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STATE OF ALABAMA)

SHELBY COUNTY)

GENERAL DURABLE POWER OF ATTORNEY

(EFFECTIVE UPON THE EXECUTION OF THIS INSTRUMENT)

KNOW ALL MEN BY THESE PRESENTS: That I, HARRIETT S. DOWNS, of Shelby County, State of Alabama, hereby revoking any powers of attorney heretofore created by me, have made, constituted and appointed, and by these presents do make, constitute and appoint DENISE D. WIGGINS, my true and lawful Attorney and Agent (hereinafter called "Agent"), for me in my name, place and stead, and for my behalf and benefit:

1. GENERAL GRANT OF POWER. To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Agent shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted. The specifically numerated powers are as follows:

a. Powers of Collection and Payment. To forgive, request, demand, sue for, recover, collect, receive, and hold all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, intangible and tangible property and property rights and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to, me or in which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same.

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b. Power to Acquire and Sell. To acquire, purchase, exchange and grant options to sell, mortgage, pledge, lease, sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my Agent shall deem proper, with full authority to sign, endorse, execute and deliver any sales agreement, deed, bill of sale and all other instruments or documents pertaining to the sale of any of my real or personal property, mortgages, releases and satisfactions, options to purchase; to enter into bonds, contracts, mortgages and deeds connected therewith; to build upon or otherwise improve, repair, demolish, partition, divide or subdivide any property and to cut, sell and remove timber on any real property owned by me.

c. Management Powers. To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereafter acquire in my name and for my benefit, upon such terms and conditions as my Agent shall deem proper.

d. Banking Powers. To make, receive and endorse checks and drafts, to deposit and withdraw funds, acquire and redeem certificates of deposit and all other negotiable instruments or commercial paper made payable to me or to my order, or which may require my endorsement, and to collect the proceeds therefrom; to transact business with banks, savings and loan associations and other institutions, to execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted.

e. Motor Vehicles. To apply for a Certificate of Title upon, and to endorse and transfer title for, any automobile, truck, pickup, van, motorcycle or other vehicle, and to represent in such transfer or assignment that the title to the motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer or assignment.

f. Tax Powers. To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any year or years; to consent to any gift and to utilize any gift-splitting provision or other tax election, if I am then married; to

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prepare, sign and file any claims for refund of any tax; to represent me or to delegate to others my Agent's power to represent me in all tax matters, whether income, gift, or otherwise, before all representatives of the Internal Revenue Service, or its counterpart in any state of the United States; and to make and verify all tax returns, claims for refund, requests for extension of time, and consents in my name.

g. Safe Deposit Boxes. To have access at any time or times to any safe deposit box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish the safe deposit box, and any institution in which any such safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my Agent to exercise this power.

h. Power to Hold Property and Make Investments. To hold or acquire any property or securities, regardless of whether such property or securities are a so-called "legal" investment, where such course is, in the Agent's opinion, for my best interest.

i. Power of Access and Disclosure of Medical Records and Financial Information. To request, receive and review any information, verbal or written, regarding my financial affairs or my physical or mental health, including medical and hospital records; to execute any release or other documents that may be required in order to obtain such information; and to disclose such information to such persons, organizations, firms or corporations as my Agent shall deem appropriate.

j. Power to Provide Health Care Services. To provide medical attention and services for me, including the choice of a physician and the choice of a hospital or nursing home; to provide such other care, comfort, maintenance and support as my Agent may deem necessary; and to apply for, on my behalf, Social Security benefits, Medicare, Medicaid, and any other public assistance benefits, to prosecute the claims on my behalf, including representing me at any hearings before administrative agencies or courts in the prosecution of the claims; to employ and discharge medical personnel, including such physicians, psychiatrists, dentists, nurses, and therapists as my Agent shall deem necessary for my physical, mental and emotional well-being, and to pay such individuals, or any of them, reasonable compensation. If I have executed an Advance

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Directive for Health Care, then the powers granted to any Health Care Proxy thereunder shall take precedence over any conflicting provision granted to my Agent for Health Care Services herein.

k. Power to Borrow. To borrow any sum or sums of money on such terms (including the power to borrow against the cash surrender value of any life insurance policy issued on my life), and with such security, whether real or personal property, as my Agent may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, and other instruments which may be necessary or proper, including the power to subject my property to options, easements, or servitudes, mineral or otherwise; to grant royalty interests; and to grant leases or subleases including, but not limited to oil, gas, and mineral leases and subleases with or without provisions for the pooling of the leased premises in whole or in part.

