

DURABLE POWER OF ATTORNEY

OF

WILLIAM E. DENNIS

20040223000090610 Pg 1/1 11.00
Shelby Cnty Judge of Probate, AL
02/23/2004 10:32:00 FILED/CERTIFIED

KNOW ALL MEN BY THESE PRESENTS, That I, **WILLIAM E. DENNIS**, of the county of Shelby, State of Alabama, have made, constituted and appointed, and by these presents do make, constitute and appoint my daughter, **FAY DENNIS**, my true and lawful attorney for me and in my name, place and stead, and for my use and benefit, to perform the following specific duties:

The continuing, absolute and discretionary power to deal with any property, real or personal, as freely and completely as I might in handling my own affairs. Such powers shall include but are not limited to the following;

1. To buy, sell, exchange, mortgage, lease, acquire, disclaim or dispose of in any manner any or all property, real or personal, at public or private sale, at such time and price and upon such terms and conditions as my attorney in fact shall determine.
2. To borrow money upon such terms and conditions as my attorney in fact may determine.
3. To employ accountants, attorneys and such other agents as my attorney in fact may deem advisable, and to pay reasonable compensations for their services.
4. To compromise, settle or adjust any claim against me. It is my desire and I direct that **FAY DENNIS**, exercise the powers and authority herein granted independently and without prior or subsequent order or approval of any court or judicial authority. I direct that my attorney in fact shall not be required to give bond for performance of the duties as such, or to file an inventory.

That I, **WILLIAM E. DENNIS**, desire that this Durable Power of Attorney shall be effective immediately upon recording of same.

This Power of Attorney shall not be affected by disability, incompetence, or incapacity of the principal, **WILLIAM E. DENNIS**.

In the event it becomes necessary to appoint a guardian for me or conservator for my estate, it is my desire and I hereby direct that the court first consider appointing **FAY DENNIS**.

Giving and granting unto my said attorney in fact specific power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might do if personally present, with full power of substitution or revocation, hereby ratifying and confirming that my said attorney, or her substitutes, shall lawfully do or cause to be done by these presents.

This Power of Attorney shall remain in effect until revoked by me in writing and said revocation is recorded in the office of the Probate Judge of Shelby County, Alabama.

WITNESS my hand this the 16 day of February, 2004.

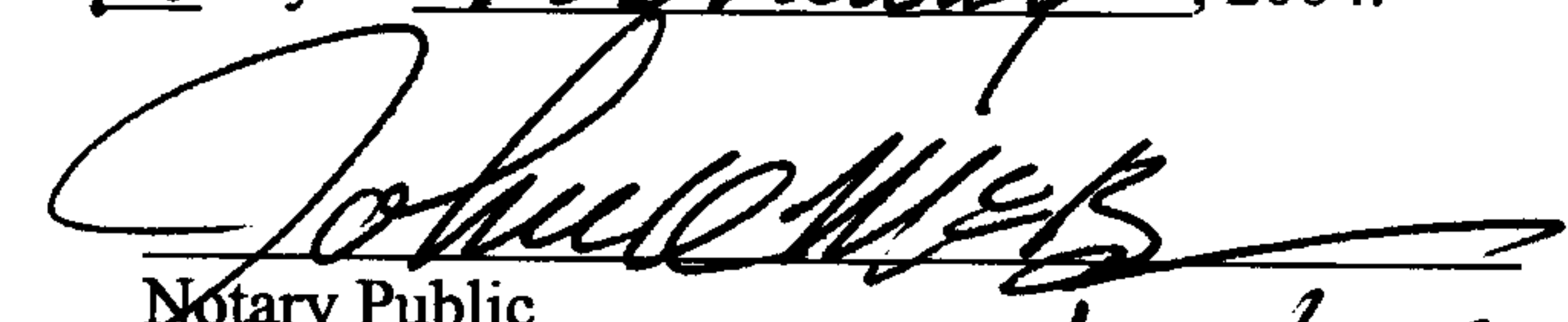

WILLIAM E. DENNIS

STATE OF ALABAMA

COUNTY OF SHELBY

Before me, the undersigned authority, a notary Public in and for said county and state, personally appeared **WILLIAM E. DENNIS**, who, being duly sworn and deposed stated under oath that the facts contained in the above and forgoing document is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me on this the 16 day of February, 2004.


Notary Public
My commission expires 1/29/05