exploration for and removal of gas, oil and other minerals; and to enter into community oil leases, poolings, and unitization agreements.***

***Borrowing and Encumbering Assets***

***The Trustee shall have the power to borrow funds on behalf of the trust, to guarantee loans made to others, and to grant security interests in trust property to secure such loans or guarantees or for the joint or several benefit of a Settlor, any beneficiary, or any third party; the Trustee is specifically authorized to encumber the trust estate or any part thereof by mortgage, deed of trust, pledge, or otherwise, for a term within or extending beyond the term of the trust, in connection with the exercise of any power vested in the Trustee. The Trustee is specifically authorized to borrow funds, including borrowing from the Trustee hereunder, in order to purchase U.S. Treasury Bonds which are redeemable at par to pay federal estate tax.***

***H. Loans and Advances***

***The Trustee shall have the power to lend trust property, or any part thereof, as the Trustee shall determine including the power to make loans to any beneficiary, to any corporation wholly owned by any beneficiary or in which any beneficiary is the controlling shareholder, to any partnership in which any beneficiary is a general partner, and to any sole proprietorship of any beneficiary, and to subordinate to any other debt any indebtedness due this trust from a Settlor, any beneficiary, or any third party. After the death of Settlor, the Trustee is expressly authorized to purchase any assets from such Settlor's probate estate and to lend funds or assets of the trust estate to such Settlor's probate estate on such terms and in such amounts as the Trustee deems advisable; to advance money for the protection of the trust and for all expenses, losses and liabilities sustained or incurred in the administration of the trust or because of the holding or ownership of any trust assets, for which advances, with interest, the Trustee shall have a lien on the trust assets as against any beneficiary.***

***l. Actions Regarding Real Estate***

***The Trustee shall have the power to sell real property, for cash or on credit, at public or private sale, or by exchanging and, in connection therewith, to give such warranties and indemnifications as the Trustee determines; to enter for any purpose into a license agreement, concessionaire agreement, or sublease for a term within or extending beyond the term of the trust; to amend, extend, restate, or terminate existing license agreements, concessionaire agreements, or sublease; to subdivide or develop land, including, without limitation, obtaining zoning changes and acquiring all permits and approvals in connection therewith; to make or obtain the vacation of plats and adjust boundaries; to adjust differences in valuation on exchange or partition by giving or receiving consideration; to dedicate land or easements in land to public use with or without consideration; to create covenants, conditions, restrictions, easements, and other servitudes, with or without consideration; to make ordinary or extraordinary, foreseen or unforeseen repairs, alterations, additions, or improvements in buildings or other trust property, to demolish any improvements, and to raze existing or erect new party walls, buildings, or other improvements; and to hold title to real property in the name of the Trustee, in the name of a nominee of the Trustee, or in the name of a broker or its nominee, with or without disclosure of this trust.***

***J.  Litigation***

***The Trustee shall have the power to commence or defend such litigation with respect to the Trust property of the Trust Estate as the Trustee may deem advisable at the expense of the Trust. The Trustee is hereby authorized to defend, at the expense of the Trust Estate, any contest or other attack of any nature on this Trust or any of its provisions. The Trustee shall have the power to compromise or otherwise adjust any claims or litigation against or in favor of the Trust.***

***K. Division and Distribution***

***The Trustee shall have the power, upon any division or partial or final distribution of the trust estate, to partition, allot, and distribute the trust estate in undivided interests or in kind, or in money, or partly in any of them, at such valuations and according to such method or procedure as the Trustee shall determine, including the power to distribute all or part of any particular asset to any beneficiary as the Trustee shall determine.***

***L. Professional Advisors***

***The Trustee shall have the power to retain and/or terminate, as in his sole discretion he deems necessary and appropriate, the services of one or more agents to assist said Trustee in fulfilling his responsibilities and exercising the powers of management granted to him in this Trust. Said Trustee shall be empowered to pay for the services of said agent or agents from the Trust funds, whether from income and/or principal, in an amount to be determined in his sole discretion as the Trustee deems necessary and appropriate. Trustee shall have the power to employee persons, corporations, or associations, including accountants, attorneys, auditors, investment advisors, a broker dealer, or a partner of an employee of a broker dealer, or other agents, whether or not associated or affiliated with the Trustee, to advise or assist the Trustee in the performance of the Trustee's administrative duties and to act without independent investigation upon their recommendation.***

***M. Powers of Attorney***

***The Trustee shall have the power to execute powers of attorney and appoint attorneys-in-fact to act on behalf of the Trustee, including bank powers of attorney.***