l. Power to Represent; Disclaim; etc. To represent me legally and otherwise, whether as heir, legatee, creditor, executor, administrator or otherwise, with respect to all estates in which I may be or become interested; to apply for the administration thereof; to accept or refuse appointment as legal representative thereof; to file any and all pleadings therein and to demand, obtain, and execute all kinds of orders, decrees, and judgments in connection therewith; to partition or divide the same in any manner; to accept, settle, compromise, liquidate, disclaim or renounce my interest therein or in any property therein, whether in whole or in part, in any manner and to any extent allowed by law, and in exercising such discretion my Agent shall take into account such matters as shall include but not be limited to any reduction in estate or inheritance taxes on my estate, and the effect of such renunciation or disclaimer upon persons interested in my estate and persons who would receive the renounced or disclaimed property; to receive and receipt for all property in which I may be entitled with respect to those estates and to act as agent for service of process with respect to any estates in which I may be appointed legal representative.

m. Trusts. To transfer, assign and convey any property or interest in property, the legal or equitable title to which is in my name, to any trust of which I am the primary beneficiary during my lifetime and under the terms of which I expressly have the

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power to amend or revoke such trust, and to exercise any right of withdrawal of income and/or principal which I may have pursuant to the terms and conditions of such trust, whether such trust was created before or after the execution of this power of attorney; and to create and execute on my behalf a trust or trust for my benefit or the benefit of others, so as to comply with Ala. Code §35-4-255 (1975), or any subsequent statute of similar import, or corresponding law of any other jurisdiction.

n. Power to Purchase or Sell Securities. To effect purchases and sales (including short sales), to subscribe for and to trade in stocks, bonds, options, or any other securities, or limited partnership interests or investments and trust units, whether or not in negotiable form, issued or unissued, foreign exchange, commodities, and contracts relating to same (including commodity futures), on margin or otherwise, for my account(s) and risk; and to sell, assign, endorse and transfer any stocks, bonds, options or other securities of any nature, at any time standing in my name and to effectuate the foregoing.

o. Power to Open Accounts with Securities Brokers or Dealers. To open an account or accounts with securities brokers or dealers; to act for me and in my behalf in all matters in connection with my account or accounts with securities brokers or dealers, however designated, and whether presently open or hereafter opened by me or by my Agent for me, with the same effect as I myself might or could do; to deliver to securities brokers or dealers securities for my account and to instruct them to deliver securities from my account to my Agent for me, or to others, and in such name and form, including my Agent's name, as my Agent may direct; to instruct securities brokers or dealers to make payments of moneys from my account or accounts with them and to receive and direct payments from those accounts payable to my Agent or to others; to receive statements of transactions made for my account or accounts with securities brokers or dealers and to approve and confirm the same; and to receive from securities brokers or dealers any and all notices, calls for margin, or other demands with reference to my account or accounts.

p. Power to Vote Stocks. To vote stocks, bonds and other securities standing in my name or belonging to me at any and all meetings of holders of these securities, in person or by proxy, including the right to waive notice of any such

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meeting and to exercise any and all powers that I may exercise as a holder, including the right to consent to reorganizations and mergers and to the exchange of securities for new securities, and including the right to exercise stock options.

q. Power to Contract. To enter into and perform contracts of any kind that may, in the opinion of my Agent, be necessary or proper to be entered into in my behalf, including the power to rescind, alter or to waive conditions of those contracts after their execution.

r. Power to Foreclose Mortgages. To foreclose mortgages on real or personal property and to take title to the property in my name.

s. Power to Place Insurance and Make Bond. To place in effect insurance on any real or personal property owned by me and to make and execute bonds of all kinds, either as principal or surety, and to purchase life, health, disability, or other medical insurance for me or for my benefit, including purchasing insurance for any dependent of mine or for any person in whom I have an insurable interest.

t. Power to Institute and Appear in Litigation. To institute, defend, or otherwise contest any legal or administrative proceedings in my name and to appear for me in all proceedings to which I may be party in any court or other judicial or administrative forum; to sign and verify in my name all complaints, petitions, answers, pleadings and other instruments in connection with any such proceedings; to compromise, settle, or apply for writs and all other processes, including appeals of any such proceedings; and to take any and all other such actions as my Agent deems necessary or advisable in connection with any such proceedings.

