

and in my name and as my act and deed sign, seal, execute and deliver and acknowledge such deeds, leases, and assignments of leases, covenants, indentures, agreements, mortgages, hypothecations, bills, bonds, notes, receipts, evidences of debt, releases, and such other instruments in writing of whatever kind or nature as may be necessary or proper in the premises.

6. To vote at the meetings of any companies or corporations, and otherwise to act as my proxy or representative, in respect of any shares now held, or which may hereafter be acquired, by me therein, and for that purpose to sign and execute any proxies or other instruments in my name and on my behalf.

7. If I should become incapacitated or incompetent, this Power of Attorney shall not cease, but shall continue in full force and effect.

8. 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. Granting and giving unto my said attorney in fact full authority and power to do and perform any and all acts necessary or incident to the performance and execution of the powers herein expressly granted, as fully to all intents and purposes as the grantor might or could do if personally present, hereby ratifying and confirming all that my said Attorney shall lawfully do by virtue thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 7th day of September, 1982.

IN THE PRESENCE OF:

Sarah Waldrep Smith (SEAL)
Sarah Waldrep Smith

Alfred S. Anderson, Jr.

Christine J. Chiles

Dorothy C. Hunt

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