

This instrument drafted by Elizabeth L. Quick
of WOMBLE CARLYLE SANDRIDGE & RICE,
a Professional Limited Liability Company

STATE OF NORTH CAROLINA

) DURABLE POWER OF ATTORNEY

: FOR

COUNTY OF FORSYTH

) BUSINESS MANAGEMENT

ARTICLE ONE: Appointment of Attorney-in-fact.

(A) Appointment. I, ZOLLIE S. COWART, JR., of Forsyth County, North Carolina, do hereby appoint LeCLARE C. TURNER, ROBERT D. TURNER and Z.S. COWART, III as my attorneys-in-fact, each of whom may act alone and without the concurrence of the other, to do and perform for me, in my name and on my behalf anything of any character which I might do or perform for myself if personally present and acting. All references herein to my attorney-in-fact shall be deemed to refer individually to each attorney-in-fact named above.

(B) Effective Date. This Power of Attorney shall become effective upon execution of this instrument.

ARTICLE TWO: Successors.

(A) Appointment of Successors. In the event that any of my attorneys-in-fact should die, renounce, resign or become incapacitated or mentally incompetent, no successor attorney-in-fact shall be appointed, and the others shall instead continue to serve as attorneys-in-fact.

ARTICLE THREE: No Intention of Revocation.

I have heretofore executed Powers of Attorney in Alabama and I specifically do not intend to revoke Powers of Attorney for Business Management previously executed by me; and, I do not revoke any Power of Attorney for Health Care executed by me.

ARTICLE FOUR: Description of Powers.

(A) General Powers. Each of my attorneys-in-fact is given full power and authority to do and to perform all and every act or thing whatsoever as fully to all intents and purposes as I might or could do if personally present, and I hereby ratify and confirm all that each of my attorneys-in-fact shall lawfully do or cause to be done by virtue hereof, it being my intent and purpose to confer the broadest possible powers to be used and exercised in the discretion of each of my attorneys-in-fact.

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SHELBY COUNTY JUDGE OF PROBATE

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(B) Specific Powers. Without in any way diminishing the broad general powers just conferred, which are believed and intended to include all of the following, as well as other acts not mentioned, I do specifically authorize each of my attorneys-in-fact, in my name and on my behalf:

(1) To make claim for, execute proofs of claim and otherwise take all steps necessary to collect any insurance to which I am entitled, particularly any health, accident, disability or hospital insurance, and in connection therewith to give receipts, and, where my said attorney-in-fact deems proper, to give releases and other acquittances;

(2) To buy, sell or lease real estate or personal property, tangible and intangible, including automobiles, stocks, bonds or other evidences of ownership or debt, specifically including United States Treasury Bonds redeemable at par in payment of federal estate taxes; to endorse, sign or assign stock certificates or bonds or other instruments in connection therewith; and to take any action with regard to shares of corporate stock held in my name, including voting shares by action taken without a meeting or by voting at shareholders' meetings in person or by special, limited or general proxy, with or without power of substitution;

(3) To endorse negotiable instruments of any character made payable to me and to cash the same or deposit to my account or otherwise utilize the proceeds at discretion;

(4) To make deposits to, draw checks upon, open and close accounts, and otherwise make any withdrawals from any checking account, savings account or other account of any nature in any bank, savings and loan association, credit union, brokerage firm or other financial institution wherein I maintain an account, whether in my own name or jointly with another;

(5) To exercise stock options;

(6) To make contributions to and withdrawals from and make payout elections on any qualified retirement plan, individual retirement account or non-qualified deferred compensation plan;

(7) To make additions to, and withdrawals from, any trust;

(8) To engage the professional services of agents, accountants, brokers, attorneys-at-law, investment brokers, rental agents, realtors, appraisers, tax specialists and others in connection with the performance of services as my attorney-in-fact;

(9) To execute deeds, leases, deeds of trust and other instruments, conveying or encumbering real or personal property;

(10) To collect all sums due me from any sources, particularly any sums which are now due or may become due from the Government of the United States or any branch thereof, and to execute such instruments, endorsements or signatures thereto in my name as may be requisite or proper to facilitate the collection thereof;

(11) To enter any safe-deposit box standing in my name or to which I have the right of access and to deal with the contents thereof at discretion;

