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General Power of Attorney of P. W. Burdine

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and for that purpose to execute all promissory notes, bonds, mortgages and any other instrument or instruments, of any kind and nature whatsoever, which my said attorney may deem necessary and proper.

6. To vote in person or by proxy any stock owned by me at any and all stockholders' meetings, and to execute powers of attorney authorizing another to vote by proxy.

7. To participate in any plan for the refunding or readjustment of any bonds or other securities, or for the enforcement of any obligation by foreclosure or otherwise, or in any corporate consolidations or reorganization, which may affect any of the property which I own, or in any plan or proceedings therefor, for the protection of the holders of such securities, and to exercise and enforce or sell any rights which may be offered or become available in any such matters, as my said attorney may deem advisable.

8. To make such improvements, additions, alterations or repairs to any real estate which I may own, or which my attorney may acquire, as may, in the judgment of my said attorney be necessary.

9. To engage, employ and dismiss any agents, servants or other persons as my attorney may think fit.

10. To pay such household, medical and hospital expenses as my said attorney may deem proper and reasonable and to make and pay such charitable donations as my said attorney may think fit.

11. In general to do all other acts, deeds, matters and things whatsoever, in or about my estate, property and affairs, or to concur with persons jointly interested with myself therein, in doing all acts, deeds, matters and things herein, either particularly or generally described, as fully and effectively to all intents and purposes as I could do in my own proper person if personally present.

12. To purchase United States Treasury Bonds which qualify for the payment of the Federal Estate Tax, at Par, and my attorney is expressly directed to apply any and all United States Treasury Bonds so purchased for the payment of Federal Estate Taxes due by reason of my death.

13. To constitute, substitute and appoint in the place and stead of my said attorney one or more attorneys to exercise for me, as my attorney or attorneys, any and all of the powers and authorities hereby conferred, and to revoke any such appointment from time to time and to substitute or appoint any other or others in the place of such attorney or attorneys, as my said attorney may from time to time think fit.

*P.W. Burdine*

*[Signature]*

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