u. Power to Expend Money. To make any payments and expenditures of money that my Agent believes are necessary in connection with any of the matters enumerated in this power of attorney or with the administration of my affairs.

v. Power to Form Business Entities. To form or cause to be formed, or join with any other person or persons in forming or causing to be formed, or organize, any corporation, general partnership, limited partnership, registered limited liability partnership, or limited liability company, in any manner, on any terms and conditions and for any capitalization, duration or purpose authorized by the laws applicable

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thereto; to execute, as one of the incorporators, partners, members, or organizers, any and all documents and other papers which my Agent may deem necessary or desirable to effect the incorporation, formation or organization, or in connection therewith; and to exchange cash or property of any amount or value belonging to me for any class or amount of stock or other evidence of ownership or membership in the corporation, general partnership, limited partnership, registered limited liability partnership, or limited liability company, or for any evidences of indebtedness of the corporation, general partnership, limited partnership, registered limited liability partnership, or limited liability company.

w. Power to do Business. To operate, in whole or in part, or to participate in the operation of any business or business interest at any time belonging to me and to do any and all things which my Agent deems appropriate thereto and which I might do as absolute owner and holder of a business or business interest, including, but without being limited thereto, the right to invest additional capital therein; to join with others in a partnership or joint venture; to incorporate a business; to change the nature of a business or its form of organization, or enlarge or diminish the scope of its activity, or dissolve or liquidate it, or to participate in such incorporation, change, dissolution or liquidation.

x. Power to Apply for Benefits. To apply for, or to pursue any claims for, and in any capacity (whether as individual, representative or as a dependent or beneficiary of another,) on my behalf, any benefits that may be owed to me for any reason, including but not limited to, any of the following: military service benefits; life, health, accident, casualty, or other personal or property insurance; and death benefits available for any qualified or non-qualified profit sharing plan, pension plan, or other deferred compensation agreement; to apply for and appear, and represent me at any hearing if such is in my Agent's opinion, necessary or proper to collect such benefits; and any and all other actions my Agent deems necessary or proper to collect any such benefits.

y. Power to Manage Individual Retirement Accounts and Benefits Plans. To exercise all rights, privileges, elections, and options I have with regard to any individual retirement account; pension, profit sharing, stock bonus, Keogh or other retirement plan; or other benefit or similar arrangement; including, but not limited to, the

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power and discretion to make withdrawals; to determine forms of payments on my behalf or on behalf of my beneficiaries; to make, change, or alter investment decisions; to change custodians or trustees; to make or complete rollovers; and to make direct "trustee-to-trustee" or similar type transfers of the assets, rights, or other benefits thereof.

2. MISCELLANEOUS. I grant to the Agent named herein the following additional powers and authority:

a. If any Agent named herein should be of the opinion at any time that said Agent does not have the expertise to manage all or any part of my assets, I grant to my Agent the right and power to delegate the management powers hereinabove granted over all or any part of my assets to any bank, trust company or to any other registered investment advisor, and to enter into any management or agency agreements pertaining thereto, with the right on the part of the Agent named herein to revoke and cancel any such agreement at any time upon not more than ninety (90) days' written notice;

b. My Agent is empowered to make any gifts of any of my property, whether real or personal, to or for the benefit of any persons, including, but not limited to, my Agent who is acting under this power of attorney, and any member of my family, as well as to make gifts to or for the benefit of any charitable organization, with my full understanding that any such gifts to any person or to any charitable organization will be without full and adequate consideration in money or money's worth to me; and to make any other transfers of my property, whether real or personal, in order to effectuate any tax planning, whether Federal, state, or local, as determined in the sole discretion of my Agent to be in my estate's best interests, notwithstanding that those incidentally or fully benefit my Agent; provided, however, that the total fair market value of any of my property given by my Agent to my Agent pursuant to this power of attorney shall be limited to the lesser of (i) amounts that will not constitute a taxable gift for purposes of the Federal gift tax laws as then in effect or (ii) five percent (5%) of the aggregate value of the property which my Agent can give to my Agent pursuant to this power of attorney.

c. I further authorize and empower the Agent named herein to use and apply so much of the income and principal of the assets comprising my estate as may be necessary or desirable, in the sole discretion of the Agent, for my maintenance and

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support, and for the maintenance and support of any person dependent upon me, taking into consideration other income, resources, or financial assistance available to any of them from all other sources. Any provision herein to the contrary notwithstanding, the Agent shall have no power or authority to use or apply the principal to discharge any legal obligation that the Agent may have to support me or any person dependent upon me.

d. I further authorize and empower my Agent to engage, employ and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, appraisers and experts in my behalf, custodians, or other persons, firms or corporate institutions in and about the performance of these presents as my Agent shall think fit.

