

FILED
GREENVILLE, S.C.

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SONNENBERG
P.M.C. WALKERSLEY

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS that as principal (the "Principal") I, Clinton Jones Lupo, a resident of the state and county aforesaid, have made, constituted and appointed and by these presents do make, constitute and appoint Clinton Jones Lupo, Jr. my true and lawful attorney ("Attorney") for the purposes hereinafter set forth.

Subject to the limitations 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 attorneys Lucia Lupo Runyon and Mildred Lupo Vaughan for the purposes hereinafter set forth. So long as the limitations described below shall apply to Lucia Lupo Runyon or Mildred Lupo Vaughan, they or such of them to whom such limitations apply shall be referred to herein as my "Standby Attorneys." The term "Attorney" as used herein shall apply to any Standby Attorney at such time as the limitations described below no longer apply.

(a) The limitations referred to above upon the authority of my Standby Attorneys to act hereunder are as follows:

(i) In no event is Lucia Lupo Runyon authorized to act hereunder so long as Clinton Jones Lupo, Jr. is living, competent to act and has not resigned nor been removed.

(ii) In no event is Mildred Lupo Vaughan authorized to act hereunder so long as Clinton Jones Lupo, Jr. or Lucia Lupo Runyon is living, competent to act and has not resigned nor been removed.

(b) The limitations upon the authority to act of a Standby Attorney shall not apply if such Standby Attorney has executed and delivered an affidavit setting forth that the limitations described above upon such Standby Attorney's authority to act do not then apply. Upon the execution and delivery of such an affidavit by a Standby Attorney, such Standby Attorney shall be authorized to act as Attorney and no person acting in reliance upon such affidavit shall incur liability to me or to my estate.

(c) A Standby Attorney is subject to removal as provided in Article II, paragraph E, hereof.

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

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