

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 to every nature and kind which may arise out of my ownership of stocks or other securities; and, to represent me as a stockholder in any corporation in which I own stock, to vote at all stockholders' meetings and to exercise all rights and powers I possess as a shareholder of said corporations; to demand, receive and receipt for any and all sums of money or other property that I may be entitled to as a stockholder of such corporations and to institute, intervene, prosecute, settle and compromise such suit or suits in any and all courts that my said attorney-in-fact may deem necessary and employ attorneys and counsel therefor.

(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.

(7) This Power of Attorney shall not be affected by physical disability or mental incompetence of GRACE W. WHITESIDE, principal herein, which renders the principal incapable of managing her own estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

31 day of October, 1978.

Grace W. Whiteside (LS)  
GRACE W. WHITESIDE

SIGNED, SEALED, PUBLISHED and DECLARED by GRACE W. WHITESIDE as and for the granting of her Power of Attorney in the presence of us, who in the presence of said principal, GRACE W. WHITESIDE, and at her request, and in the presence of each other, have hereunto set our names as attesting witnesses.

WITNESSES:

Elizabeth M. Alcorn

Mary A. Compton

Chapman B. Prud'homme

4328 RV-2