

159

STATE OF ALABAMA)
JEFFERSON COUNTY)

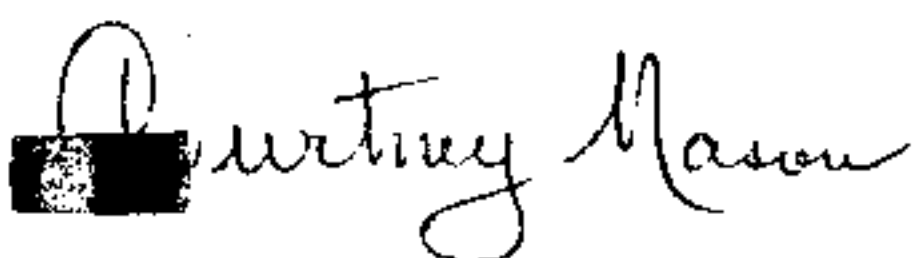
KNOW ALL MEN BY THESE PRESENTS: That I, Margaret Lightfoot Cochran, of 3529 Mill Springs Road, Birmingham, Jefferson County, Alabama, hereby make, constitute and appoint George Pugh Cochran or James Terry Cochran, and each of them, each as my true and lawful attorney-in-fact, for me, and in my name, place and stead and on my behalf, either of them alone, or together with one another, to do and perform any of the following acts, commitments and/or engagements:

A. To make deposits in and withdrawals from all of the checking, savings and/or brokerage accounts which I may have from time to time at any bank, savings and loan association, brokerage firm, or other similar financial institution; to invest in such money market funds, daily interest accounts, commercial paper, certificates of deposit, master notes or other similar investments maintained by any such bank, savings and loan association, brokerage firm or other financial institution as my attorney may determine; and to make, execute, endorse, accept and deliver in my name or in the name of my said attorney all checks, drafts, money orders, deposit and withdrawal slips, written confirmations and any other instruments which may be necessary or proper with respect to any such accounts or investments; to have entry to any safe deposit box of mine by signing any record for such entry, and to deposit in and withdraw from said safe deposit box any property that my attorney may deem appropriate or necessary;

B. To buy, sell, exchange or otherwise purchase or dispose of, either by public auction or by private sale, any and all kinds of real property (whether improved or unimproved), stocks (whether common or preferred), bonds, securities, rights with respect to such securities, mutual fund shares, general or limited partnership interests, or any bonds, bills or securities of the United States or of any state or municipal corporation or private company, and to receive the consideration for the sale thereof, and for me and in my name to execute such sales, deeds, transfers or assignments as shall be necessary to convey good and complete title to any of the aforesaid property to the purchaser or purchasers thereof;

C. To receive the interest, dividends, rents or other income with respect to all securities or real property held, as well as the principal thereof upon the maturity, redemption or sale of such property, and upon receipt of any moneys which shall be paid, to pay or deposit the same in my name, or otherwise, with any bankers, brokers or other agents; to draw out and expend such moneys from time to time and to apply the same for any of the purposes authorized herein, or from time to time to invest the same in such legal or non-legal investments as may in the sole discretion of said attorney seem fit and proper;

D. To borrow from time to time on my behalf such sums of money as my attorney may deem necessary, and upon such terms and conditions as may be deemed appropriate; in order to secure any such loan my said attorney shall have full power and authority to pledge my assets, whether real or personal, and to execute, sign, acknowledge and deliver, in such form as may be required, any promissory note, mortgage, security agreement or any other instrument that may be required to give to the lender the right to resort to my property as security for the repayment of any such loan;

42
58 PAGE
BOOK


E. To make such contracts and incur such legal obligations on my behalf, and to pay and discharge any such legal obligations, as well as to pay all bills, charges, insurance premiums, taxes and any other debts that may be incurred by me or on my behalf, as my attorney may deem proper;

F. To vote at all meetings of stockholders of any company or corporation in which I may now or hereafter own any shares, or at the meetings of any partnership in which I may have any interest, whether as limited partner, general partner, or otherwise, and for that purpose to execute for me and on my behalf such proxies, waivers of notice or other instruments as may be appropriate with respect to the voting of such shares of stock or partnership interests.

G. To demand, sue for, collect and receive all debts and obligations (including but not limited to choses in action, tangible and intangible property and property rights and all demands whatsoever) as are now, or shall hereafter become due, owing, payable, or belonging to me or in which I may in the future acquire an interest, to settle and compromise any such debts or obligations that may be due me, and to endorse in my name any check or note payable to me or my order given in payment of any such debt or obligation; to satisfy any mortgage indebtedness and to take such other steps in connection with any such debt or obligation that my attorney may deem necessary and proper, and in my name to make and deliver all necessary receipts, releases and discharges of any such debt or obligation with the same effect as if such receipts, releases or discharges were executed by me personally;

H. To adjust, compromise, settle or submit to arbitration any claims, debts, demands, accounts or other matters, regardless of whether arising out of contract, tort or otherwise, whether requiring the payment of money or the performing of acts, so far as the same affects any matter now existing or which may hereafter arise between me and any other person, firm or corporation; and I do hereby confer upon my said attorney full power and authority to do any act that may be required for the full and complete settlement of any such claim or other matter herein specified, whether in my favor or adverse to me;

I. To prepare, execute and file on my behalf all necessary federal, state and local tax returns; to confer with all taxing authorities with respect to any claims or demands, and in connection therewith to represent me in person or to employ counsel to represent me before any office of the Internal Revenue Service, or before any person, board, administrative body, or court having jurisdiction over any matter concerning such federal, state, or local taxes, whether income or otherwise, which I may owe or which may be owing to me; and my said attorney shall have full power and authority to make such settlements as may be deemed appropriate, to execute waivers, consents and closing agreements, and to pay any such claims of additional taxes, interest and penalties as are legally owed by me, and to receive all refunds due me from any taxing authorities;

