

DURABLE POWER OF ATTORNEY
FOR FINANCIAL MANAGEMENT

App. 272

PART I - APPOINTMENT

KNOW ALL MEN BY THESE PRESENTS, that I, Mercedes Staton, have made, constituted, and appointed and by these presents do make, constitute, and appoint Tom Brame, of Forsyth County, North Carolina, if living, competent, and willing to act, and if not, Jerri Brame, of Forsyth County, North Carolina, my true and lawful attorney (hereinafter my "attorney") for me and in my name, place, and stead to deal generally and in all respects, without restriction, in and with any property of any nature whatsoever in which I may have any interest.

PART II - POWERS

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

B. Specific Powers. Without in any way limiting the broad general power given to my attorney under Part I, above, and in addition to those powers referred to in Paragraph A, above, and not in limitation thereof, I specifically authorize my attorney to act for me in the following manner:

1. Demand and Receive Property. To demand, receive, collect, and hold any and all monies, securities, and other personal and real property of any nature whatsoever belonging to me or in which I may have any interest.

2. Open and Maintain Bank Accounts. To open and maintain accounts for me and in my name in such banks, savings and loan associations, and other financial institutions as my attorney may deem best; to make deposits of money belonging to me in such accounts; and to disburse such monies on the signature of my attorney for any purposes in connection with my personal comfort, support, maintenance, health, and general welfare, in such manner and amounts, for such purposes, and at such times as my attorney, in his, her, or its sole discretion and judgment, may deem best.

3. Disburse Funds. To make disbursements of monies belonging to me in such manner and amounts, for such purposes, and at such times as my attorney, in his, her, or its sole discretion and judgment, may deem best for maintenance, repair, improvement, management, or any other purposes in connection with any real or personal property or any interest therein owned by me.

4. Deal in Real Estate. To sell, subdivide, improve, operate, manage, control, and lease any and all real estate owned

by me, wherever located; to demand, collect, and receive the rents, income, and profits derived therefrom; to exercise in all respects general control and supervision over any real estate belonging to me; and to purchase or otherwise acquire additional real estate.

5. Supervise Securities and Personal Property. To exercise in all respects general control and supervision over any securities and other personal property, tangible and intangible, of any nature whatsoever belonging to me; to receive the dividends, interest, proceeds, and profits derived therefrom; and to purchase and otherwise acquire additional personal property.

6. Enter Safe Deposit Boxes. To have unrestricted access to and control of the contents of any safe deposit box or vault to which I might have access, and to take and remove from such box or vault any or all of the contents thereof.

7. Manage Securities. To vote all stocks, bonds, and other securities; to collect the dividends, interest, profits, or accruals therefrom; to invest, sell, reinvest, and manage the same; and to exercise any and all rights and powers in connection therewith, all as my attorney in his, her, or its sole discretion and judgment, may deem best.

8. Demand and Receive Money Due. 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 come 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 to see to the application of the proceeds of such payments or collections.

9. Borrow, Mortgage, and Pledge. To borrow such amounts for such purposes, and at such times as my attorney, in his, her, or its sole discretion and judgment, may deem best, and to pledge or mortgage any of my property, real or personal, as security for any such loans.

10. Maintain Legal Actions. To institute, prosecute, defend, compromise, settle, arbitrate, or dispose of any legal, equitable, or administrative actions or proceedings in my name; to execute and verify petitions and complaints in the Federal and State courts, specifically including the United States Tax Court; and to cause me to be represented in such proceedings.

11. Tax Controversies. To represent me and to appoint others to represent me in all tax matters before all officers of the Internal Revenue Service and any State Department of Revenue for all years from 1950 to 2050, inclusive.

12. Tax Returns. To sign and verify all tax, social security, unemployment, insurance, and information returns required by the United States or by any State or subdivision thereof, specifically including joint income tax returns with my spouse, claims for refund, requests for extension of time and consents in my name; to receive, endorse, and receipt for any tax refunds due to me; and to pay, compromise, or contest any taxes, penalties, or interest for which I am or may be liable.

13. Add to Existing Trusts. To add any property whatsoever belonging to me to any trust established by me, to be held and managed as though an original part of such trust.

14. Make Gifts. To make gifts to such persons or institutions, in such amounts or proportions, as my attorney, in his, her, or its sole discretion and judgment, may deem appropriate for tax or other reasons; provided, however, the total value of gifts to any one donee in any calendar year shall not exceed the amount specified for the federal gift tax annual exclusion [including such additional amount of any gift tax annual exclusion attributable to the consent of my spouse under Section 2513 of the Internal Revenue Code of 1986, as from time to time amended (hereinafter referred to as the "Code")].

