

**POWER OF ATTORNEY RESPONSE NOTICE**

You are hereby notified that on **[INSERT DATE OF RECEIPT OF POWER OF ATTORNEY]**, **[INSERT NAME OF THIRD PARTY]** (hereinafter, "Recipient") received a power of attorney, dated **[INSERT DATE]** (the "Power of Attorney"), indicating that Principal, who resides at **[INSERT ADDRESS OF PRINCIPAL]** (hereinafter, "Principal"), has designated **[INSERT NAME OF AGENT]** (hereinafter, "Agent") to act as Principal's agent and attorney in fact in connection with certain matters and/or transactions identified in the Power of Attorney.

Following Recipient's initial review of the Power of Attorney (*check only one box*):

- the Power of Attorney is accepted and honored;
- the Power of Attorney is rejected and the reason(s) for said rejection is/are set forth in the accompanying Rejection Notice; or
- Recipient requires the following in order to evaluate whether to accept and honor the Power of Attorney:
  - An affidavit ("Agent Affidavit"), sworn to or affirmed by Agent under the penalties of perjury, as to the following factual matter(s) concerning the principal, the agent and/or the Power of Attorney:
    1. Principal executed the Power of Attorney on **[INSERT DATE]** naming Principal, as principal, who resides at **[INSERT ADDRESS OF PRINCIPAL]**, and naming Agent, as agent, who resides at **[INSERT ADDRESS OF AGENT]** as his/her lawful attorney in fact and agent;
    2. On **[INSERT DATE]**, **[INSERT NAME OF AGENT]** executed the Power of Attorney, acknowledging his/her appointment as agent for **[INSERT NAME OF PRINCIPAL]**;
    3. A true copy and complete copy of the Power of Attorney is attached to the Agent Affidavit as an Exhibit;
    4. Agent executed the following described instrument as attorney in fact for Principal on **[INSERT DATE]**:

**[DESCRIBE INSTRUMENT]** (the "Instrument")

5. A true and complete copy of the Instrument is attached to the Agent Affidavit as an Exhibit.
6. As of the date of the Agent Affidavit, Agent believes in good faith that:
  - (a) the Power of Attorney is valid and effective;
  - (b) the Power of Attorney has not been terminated or revoked by Principal;
  - (c) the Power of Attorney has not been modified in any way that would affect the ability of Agent to execute the Instrument as attorney in fact for Principal.
  - (d) the Principal is alive;
  - (e) the Principal has not, at any time revoked or repudiated the said Power of Attorney;
  - (f) the Power of Attorney is in full force and effect.
7. If the Agent is named as a successor agent in the Power of Attorney, that the prior agent is no longer able or willing to serve.

8. If the Agent has been the Principal's spouse, the Power of Attorney expressly provides that divorce or annulment as defined in subparagraph two of paragraph (f) of section 5-1.4 of the New York Estates, Powers and Trusts Law does not terminate the agent's authority thereunder, or the agent does not have actual notice that the marriage has been terminated by divorce or annulment as defined in subparagraph two of paragraph (f) of section 5-1.4 of the estates, powers and trusts law at the time of the transaction.
9. As of the date of the Agent Affidavit, Agent is aware of no facts that would cause a reasonable person to believe that any of the statements set forth in the preceding paragraphs are untrue.
10. Agent has executed and is delivering the Agent Affidavit for the purpose of inducing Recipient to accept delivery of the above-described Instrument with full knowledge that Recipient will accept and honor the statutory power of attorney executed by Principal in reliance on the facts stated in the Agent Affidavit.

An opinion of counsel, provided at the expense of the Principal, as to the following matters:

1. that the POA is a valid and enforceable "short form power of attorney" within the meaning of NY GOL §5-1501B;
2. that the text of the POA substantially conforms to the statutory form set forth in NY GOL §5-1513, other than insignificant mistakes in wording, spelling, punctuation or formatting;
3. that the POA includes language that substantially conforms to the "Caution to the Principal" and the "Important Information for the Agent" language set forth in NY GOL §5-1513.
4. \_\_\_\_\_

5. The reason for this request is as follows:

\_\_\_\_\_  
 \_\_\_\_\_

Be advised that Recipient will neither accept nor reject the POA until it receives the foregoing items. Please deliver the forgoing items, bearing original signatures, properly notarized where required, to:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**[INSERT NAME OF RECIPIENT OR RECIPIENT'S COUNSEL]**

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Tel. #: \_\_\_\_\_

Email: \_\_\_\_\_

Dated: \_\_\_\_\_