

limited to, any one or more or all of the foregoing acts or powers, or limited as to time or in any other respect as my Attorney shall deem proper.

In view of the fact that situations may arise under this Power of Attorney in which my Attorney in fact will occupy from a legal standpoint positions in which a conflict of interest is either real or apparent, I hereby declare that the existence of any conflict of interest of whatever nature and however conferred upon my Attorney and she may perform any act which she is authorized to perform under this Power of Attorney, notwithstanding any such conflict of interest. I do hereby ratify and confirm all things so done by my said Attorney, within the scope of the authority herein given, as fully and to the same extent as if by me personally done and performed.

This Power of Attorney shall not be affected by physical disability or mental incompetence of the principal, which renders the principal incapable of managing his own estate.

IN WITNESS WHEREOF, I, BERKLEY TALMADGE FLEMING as principal, and AVIE P. BISHOP as Attorney, have hereunto set our hands and seals this the 13 day of August, 1981.

*Berkley Talmadge Fleming*  
BERKLEY TALMADGE FLEMING  
Principal

I accept this appointment, and in so doing, acknowledge my fiduciary relationship to BERKLEY TALMADGE FLEMING Principal, and that I am this accountable and responsible to BERKLEY TALMADGE FLEMING Principal, as a fiduciary.

*Avie P. Bishop* (L.S.)  
AVIE P. BISHOP  
Attorney-in-fact

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