

DURABLE POWER OF ATTORNEY
TO
LYNN M. FLEMING AND KAREN M. WARD

KNOW ALL MEN BY THESE PRESENTS, that I, JAMES B. MATSON, of Shelby County, Alabama, being over nineteen (19) years of age, do hereby appoint my daughters, LYNN M. FLEMING, of Shelby County, Alabama, AND KAREN M. WARD, of Covington County, Alabama, or either of them, as my true and lawful attorneys and authorize and empower them, or either of them, for me and in my name to:

(1) Ask, demand, sue for, collect, recover and receive all sums of money, debts, accounts, interest, dividends, annuities and demands whatsoever as are now or shall hereafter become due, owing, payable or belonging to me.

(2) Make, do and transact all and every kind of business of whatever nature they consider necessary; to draw checks on my bank account or accounts and make deposits therein and perform any and all other banking functions.

(3) Make, seal and deliver; to bargain, contract, agree for, buy, sell, mortgage, hypothecate, and in any and every way and manner deal in and with goods and personal property, and other property, in possession or in action, and to release mortgages on lands or chattels.

(4) Bargain, contract, agree for, purchase, receive and take lands, tenements, hereditaments and accept the seizen and possession of all lands and deeds, lease, bargain, sell, (release and satisfy mortgages) release, convey, mortgage and hypothecate lands, tenements and hereditaments, upon such terms and conditions, and under such covenants, as they, or either of them, shall deem advisable.

(5) Sign, seal, execute, acknowledge and deliver such deeds, leases and assignment of leases, agreements, mortgages, releases and satisfaction of mortgages and such other instruments in writing of whatever kind and nature as may be necessary or proper in the premises.

(6) Giving and granting unto LYNN M. FLEMING AND KAREN M. WARD, or either of them, as my true and lawful attorney, full 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 (including but not limited to the specific powers granted herein) as fully to all intent and purposes as I might or could do if personally present.

(7) This power of attorney shall not be affected by disability, incompetency, or incapacity of the principal.

(8) I hereby ratify and confirm all that LYNN M. FLEMING and KAREN M. WARD, or either of them, my true and lawful attorneys, shall lawfully do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of August, 2006.

James B. Matson

JAMES B. MATSON

STATE OF ALABAMA)
COVINGTON COUNTY)

I, *Jamie B. Morris*, the undersigned, a Notary Public in and for said County and said State, hereby certify that JAMES B. MATSON, whose name is signed to the foregoing Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents he executed same voluntarily on the day the same bears date.

Given under my hand and official seal this 29th day of August, 2006.

Jamie B. Morris

NOTARY PUBLIC

My Commission Expires:
8-30-08
(NOTARIAL SEAL)