

1416

DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT I, Carol Linder Morgan, a legal resident of Craven County, North Carolina, do hereby make, constitute and appoint my sister, Marian Linder Bradford, my true and lawful attorney with respect to any and all matters affecting or relating to any and all interests that I own in that certain farm (described on Exhibit A hereto) which is located near Harpersville in Shelby County, Alabama, which farm is owned by me and members of my Linder family and which we operate as "Spring Valley Farm" (the "Farm"); my said attorney to have the power and authority to manage and conduct all my business affairs with respect to the Farm and, for me and in my name and stead, and for my use and benefit, to do and perform all acts affecting my business and property interests in or relating to the Farm, as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present and acting for myself.

The power of my said attorney shall include (without limitation of the aforementioned statement of purpose) the following powers and authority with respect to my business and property interests in or relating to the Farm:

(a) the power to sell, buy, mortgage, lease, invest and reinvest any and all of my interests in the Farm and the proceeds derived from any such activities or dispositions, including the power to make, execute and acknowledge for me and on my behalf and as my said attorney-in-fact, all leases, contracts for use, contracts to sell or of sale, deeds, bills of sale, mortgages and notes relating to the business of the Farm or the renting, sale (in whole or in part), or other partial or total disposition or alienation of my property interests in the Farm, including joinder in any such transactions with other members of my Linder family or other parties in interest;

(b) the power to make, execute and acknowledge any and all other contracts, orders, leases, bills of sale, deeds and other instruments, and to effect the recording of such instruments as are needed to be recorded in public offices, as may be required or convenient in the management of my affairs with respect to the Farm;

(c) the power to receive and receipt for any and all sums of money or payments due or to become due to me; to endorse all checks, promissory notes, drafts and bills of exchange for collection; to deposit in my name in any bank or banks or savings institutions any and all monies collected or received by or for me; to pay any and all bills, accounts, claims and demands now or hereafter payable by me;

(d) to make, settle, litigate or release any claim of any sort on my behalf or in my defense;

(e) to sue any person, firm or corporation for damages for refusal to (i) honor this durable power of attorney and (ii) comply with the directions of my said attorney acting hereunder.

Hughes 4139 Stone River Rd 31 Jan 41 35213

The specifically enumerated powers in paragraphs (a) through (e) above are in aid and exemplification of the special power herein granted with respect to my interests in the Farm and are not in limitation or definition thereof, and I hereby ratify and confirm whatsoever my said attorney shall lawfully do or cause to be done by authority of this instrument.

This Power of Attorney has been granted by me with the expectation that my said attorney will desire to file this instrument for record in the Probate Court of Shelby County, Alabama, and to exhibit certified copies hereof to any persons with whom she deals hereunder. In the event that such is done, any purchaser or other person who deals with my said attorney may conclusively presume that this Power of Attorney has not been revoked unless and until an instrument of revocation has been filed for record in the said Probate Court of Shelby County, Alabama.

This instrument is to be construed and interpreted as a durable power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the power herein granted to my Attorney in Fact.

The rights, powers and authority of my Attorney in Fact herein granted shall commence and be in full force and effect on the date hereof, shall not be affected by disability, incompetency, or incapacity of the principal, Carol Linder Morgan, and such rights, powers and authority shall remain in full force and effect thereafter until I, in writing, revoke such authority.

IN WITNESS WHEREOF, I have signed this Durable Power of Attorney at New Bern, this 17th day of July, 1991.
Witness:

Blair L. Cahoon

Carol Linder Morgan
Carol Linder Morgan

STATE OF

Georgia COUNTY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Carol Linder Morgan, whose name is signed to the foregoing Durable Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Durable Power of Attorney, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 17th day of July, 1991.

