

(23) 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 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.

(24) 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. It is my intention that the authority conferred herein shall be exercisable notwithstanding my physical disability or mental incompetence.

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(25) I do hereby make, constitute and appoint my son, DR. T. DOUGLAS PRICE, II, as standby attorney. If for any reason my wife, LESLIE J. PRICE, is incapable, either temporarily or permanently, of performing as my lawful attorney, then my son, DR. T. DOUGLAS PRICE, II, as standby attorney, shall so serve as my true and lawful attorney with all the powers herein granted.

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

28 day of August, 1980.

Theron D. Price (LS)
THERON D. PRICE

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

WITNESSES:

Elizabeth M. Alwine

Laura L. Hooper

Shayne B. Kunkel