

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that as principal (the "Principal"), I, DONALD ELIAS SPILKER, a resident of Taylors, the State and County afore-said, have made, constituted and appointed and by these presents do make, constitute and appoint my wife, BETTY DOROTHY SPILKER, my true and lawful attorney ("Attorney") for the purposes hereinafter set forth. If for any reason she resigns or is unable to serve, then I hereby designate as Attorney, jointly and severally, my daughter, BONNIE CLOSE, and my son, DONALD E. SPILKER, JR., who shall be successors to the original Attorney named herein just as if they had been originally designated Attorney-in-Fact. The Principal hereby appoints each of the individuals named herein as successor Attorneys, jointly and severally, and either of them alone may act under this Power, and the survivor of them, in the event of death or resignation of the other, shall continue hereunder as sole Attorney-in-Fact.

ARTICLE I

EMPOWERMENT OF ATTORNEY

Attorney is authorized in Attorney's absolute discretion from time to time and at any time with respect to my property, real or personal, at any time owned or held by me and without authorization of any court and in addition to any other rights, powers or authority granted by any other provision of this Power of Attorney or by statute or general rules of law (and regardless of whether I am mentally incompetent or physically or mentally disabled or incapable of managing my property and income), with full power of substitution, as follows:

A. General Powers

To do and perform all and every act, deed, matter and thing whatsoever in and about my estate, property and affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person, if personally present, the specifically enumerated powers described below being in aid and exemplification of the full, complete and general power herein granted and not in limitation or definition thereof:

1) To demand, sue for, collect and receive all rents, dividends, interest, proceeds of sale, and any and all other funds or property of every kind and nature whatsoever which may be due or become due to me, and to deliver such releases, receipts, satisfactions and other discharges which my said Attorney may deem necessary or proper.

2) To make, execute and deliver in my name any deed, mortgage, lease, with or without covenants and warranties, contracts of purchase or sale, and any and all papers and agreements which my said Attorney may deem necessary or proper in handling my affairs with regard to all of my property, real, personal and mixed.

3) To endorse and deposit all checks, drafts, trade acceptances and other transfers of money to which I may become entitled to receive, and to withdraw from accounts standing in my name in banks, building and loan associations, depositories, or other institutions where the same may be found, including any accounts which my said Attorney may from time to time deem proper, with no responsibility upon the drawee institution to inquire as to the application of said proceeds, and to prepare, sign and submit any and all forms relating to Medicare, Medicaid or other government or private health plans.

4) To invest and reinvest, from time to time, and as often as my said Attorney may deem advisable any and all funds and/or properties which I may own or in which I have any interest. In making investments, my said Attorney may invest in stocks, bonds, etc., and my said Attorney shall not be limited to investments authorized by law for trust funds,

FILED
 GREENVILLE, S.C.
 3:45 PM '82
 JAMES W. SPILKER

GCTO --- 1 NO30 82

Law Offices
 Horton, Dwyer,
 Hopkins, Ward
 and Johnson, P.A.
 Greenville, S.C.

Page

1
 G. M. M. C. I.

10159

4328 (V.2)