Blair L. Cahoon
Notary Public

My Commission Expires: 10/1/92

THIS INSTRUMENT PREPARED BY:
Harold Williams
Balch & Bingham
P. O. Box 306
Birmingham, Alabama 35201

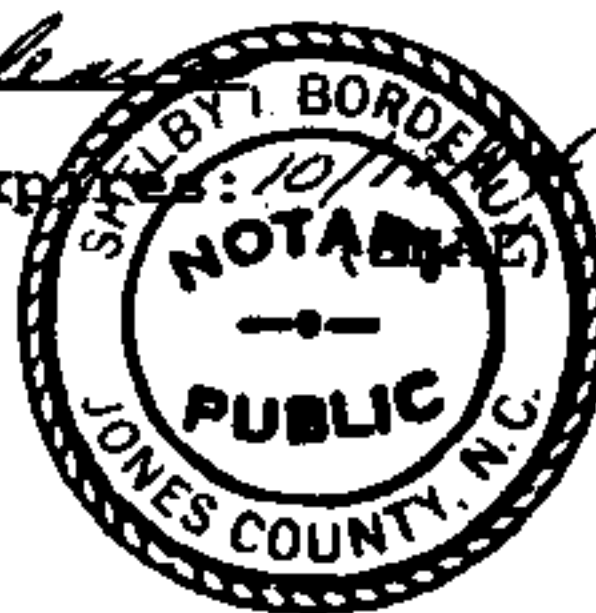


EXHIBIT A TO DURABLE POWER OF ATTORNEY OF CAROL LINDER MORGAN,
CONSISTING OF DESCRIPTION OF LANDS OR PROPERTY LOCATED IN
SHELBY COUNTY, ALABAMA

BEGIN THE PROPERTY DESCRIPTION:

LANDS DESCRIBED AS SECTION 1 OF THE PROPERTY

Parcel 1

The E1/2 of the SE1/4 of Section 18, Township 19 South, Range 2 East, containing 80 acres more or less. (Book 352 Page 316)

Parcel 2

Township 19 South, Range 2 East, the NE 1/4 of the NE 1/4 of Section 19; the NW 1/4 of the NW 1/4 of Section 20; also a parcel of land in the NE 1/4 of the NW 1/4 of Section 20 Township 19 South, Range 2 East described as follows: Commence at the NE corner of the NW 1/4 of the NW 1/4 of Section 20, being the point of beginning; thence run N 88° 40' E a distance of 550' to a point; thence turn an angle to the right and run 1128.30' to a point which is S32° 52' 42" E, 1000' from the point of beginning; thence run N 2° 52' 42" W 1000' to the point of beginning containing 6.31 acres more or less. (Book 102 Page 456)

Parcel 3

Township 19 South, Range 2 East; the SE 1/4 of the NE 1/4 of Section 19; the SW 1/4 of the NW 1/4 of Section 20; also a parcel of land in the SE 1/4 of the NW 1/4 of Section 20 Township 19 South Range 2 East, described as follows: commence at the SE corner of the SW 1/4 of the NW 1/4 of Section 20, being the point of beginning; thence run N 87° 52' 12" E a distance of 376.65', thence run N 2° 52' 42" W a distance of 418.61', thence run S 87° 52' 12" W a distance of 375.65', then run S 2° 52' 42" E a distance of 418.61' to the point of beginning, containing 3.61 acres more or less. (Book 150 Page 523)

Parcel 4

The NE 1/4 of SE 1/4, Section 19 Township 19 South, Range 2 East.

Parcel 5

The NW 1/4 of SW 1/4, Section 20 Township 19 South, Range 2 East.

Parcel 6

The following parcel located in the NE 1/4 of SW 1/4 of Section 20, Township 19 South, Range 2 East:

All land North of Gallups Crossroads in the North half (N 1/2) of the NE 1/4 of the SW 1/4 of Section 20, Township 19 South, Range 2 East, except six (6) acres in East side and except land South of road leading from Gallups Crossroads into NW 1/4 of SW 1/4 of Section 20, Township 19 South, Range 2 East, ten (10) acres, more or less.

Less and except the following:

Commence at the southeast corner of the SW 1/4 of the NW 1/4, Section 20, T19S, R2E being marked by an iron pin; thence N 87 degrees 52 minutes 12 seconds E (MB) along the north boundary of the NW 1/4 of the NE 1/4 of SW 1/4 of said section 20, for a distance of 375.65 feet to the point of beginning (said point of beginning being marked by an iron pin); thence continue N 87 degrees 52 minutes 12 seconds E (MB) along the said north boundary of the NW 1/4 of the NE 1/4 of SW 1/4 for a distance of 538.12 feet to a point; thence turn an angle of 89 degrees 15 minutes 6 seconds to the right and proceed S 2 degrees 52 minutes 42 seconds E (MB) for a distance of 625 feet to a point 60 feet north of the north edge of an old public road; thence turn an angle of 91 degrees 21 minutes to the right and proceed along the line, 60 feet north of a parallel to the said north edge of an old public road, for a distance of 538.18 feet to a point (being marked by an iron pin); thence turn an angle of 88 degrees 39 minutes to the right and proceed N 2 degrees 52 minutes 42 seconds W (MB) for a distance of 621.04 feet to the point of beginning.