(12) To make contracts on my behalf with respect to any property owned by me and with respect to my care and upkeep, including the employment of a nurse or nurses, physicians or any other person whose services should be needed, for my care and upkeep;

(13) To make any contracts with respect to my care and treatment at any hospital, nursing home, assisted living facility or institution whose services are needed, in the opinion of my said attorney-in-fact, for my proper care, maintenance and treatment;

(14) To pay and settle any and all claims or debts which may be due and owing by me at any time;

(15) To borrow in my behalf and in my name any funds needed by me and to pledge for the payment thereof any stocks, bonds or securities or other property owned by me;

(16) To purchase medicine, clothes, food and other supplies for my benefit;

(17) To make up and file any federal, state or local income tax returns, any state or local intangible tax returns, or any federal, state or local tax returns of any other character for my tax years beginning in 1932 through 2091 inclusive, and, as my agent, to sign and affirm such returns. In doing any act hereunder, my attorney-in-fact may rely on such facts as shall be available from any source and may rely on facts supplied by me, other than those available to my attorney-in-fact by reason of the relation of my attorney-in-fact to me as trustee or as agent, as constituting all of the facts necessary for my attorney-in-fact to effect the acts herein authorized;

(18) To represent me before any office of the Internal Revenue Service with respect to liability for federal income taxes and federal gift taxes for my tax years beginning in 1932 through 2091 inclusive and to represent me before the North Carolina Department of Revenue, or any other state or local taxing authorities, with respect to liability for state or local income taxes, state or local intangible taxes and state or local gift taxes for my tax years beginning in 1932 through 2091 inclusive. My attorneys-in-fact shall have authority to receive confidential information and, without limiting the generality of the powers granted my attorney-in-fact by the provisions of this paragraph (18), my attorney-in-fact shall have full power to perform on my behalf the following acts with respect to the tax matters specified in this paragraph (18): (a) to receive and cash checks in payment of any refund of taxes,

penalties, or interest from federal, North Carolina or any other state or local taxing authorities; (b) to execute waivers (including offers of waivers) of restrictions on assessment or collection of deficiencies of any such taxes and to execute waivers of notice of disallowance of a claim for credit or refund of any such taxes; (c) to execute consents extending the statutory period for assessment or collection of any such taxes; (d) to execute closing agreements regarding such taxes with the respective taxing authorities, as for example a closing agreement with the Internal Revenue Service under section 7121 of the Internal Revenue Code of 1986 (as the same may from time to time be amended or within the provisions of any successor statute of similar import); (e) to delegate authority or to substitute another representative; (f) to execute a protest of a determination of such taxes by a representative of the Internal Revenue Service, of the North Carolina Department of Revenue or of any other state or local taxing authorities; (g) to submit, withdraw, or enter into agreements concerning offers in compromise; (h) to request and receive rulings or determination letters; and (i) to attend conferences with a representative of the Internal Revenue Service, of the North Carolina Department of Revenue or of any other state or local taxing authorities in my behalf and to give or receive information in connection with such conferences. In performing any one or more of the acts described in this paragraph (18) my attorney-in-fact is authorized to substitute in writing a duly licensed attorney at law or a certified public accountant as attorney-in-fact for such purposes or to delegate to a duly licensed attorney at law or a certified public accountant the authority to do and perform in my place and stead any one or more of the acts so described. My attorney-in-fact may revoke all prior Powers of Attorney and tax information authorizations on file with the Internal Revenue Service, the North Carolina Department of Revenue or any other state or local taxing authority;

(19) To renounce and disclaim in whole or in part my right of succession to any property or interest therein, including a future interest;

(20) To pay charitable pledges made by me, whether or not such pledges are enforceable obligations;

(21) To make gifts each year to organizations which are religious, charitable or educational in nature, and also to individuals (including my attorneys-in-fact);

(22) To terminate or to direct the administration of any custodial trust of which I am the beneficiary;

(23) To determine whether I am incapacitated or whether my incapacity has ceased for the purposes of any custodial trust of which I am the beneficiary; and

(24) To exercise any or all of the powers set forth and described in Section 32A-2 of the General Statutes of North Carolina as they shall exist at the time of the execution of this instrument, which powers are incorporated by reference.

(C) Continuing Powers. The powers herein granted shall be deemed continuing and relate as fully to any property which I may hereafter acquire as to any property which I may now own, and the powers may be exercised repeatedly.