J. To grant, bargain, sell, exchange, convey, or contract to convey, or grant options with respect to the conveyance of, any and all real property, wheresoever located, that I may own at any time, or have any interest therein, whether owned singularly by me or jointly with one or more co-owners, and upon such terms and conditions as to my attorney may seem appropriate, either for cash, or upon credit (including the taking of a purchase-money mortgage) or in exchange for other property, either in whole or in

part; to execute, acknowledge, and deliver in my name any deed, conveyance or other instrument that may be required for the transfer of said property, with such covenants and warranties, if any, that may be appropriate, and to receive on my behalf any money payable to me on closing, whether for the purchase price or adjustment of taxes, insurance premiums, or otherwise; to enter into, renew, cancel, amend, modify, extend, or consent to the assignment or sublease of any lease of real property, and to take possession of, manage, alter, repair or improve any such lands, buildings, tenements and other structures, or parts thereof; to mortgage any such property in such amount, on such conditions, and at such rates of interest as my attorney deems advisable; to request, demand, sue for, collect, accept, recover, and receive all moneys that are or may become due to me as a result of such sale, lease, or conveyance; and to pay any amounts required to be paid by me, whether for taxes, insurance, improvements, repairs, or otherwise.

K. In connection with any of the above powers, or otherwise, to commence, and prosecute on my behalf, or to defend any suits, actions and/or causes of action, or other legal or equitable proceedings for the recovery of any of my lands or for any goods, chattels, debts, duties, demands, causes, or anything whatsoever, due or to become due or belonging to me, or claimed against or from me, and to prosecute, maintain, compromise, defend and/or discontinue the same, as my attorney shall deem proper; and, in connection therewith, to act in my name, place and stead by accepting and receiving service of all process, papers and notices that may be legally issued and served within the State of Alabama;

This power of attorney shall not be affected by my disability, incompetency, or incapacity, and my said attorney may continue to exercise, without limitation, all of the full powers and authority herein conferred, notwithstanding any subsequent disability, incompetency or incapacity of mine. Furthermore, in the event that at any time after the date hereof it becomes necessary or desirable to commence legal proceedings for the appointment of a legal guardian or curator for the management of my property, or for any portion thereof, then I hereby nominate my said attorneys-in-fact, George Pugh Cochran or James Terry Cochran, as such legal guardian or curator if such legal proceedings should result in the appointment of a legal guardian or curator for me or on my behalf. I further direct that the court having jurisdiction of such proceedings shall observe the priority of my nomination as herein expressed, except for good cause shown or other disqualification or inability to serve on the part of the nominee.

This instrument is to be construed and interpreted as a general power of attorney and the enumeration herein of specific items, rights, acts and/or powers is not intended to limit or restrict, and it is not to be construed or interpreted as limiting or restricting, the general powers herein granted to my said attorney-in-fact. Accordingly, I hereby authorize and empower the above-named attorneys-in-fact, or either of them, to do and perform all and every act, deed, matter and thing whatsoever in and about my estate, property and affairs, in my name, place and stead, as fully and to all intents and purposes the same as I might or could have done personally. I do hereby ratify and confirm all of the acts of my said attorneys-in-fact, or either of them, which may be done by virtue of this power of attorney, and I hereby revoke any power of attorney heretofore executed by me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of March, 1983.

WITNESSES:

Wm. W. Boal

Margaret Lightfoot Cochran

Margaret W. Brooke

STATE OF ALABAMA)
JEFFERSON COUNTY)

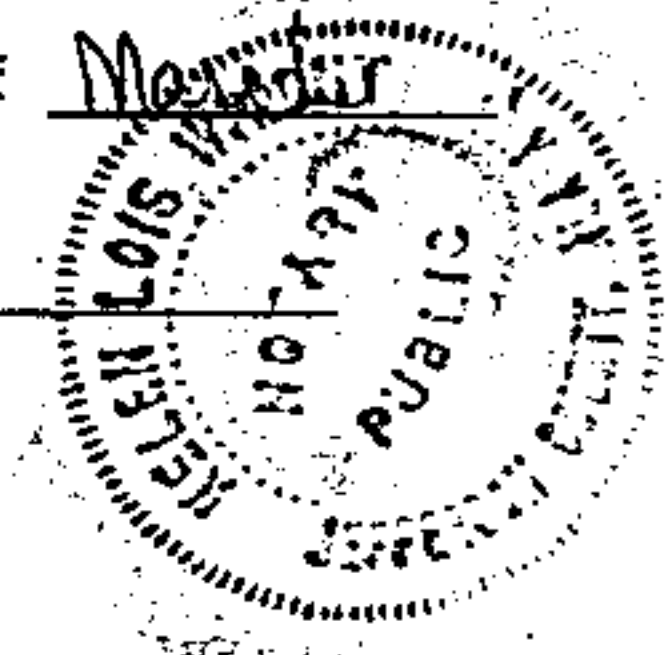
I, Helen S. Wright, a Notary Public in and for said County and State, hereby certify that Margaret Lightfoot Cochran, whose name is signed to the foregoing Power of Attorney and who is known to me, acknowledged before me on this day that, being informed of the contents of said Power of Attorney, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 23rd day of March 1983.

Helen S. Wright
Notary Public

My Commission Expires:

3-17-84



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 AUG -2 PM 4:56

Thomas A. Swanson, Jr.
JUDGE OF PROBATE

Rec 10.00
Jud 1.00
11.00