

**FRAZIER, FRAZIER & MAHLER, L.L.P.**

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ROBERT H. FRAZIER (1899-1978)  
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July 23, 1998

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Mr. Ronnie L. Kimble  
6318 Liberty Road  
Julian, NC 27283

Dear Mr. Kimble:

Your son's original Power of Attorney was included in the Lyles corporate minute book. No doubt you will need the document in the future, accordingly I enclosed it herewith. If you have any questions about the foregoing, please do not hesitate to contact me.

Very truly yours,



Ben Sirmons

BS/krm  
Enclosure

NORTH CAROLINA )  
                  )  
GUILFORD COUNTY)

POWER OF ATTORNEY

**ARTICLE I  
APPOINTMENT**

KNOW ALL MEN BY THESE PRESENTS, THAT I, THEODORE MEAD KIMBLE, the undersigned, County of Guilford, State of North Carolina, hereby make, constitute and appoint RONNIE LEE KIMBLE AND/OR EDNA M. KIMBLE, my true and lawful attorney(s)-in-fact for me and in my name, place and stead, giving unto RONNIE LEE KIMBLE AND/OR EDNA M. KIMBLE full power to act in my name, place and stead in any way which I myself could do if I were personally present with respect to the matters contained herein.

In the event that RONNIE LEE KIMBLE AND/OR EDNA M. KIMBLE is/are unable to or refuse to or cease to act as my attorney(s)-in-fact, RONNIE LEE KIMBLE AND/OR EDNA M. KIMBLE may appoint a substitute or successor attorney-in-fact, under such circumstances as they deem appropriate, the substitute or successor attorney-in-fact to serve subject to the powers and restrictions stated in this instrument.

**ARTICLE II  
POWERS**

A. I hereby grant to my attorney(s)-in-fact all of the powers set forth in North Carolina General Statutes §32-27, which powers are hereby incorporated by reference, subject to the restrictions of General Statutes §32-26.

B. In addition to those powers referred to in paragraph A. above, I hereby grant to my attorney(s)-in-fact all of the following powers:

1. Real Property Transactions. To lease, purchase, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, exchange, and acquisition of, and to accept, take, receive, and possess any interest in real property whatsoever, on such terms and conditions, and under such covenants, as said attorney(s)-in-fact shall deem proper; and to maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and in any way or manner deal with all or any part of any interest in real property whatsoever, that the principal owns at the time of execution or may thereafter acquire, for under such terms and conditions and under such covenants, as said attorney(s)-in-fact shall deem proper.

2. Personal Property Transactions. To lease, purchase, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, exchange, and acquisition of, and to accept, take, receive, and possess any personal property whatsoever, tangible or intangible, or interest thereto, on such terms and conditions, and under such covenants, as said attorney(s)-in-fact shall deem proper; and to maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgages, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that the principal owns at the time of execution or may thereafter acquire, under such terms and conditions, and under such covenants, as said attorney(s)-in-fact shall deem proper.

3. Bond, Share and Commodity Transactions. To request, ask, demand, sue for, recover, collect, receive, and hold and possess any bond, share, instrument of similar character, commodity interest or any instrument with respect thereto together with the interest, dividends, proceeds, or other distributions connected therewith, as now are, or shall hereafter become, owned by, or due, owing payable, or belonging to, the principal at the time of execution or in which the principal may thereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in the name of the principal for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute, and deliver for the principal, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same.

4. Banking Transactions. To make, receive, sign, endorse, execute, acknowledge, deliver, and possess checks, drafts, bills of exchange, letters of credit, notes, stock certificates, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations for me.

5. Safe Deposits. To have free access at any time or times to any safe deposit box or vault to which I might have access.

6. Business Operating Transactions. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me.

7. Insurance Transactions. To exercise or perform any act, power, duty, right or obligation whatsoever in regard to any contract of life, accident, health, disability or liability insurance or any combination of such insurance procured by or on behalf of me prior to execution; and to procure new, different or additional contracts of insurance for me and to designate the beneficiary of any such contract of insurance, provided, however, that the attorney(s)-in-fact cannot be such beneficiary unless the attorney(s)-in-fact is my spouse, child, grandchild, parent, brother or sister.

8. Estate Transactions. To request, ask, demand, sue for, recover, collect, receive, and hold and possess, or to disclaim or renounce all legacies, bequests, devises, as are owned by, or due, owing, payable or belonging to, me at the time of execution or in which I may thereafter acquire an interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute, and deliver for me, all endorsements, acquittances, releases, receipts or other sufficient discharges for the same.

9. Personal Relationships and Affairs. To do all acts necessary for maintaining my customary standard of living, and that of my spouse and children, and my other dependents; to provide medical, dental and surgical care, hospitalization and custodial care for me, my spouse, and my children, and my other dependents. To continue or to terminate in the discretion of my attorney(s)-in-fact; whatever provision which has been made by me, for me, my spouse, and my children, and my other dependents, with respect to automobiles, or other means of transportation; whatever charge accounts which have been operated by me, for the convenience of me, my spouse, and my children, and my other dependents; the discharge of any services or duties assumed by me; payments incidental to the membership or affiliation of the principal in any church, club, society, order or other organization, or to continue contributions thereto. To open such new accounts as the attorney(s)-in-fact shall think to be desirable for the accomplishment of any of the purposes enumerated in this section, and to pay the items charged on such accounts by any person authorized to make such charges.

organization, or to continue contributions thereto. To open such new accounts as the attorney(s)-in-fact shall think to be desirable for the accomplishment of any of the purposes enumerated in this section, and to pay the items charged on such accounts by any person authorized to make such charges.

