CONTRACT.

THE AMERICAN INSURANCE COMPANY

ECHOW ALL MEN BY THESE PRESENTS: That THE AMERICAN INSURANCE COMPANY, a Corporation duly organized and existing under the laws of the State of New Jersey, and having its principal office in the CR; and County of San Francisco. Caldornia. has made, constituted and appointed, and does by these presents make, constitute and appoint JAMES W. COON, JOE L. HELMS, FITZGERALD S. HUDSON, LEONARD S. BULLOCK, JOHN L. CLARKE, KATHERINE J. RIPP all of Charlotte, RC, DAVID M. SPENCER, COLLIER COBB, 3D, WALTER J. SNIDER, JACK C. SMITH, JR., and R. E. L. BARNES all of Chapel Hill, NC

its true and invital Amoracy(s) in Fact, with full power and subtority belieby & Alerico in its name, piace and stead, to execute, seal, acknowledge and deliver any and all bonds, uncertakings, recognizances or other written obligations in the nature thereof

and to bind the Corporation thereby as fully and to the same extent as if such bonds were signed by the President, sealed with the corporate seal of the Corporation and duly attested by its Secretary, hereby ratifying and confirming all that the said Attorney(s)-in-Fact may do in the premises.

This power of attorney is granted pursuant to Article VIII. Section 30 and 31 of By-laws of THE AMERICAN INSURANCE COMPANY now in full force and effect. .

"Article VIII, Appaintment and Authority Astistant secretaries, and Attorney-le-Pact and Agents to accept Legal Process and Make Apparences.

Section 30, Appointment. The Chaleman of the Board of Directors, the President, any Vice-President or any other purson authorized by the Board of Directors, the Chairman of the Board of Directors, the President or any Vice-President, may, from time to time, appoint Resident Assistant Secretaries and Attorneys-in-Fact to represent and act for and on behalf of the Corporation and Agents to accept legal process and make appearances for and on hehalf of the Corporation.

Section 31, Authority. The Authority of such Resident Assistant Secretaries, Attorneys-in-Fact, and Agents shall be as prescribed in the instrument evidencing their appealment, and any such appointment and all authority granted thereby may be revoked at any time by the Board of Directors or by any person empowered to make such appointment."

This power of another is signed and scaled under and by the authority of the following Resolution adopted by the Board of Directors of THE AMERICAN INSURANCE COMPANY at a meeting duly called and held on the 28th day of September, 1966, and said Resolution has not been amended or repealed:

"RESOLVED, that the signature of any Vice-President, Assistant Secretary, and Resident Assistant Secretary of this Corporation, and the seal of this Corporation may be affixed or printed on any power of attorney, on any revocation of any power of attorney, or on any certificate relating thereto, by facsimile, and any power of attorney, any revocation of any power of attorney such facsimile signature or facsimile seal shall be valid and binding upon the Corporation.

IN WITNESS WHEREOF, THE AMERICAN INSURANCE COMPANY has caused these presents to be signed by its Vice-President.

and its corporate seal to be hereunto affixed this 17th

<u>November</u> . 19 _ 86_ •

THE AMERICAN INSURANCE COMPANY

STATE OF CALIFORNIA MULAN 10 TIMUCO

. 19 86 On this 17th day of November 19 86, before me personally came Richard Williams
to me known, who, bring by me duly sworn, did depose and say: that he is Vice-President of THE AMERICAN INSURANCE COMPANY, the Corporation described in and which executed the above instrument; that he knows the seal of said Corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said Corporation and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have bereunto set my hand and affixed my official seal, the day and year berein first above written.

OFFICIAL SEAL SUSIE K. CILBERT BCTARY PUBLIC - CALFORNIA Proceed Office in Marie Con mains Expires Nov. 17, 1768

CERTIFICATE

STATE OF CALIFORNIA COUNTY OF MARCH

1. the undersigned, Resident Assistant Secretary of THE AMERICAN INSURANCE COMPANY, a NEW JERSEY Corporation, DO HEREBY CER-TIFY that the foregoing and attached POWER OF ATTORNEY remains in full force and has not been received; and furthermore that Article VIII, Sections 30 and 31 of the By-laws of the Corporation, and the Resolution of the Board of Directors, set forth in the Power of Attorney, are now in force.

Signed and sealed at the County of Marin, Dated the 25th day of June

30711-TA-6-81

Recorded June 30, 1987 at 11:45 A.M. 58521