

personally present; and to do any and all acts and things which my Attorney shall deem useful, necessary or proper in order to do any of the foregoing acts or to carry out any of the foregoing powers.

My Attorney shall have full power of substitution and revocation, and such substitution or revocation may relate to, or be limited to, any one or more or all of the foregoing acts or powers, or limited as to time or in any 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 arising shall not in any manner limit any of the powers herein conferred upon my Attorney and he may perform any act which he 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 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 her own estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 6th day of December, 1979 *

(Her mark)

Hattie H. Rainey

IN THE PRESENCE OF:

M. Leonard Ledford

Jessie S. Chapin

Ellie F. Brookshire

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