Any decisions made by the Agent with respect to the matters set forth hereinabove in this paragraph shall be final, binding and conclusive upon all of the beneficiaries of my estate, and the Agent shall be released and discharged of and from all liability for any such decisions that such Agent may make in good faith with respect thereto.

3. INTERPRETATION AND GOVERNING LAW/EFFECTIVENESS. This instrument is to be construed and interpreted as a general durable power of attorney effective as of the date of the execution of this instrument and shall not be affected by my disability, incompetency or incapacity. The powers granted to my Agent under this instrument are given pursuant to a "durable power of attorney" as authorized by Ala. Code §26-1-2 (1975). The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my Agent. This instrument is executed and delivered in the State of Alabama, and the laws of the State of Alabama shall govern all questions as to the validity of this power and the construction of its provisions.

4. INDEMNITY. I hereby bind myself to indemnify my Agent and any successor who shall so act against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorneys' fees which my Agent at any time may sustain or incur in connection with carrying out the authority granted to my agent in this power of attorney.

5. THIRD PARTY RELIANCE. Third parties may rely upon the representations of my Agent as to all matters relating to any power granted to my Agent,

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and no person who may act in reliance upon the representations of my Agent or the authority granted to my Agent shall incur any liability to me or my estate as a result of permitting my Agent to exercise any power.

6. NOMINATION OF GUARDIAN OR CONSERVATOR. If court proceedings are hereafter commenced to appoint a guardian, conservator or other fiduciary to take charge of, manage and conserve my property, I hereby nominate and appoint my Agent as my guardian, conservator, or other fiduciary, and direct that my agent shall serve without bond.

7. REVOCATION. This General Durable Power of Attorney may be voluntarily revoked by me by written instrument delivered to my Agent. My legal guardian or conservator may also revoke this instrument by written instrument delivered to my Agent. Any affidavit executed by my Agent stating that he or she does not have, at the time of doing any act pursuant to this power of attorney, actual knowledge of the revocation or termination of this power of attorney, is, in the absence of fraud, conclusive proof of the nonrevocation or nontermination of the power at that time.

8. DEATH. My death shall not revoke or terminate this agency as to my Agent or any other person who, without actual knowledge of my death, acts in good faith under this power of attorney. Any action so taken, unless otherwise invalid or unenforceable, shall be binding upon me and my heirs, devisees, and personal representatives.

9. AWARENESS OF CONTENTS. I acknowledge that I have read carefully the provisions of this power of attorney. I understand that (a) this power of attorney authorizes my Agent to exercise all powers with respect to my real and personal property which I might personally exercise, (b) anything my Agent may do in exercise of these powers is fully binding upon me, and (c) these powers are not terminated by my being declared legally incapacitated.

10. DESCRIPTIVE HEADINGS. The descriptive headings used in this power of attorney are for convenience of reference only and shall not be deemed to alter or affect the meaning of any of its provisions.

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11. SEVERABILITY. If any power or authorization granted under this power of attorney be determined to be invalid or ineffective, that invalidity or ineffectiveness shall not affect in any way the validity or authority given under any of the other powers, or authorization granted under this power of attorney.

IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney, which shall not be affected by my disability, incapacity or incompetency, nor shall it be affected by any lapse of time, in three (3) counterparts, and I have directed that photographic copies of this power be made, which shall have the same force and effect as an original.

DATED on the 18th day of December, 2000.

Harriett S. Downs
HARRIETT S. DOWNS
Principal

Dorothy M. Cooper
Witness

Deborah Wetter
Witness

I, the undersigned, a Notary Public in and for the State of Alabama at Large, hereby certify that HARRIETT S. DOWNS, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 18th day of December, 2000.

Martha Pair Cox
Notary Public
My Commission Expires: MY COMMISSION EXPIRES JUNE 9, 2001

(SEAL)

This Instrument Prepared by:
Leonard Wertheimer III, Esq.
Feld, Hyde, Lyle, Wertheimer & Bryant, P. C.
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(205) 802-7575