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STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE)

SPECIAL
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that as Principal (the "Principal") I, A. LARRY CLAYTON, a resident of Greer, the State and County aforesaid have, made, constituted and appointed and by these presents do make constitute and appoint Benjamin L. Knighton, my true and lawful attorney ("Attorney") for the purposes hereinafter set forth.

AKC

Subject to the limitation set forth in this paragraph, I have also made, constituted and appointed and by these presents do make, constitute and appoint as my true and lawful attorney, Nancy T. Knighton, for the purposes hereinafter set forth. So long as the limitation described below shall apply to Nancy T. Knighton she shall be referred to herein as my "Standby Attorney". The term "Attorney" as used herein shall apply to any Standby Attorney at such time as the limitation described below no longer applies.

(A) The limitation referred to above upon the authority of my Standby Attorney to act hereunder is as follows:

(i) In no event is Nancy T. Knighton authorized to act hereunder so long as Benjamin L. Knighton is living, competent to act and has not been resigned nor been removed.

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