Parcel 7

The following described parcel located in the NE 1/4 of SW 1/4 of Section 20, Township 19 South Range 2 East:

Commence at the Southeast corner of the SW 1/4 of NW 1/4, Section 20, T 19S, R 2E being marked by an iron pin; thence 87° 52' 12" E (MB) along the South boundary of the said SW 1/4 of NW 1/4 of

Section 20, T19S, R2E, for a distance of 913.77 feet to a point; thence turn an angle of 89° 15' 06" to the right and proceed in a straight line S 2° 52' 42" E (MB) for a distance of 625.0 feet to the point of beginning of the parcel herein described (being 60 feet from the estimated north edge of an old abandoned public road) thence turn at an angle of 88° 39' to the left and proceed in a straight line 60.0 feet from and parallel to the said estimated north edge of the old public road for a distance of 205.80 feet to a point; thence to an angle of 88° 39' to the right for a distance of 60.0 feet to a point; thence turn an angle of 17° 11' to the left for a distance of 8.03 feet to the point of intersection with the north right of way line of County Highway 62; thence proceed Southwesterly along the said north right of way line of County Highway 62 (being along the outside arc of a 5° 39' curve to the left) for a distance of 60 feet, more or less, to a point marked by an iron pin, thence N 20° 3' 42" W (MB) for a distance of 15.30 feet to a point (iron pin) on the estimated north edge of the said old public road, thence turn an angle of 71° 28' to the left and proceed S 88° 28' 18" W (MB) along the said estimated north edge of the said old public road for a distance of 145.80 feet to a point; thence turn an angle of 88° 39' to the right and proceed for a distance of 60.0 feet to the point of beginning.

It is the intent of Grantor to convey all land he presently owns in the NE 1/4 of the SW 1/4 of Section 20, Township 19 South, Range 2 East, whether correctly described in Parcels 6 and 7 above or not, and this instrument shall be construed to fulfill such intention. (Book 183, pages 592, 593 and 594)

Parcel 8

The SE 1/4 of the SE 1/4 of Section 19, Township 19 South, Range 2 East.

Parcel 9

The SW 1/4 of the SW 1/4 of Section 20, Township 19 South, Range 2 East EXCEPT 5 acres in a square shape in the Southeast corner thereof.

Parcel 10

All that part of the SE 1/4 of the SW 1/4 of Section 20 Township 19 South, Range 2 East, lying west of the Vincent paved road (County Road 62).

Parcel 11

The East half of the Northeast Quarter (E 1/2 of NE 1/4) of Section 30, Township 19 South, Range 2 East.. Book 296, Page 41).

LANDS DESCRIBED AS SECTION II OF THE PROPERTY

Parcel 12

A parcel of land on the West side of the SW 1/4 of NW 1/4 Section 29, Township 19 South, Range 2 East, described as follows: From the Northwest corner of the SW 1/4 of NW 1/4 Section 29 Township 19 South, Range 2 East, run East for a distance of 393.8 feet along Northern boundary line of said 1/4 1/4. Then turn right on an angle of 90 degrees 0 minutes to the Southern boundary of said 1/4 1/4. Thence run West along the Southern Boundary of said 1/4 1/4 for a distance of 393.8 feet. Then turn North along the Western boundary line of said 1/4 1/4 to point of beginning.

Parcel 13

NW 1/4 of SW 1/4 Section 29 Township 19 South, Range 2 East.

Parcel 14

All of that part of the W 1/2 of the SW 1/4 of NW 1/4 Section 29, Township 19, Range 2 East, lying South of Florida Short Route.

Parcel 15

NE 1/4 of SE 1/4 Section 30, Township 19 South, Range 2 East.

Parcel 16

SE 1/4 of SE 1/4 Section 30, Township 19 South, Range 2 East, situated North of Old Harpersville-Westover Road.

END THE PROPERTY DESCRIPTION

91 JUL 22 AM 10:09

1. Total Tax	10.00
2. ...	3.00
3. ...	1.00
4. ...	14.00