15. Make Charitable Gifts. To make gifts to such charitable organizations [including, but not limited to, private foundations, as defined in section 509(a) of the Code], in such amounts or proportions, as my attorney, in his, her, or its sole discretion and judgment, may deem appropriate for tax or other reasons; provided, however, the charitable portion of any such gifts (as determined under the relevant Code sections and Treasury Regulations) must qualify for a federal income tax, gift tax and estate tax deduction. In connection with any such charitable gift or gifts, my attorney, in his, her, or its sole discretion, may establish and fund (with such assets of mine and in such amounts as my attorney, in his, her, or its sole discretion and judgment, may deem appropriate for tax or other reasons) trusts for my benefit and for the benefit of such charitable organizations [including, but not limited to, private foundations, as defined in section 509(a) of the Code] as my attorney, in his, her, or its sole discretion and judgment, may deem appropriate; provided, however, the interest of the charitable organization in any such split-interest gift (as determined under the relevant Code sections and Treasury Regulations) must qualify for a federal income tax, gift tax and estate tax deduction. My attorney may, in his, her, or its sole discretion and judgment (and to the extent otherwise authorized by law) vote any interest I may have (as a director or trustee) in any charitable organization.

16. Insurance Transactions. To exercise any right or obligation in regard to any insurance policy of any kind whatsoever

in which I have any incident of ownership; to obtain additional contracts of insurance for me; and to designate the beneficiaries of such insurance contracts.

17. Estate and Trust Transactions. To request, demand, sue for, recover, collect, and hold, or to disclaim or renounce as provided by law, any interest that I have or may have in any estate or trust, and to execute and deliver any receipts, releases, or other instruments in connection with any such interest.

18. Business Transactions. To conduct, engage in, and transact any and all lawful business of whatever nature or kind in which I am engaged or interested.

19. Implement Foregoing Powers. To sign any and all contracts, deeds, or other instruments necessary to carry out any of the aforementioned powers, hereby giving and granting unto my attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in implementing such powers as fully to all intents and purposes as I might or could do if personally present, with full power to substitute in my place and stead.

PART IV - ADMINISTRATION

A. Compensation. My attorney shall serve without bond and without compensation. My attorney shall be entitled to reimbursement for all reasonable costs and expenses actually incurred and paid by my attorney on my behalf under any provision of this Power of Attorney.

B. Inventory and Accountings. No inventory or account shall be filed with any court or the clerk thereof, but an accounting shall be filed with me each year and with my personal representative in the year of my death.

C. Ratification. I do hereby ratify and confirm all things so done by my attorney within the scope of the authority herein given my attorney as fully and to the same extent as if by me personally done. Any person dealing with my attorney shall be entitled to rely on the actions of my attorney-in-fact, and the actions of my attorney-in-fact shall be binding and conclusive on all persons.

D. Nomination of Guardian. If at any time following the execution of this Power of Attorney, a court appoints a guardian of my estate or a general guardian, I request that the court making such appointment consider my attorney nominated hereunder to serve as such guardian of my estate or general guardian.

E. Exculpation. My attorney and my attorney's estate, heirs, successors, and assigns are hereby released and forever discharged by me, my estate, my heirs, successors, and assigns from all liability and from all claims or demands of all kinds arising out of the acts or omissions of my attorney, except for willful misconduct or gross negligence.

THIS POWER OF ATTORNEY IS EXECUTED PURSUANT TO THE PROVISIONS OF NORTH CAROLINA GENERAL STATUTES SECTION 32A-8, AND IT SHALL NOT BE AFFECTED BY MY SUBSEQUENT INCAPACITY OR MENTAL INCOMPETENCE.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of November, 1993.

Mercedes Staton, by (SEAL)
Mercedes Staton, Principal

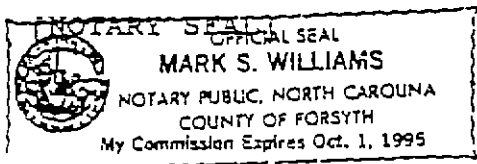
Philip A. R. Staton, Attorney-in-Fact

STATE OF North Carolina

COUNTY OF Forsyth

I, Mark S. Williams, a Notary Public in and for the State and County aforesaid, hereby certify that Mercedes Staton* personally appeared before me this day and acknowledged the due execution of the foregoing Durable Power of Attorney for the purposes therein expressed.

WITNESS my hand and notarial seal this 24th day of NOVEMBER, 1993.



Mark S. Williams
Notary Public

My Commission Expires: OCTOBER 1, 1995

* Philip A. R. Staton Attorney-in-fact