

SPECIAL DURABLE POWER OF ATTORNEY

I, Allison Crow Mills, the principal, hereby designate Helen Crow Mills as my attorney-in-fact and agent (subsequently called my Agent) in my name and for my benefit:

1. SPECIAL GRANT OF POWER. To exercise or perform with respect to my rights and interests in the properties hereinafter described (the "Properties") any act, power, duty, right, or obligation whatsoever that I now have or may hereafter acquire, relating to such Properties, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers.

With respect to the Properties described on Exhibit A attached hereto 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:

(a) POWERS OF COLLECTION AND PAYMENT. To forgive, request, demand, sue for, recover, collect, receive, 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, tangible or intangible 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, or my benefit, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;

(b) POWER TO ACQUIRE AND SELL. To acquire, purchase, exchange, grant options to sell, and sell and convey real or personal property,

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tangible or intangible, or interests therein, on such terms and conditions as my Agent shall deem proper; including specifically all interests I may own or acquire in the Properties described on Exhibit A attached hereto and made a part hereof as though fully set forth herein;

- (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 even though the term of the obligation may substantially exceed the term of this Special Durable Power of Attorney;
- (d) **BANKING POWERS.** To make, receive and endorse checks and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other institutions, execute or release such mortgages or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted;
- (e) **BUSINESS INTERESTS.** To conduct or participate in any lawful business of whatever nature for me and in my name, execute partnership agreements and amendments thereto; incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate, or dissolve any business; elect or employ officers, directors and agents; carry out the provisions of any agreements for the sale of any business interest or the stock therein; and exercise voting rights with respect to stock, either in person or by proxy, and exercise stock options.
- (f) **TAX POWERS.** To prepare, sign and file income tax returns or declarations of estimated tax for any year or years related to the Properties; and to prepare, sign, and file any claims for refund of any tax or protests or appeals thereof;

2. INTERPRETATION AND GOVERNING LAW. This instrument is to be construed and interpreted as a Special Durable Power of Attorney. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my agent for the special purposes herein described. 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.

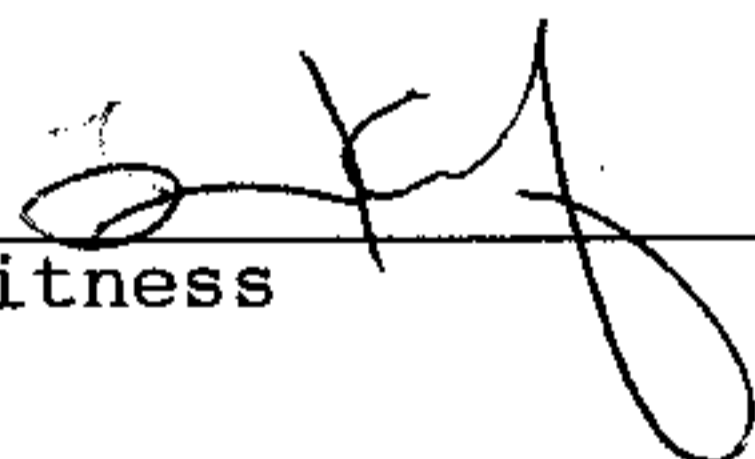
3. THIRD-PARTY RELIANCE. Third parties may rely upon the representations of my agent as to all matters to any power granted to my Agent, and no person who may act in reliance upon the representation of my Agent, or the authority granted to my Agent shall incur any liability to me or my estate as a result of permitting my Agent to exercise any such power.

4. DISABILITY OF PRINCIPAL. This Special Durable Power of Attorney shall not be affected by my subsequent disability or incompetency.

5. TERM OF POWER. This Special Durable Power of Attorney shall expire at midnight on Dec 31, 1993, and thereafter shall be of no force and effect, although all acts taken pursuant to said power shall continue to have the binding effect therein intended without any confirming action on my part.

IN WITNESS WHEREOF, I have executed this Special Durable Power of Attorney on this the 29 day of April, 1993, and I have directed that photographic copies of this power shall have the same force and effect as an original.

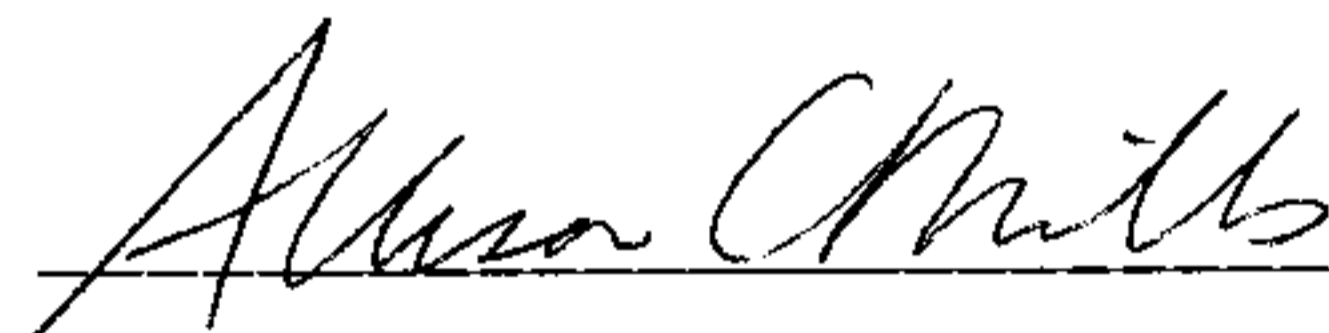
Attested and subscribed in the presence of the principal and subsequent to the principal subscribing same:



Witness



Patti Jones
Witness



Allison Smith
Principal


Allison Cron Smith

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that ALBISON CROW MILLS, 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 this Special Durable Power of Attorney, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 29TH day of April 1993.

Janice J. Kent
NOTARY PUBLIC
My Commission Expires: 8-12-93

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