

hereafter stand in my name, or in my name and in the names of others, and to receipt for the purchase price of property received in exchange, and in my name to sign any transfers or assignments that may be necessary to make the transfer or exchange, and to deliver the same, together with the stock or securities sold or exchanged, to the transferee, or his agent; to exercise any options or stock rights of every nature and kind which may arise out of my ownership of stocks and other securities.

(6) In general to do all acts, deeds, matters and things whatsoever in or about my estate, property and affairs, as fully and effectually to all intents and purposes as I could do in my own proper person if personally present.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of July, 1974.

James Phillip Fleming
JAMES PHILLIP FLEMING

Witness:

Donald J. Long
B. W. Murphy

STATE OF CALIFORNIA)
):
COUNTY OF SAN FRANCISCO)

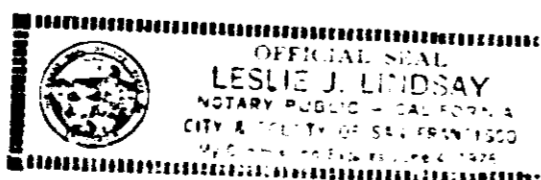
PROBATE



PERSONALLY appeared before me the undersigned witness and made oath that (s)he saw the within named James Phillip Fleming sign, seal and as his act and deed deliver the within written Power of Attorney, and that (s)he with the other witness subscribed above witnessed the execution thereof.

SWORN TO before me this 24th day of July, 1974.
Leslie J. Lindsay (LS)
Notary Public for California
My Commission expires:

B. W. Murphy



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