ARTICLE FIVE: Durability.

(A) Statement of Intent. This Power of Attorney is executed pursuant to Section 32A-8 of the General Statutes of North Carolina. If registered, this Power of Attorney shall be registered in the office of the Register of Deeds of Forsyth County. It is my intention that this Power of Attorney shall continue in effect, notwithstanding my incapacity or incompetence.

(B) Definition of Incapacity/Incompetence. For purposes of this document, a person shall be deemed to be incapacitated or mentally incompetent only if two medical doctors who either have examined such person or are familiar with such person certify in writing that such person is incapacitated or mentally incompetent, and such certifications are registered in the Office of the Register of Deeds of each county in which this Power of Attorney is registered.

ARTICLE SIX: Records and Accounts.

Each attorney-in-fact shall keep full and accurate records of all transactions engaged in hereunder as my agents and of all of my property held, managed or disposed of hereunder, and shall render to me, if competent, otherwise to my competent next-of-kin (other than my attorneys-in-fact) at least annually, inventories and accounts of all transactions of each of my attorneys-in-fact done in my behalf. I relieve each of my attorneys-in-fact of the responsibility and duty of filing any reports with any court.

ARTICLE SEVEN: Legal Proceedings.

In the event that protective proceedings with respect to me or my estate are hereafter commenced, I hereby nominate my attorneys-in-fact then serving under this instrument, pursuant to North Carolina General Statutes Section 32A-10(b), to be the conservators or guardians of my estate, as the case may be, and hereby request that the court make its appointment in accordance with this nomination.

ARTICLE EIGHT: Ratification of Power of Attorney for Business Management.

I have executed a Power of Attorney for Business Management pursuant to the laws of the State of Alabama. This Durable Power of Attorney for Business Management is being executed in accordance with North Carolina law because I anticipate moving to the State of North Carolina. This North Carolina Durable Power of Attorney for Business Management is intended to supplement, but not to replace, my Alabama Power of Attorney for Business Management, and I expressly ratify and confirm my Alabama Power of Attorney for Business Management.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 31st
day of December, 1997.

Zollie S. Cowart Jr. (SEAL)
ZOLLIE S. COWART, JR.

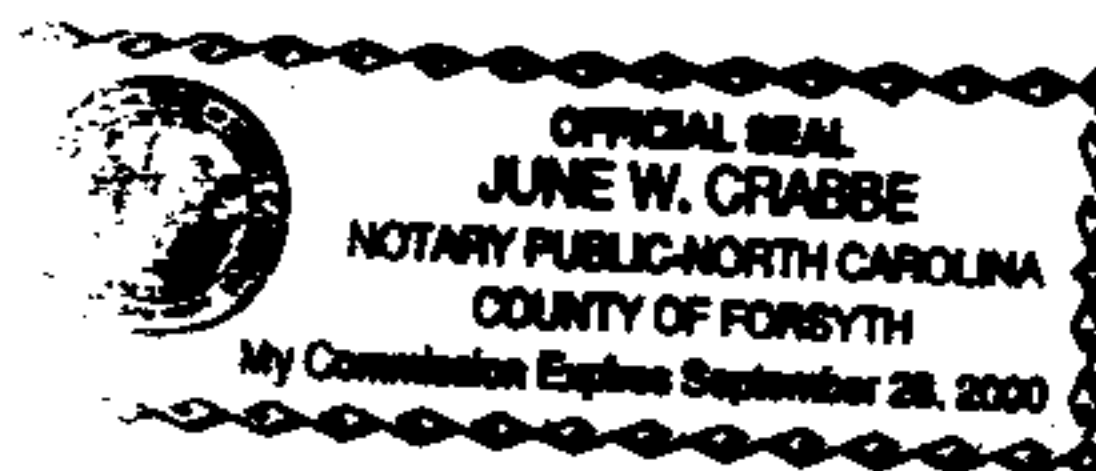
The undersigned, a Notary Public in and for Forsyth County, North Carolina,
does hereby certify that ZOLLIE S. COWART, JR. personally appeared before the undersigned this
day and acknowledged the due execution of the foregoing Power of Attorney.

Witness the hand and notarial seal of the undersigned, this the 31st day of
December, 1997.

June W. Crabbe
Notary Public

My Commission Expires:

09-28-2000



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