10. Tax, Social Security and Unemployment. To prepare, to execute and to file all tax, social security, unemployment insurance and information returns required by the laws of the United States, or of any state or subdivision thereof, or of any foreign government, to prepare, to execute and to file all other papers and instruments which the attorney(s)-in-fact shall think to be desirable or necessary for safeguarding me against excess or illegal taxation or against penalties imposed for claimed violation of any law or other governmental regulation, and to pay, to compromise, or to contest or to apply for refunds in connection with any taxes or assessments for which I am or may be liable.

11. Collection of Rights or Property. To demand and receive, sue for and recover any and all monies or rights of any nature whatsoever and from whatever source derived that may now be due to me or which may at any time hereafter become due and to give in all respects proper receipts, releases and acquittances therefor, with no liability on the part of any obligor making payments to my attorney(s)-in-fact to see to the application of the proceeds of such payments or collections.

12. Legal Action. To accept service of process in my name, to bring any action in my name, or to defend any action brought against me in my name, in any court of law; and to otherwise sue on, institute, prosecute, defend, compromise, settle, arbitrate or dispose of legal, equitable or administrative hearings, actions, attachments, claims, or other proceedings, or otherwise engage in any litigation brought or pending by, for or against me or in which I might be interested, including without limitation the power to represent me and appoint others to represent me in all matters before the Internal Revenue Service and any state Department of Revenue.

13. Benefits from Military Service. To execute vouchers in my name for any and all allowances and reimbursements payable by the United States, or subdivisions thereof, to me, arising from or based

upon military service and to receive, to endorse and to collect the proceeds of any check payable to my order drawn on the treasurer or other fiscal officer or depository of the United States or subdivision thereof; to take possession and to order the removal and shipment, of any property of mine from any post, warehouse, depot, dock or other place of storage or safekeeping, either governmental or private, to execute and to delivery any release, voucher, receipt, bill of lading, shipping ticket, certificate or other instrument which the attorney(s)-in-fact shall think to be desirable or necessary for such purpose; to prepare, to file and to prosecute the claim of mine to any benefit or assistance, financial or otherwise, to which I am, or claim to be, entitled, under the provisions of any statute or regulation existing at the creation of the agency or thereafter enacted by the United States or by any state or by any subdivision thereof, or by any foreign government, which benefit or assistance arises from or is based upon military service performed prior to or after execution.

14. General. To sign any and all papers, deeds or other instruments necessary to carry out any of the aforementioned powers, hereby giving and granting unto my said attorney(s)-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite or necessary to be done as fully to all intents and purposes as I might or could do if personally present, with full power to substitute in its place and stead; provided that, my attorney(s)-in-fact shall not be liable in any manner for any loss resulting from any action or failure to act, unless such loss shall result directly from my attorney(s)-in-fact's gross negligence or willful misconduct, and I hereby hold my attorney(s)-in-fact harmless from good faith acts or omissions.

### ARTICLE III ADMINISTRATION

A. Compensation and Bond. My attorney(s)-in-fact shall serve without bond and shall receive and be paid such commissions as are customarily charged by my attorney(s)-in-fact for like services at the time the services hereunder are rendered.

B. Durable Power of Attorney. This Power of Attorney is executed pursuant to the provisions of Section 32A-8 of the North Carolina General Statutes. This Power of Attorney shall not be affected by my subsequent incapacity or mental incompetence.

C. Effectiveness. This Power of Attorney shall become effective upon the execution hereof, and remain effective until terminated in accordance with the laws of the State of North Carolina.

D. Nomination of Conservator or Guardian of Estate. If at any time following the execution of this Power of Attorney, a court appoints a conservator or guardian of my estate, I request that the court making such appointment consider my nomination of RONNIE LEE KIMBLE AND/OR EDNA M. KIMBLE to serve as such conservator or guardian of my estate.

E. Revocation of Prior Powers of Attorney. All powers of attorney for any purpose heretofore filed or executed by me are hereby revoked.

F. Inventory. No inventory or account shall be filed with any court or the clerk thereof.

G. Ratification. I do hereby ratify and confirm all things so done by my said attorney(s)-in-fact within the scope of the authority herein given my attorney(s)-in-fact as fully and to the same extent as if by me personally done.

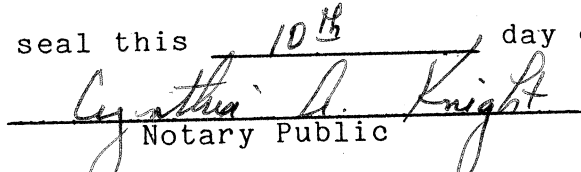
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10<sup>th</sup> day of January, 1996.

  
THEODORE MEAD KIMBLE (SEAL)

STATE OF NORTH CAROLINA )  
 )  
COUNTY OF GUILFORD )

On this 10<sup>th</sup> day of January, 1996, personally appeared before me, the said named THEODORE MEAD KIMBLE to me known and known to me to be the person described in and who executed the foregoing instrument and he executed the same and being duly sworn by me, made oath that the statements in the foregoing instrument are true.

Witness my hand and official seal this 10<sup>th</sup> day of January, 1996.

  
Notary Public  
(Official Seal)

My Commission Expires: 2/05/99