

STATE OF ALABAMA )

JEFFERSON COUNTY )

REVOCATION OF DURABLE POWER OF ATTORNEY

I, David R. Kelly, do hereby revoke that Durable Power of Attorney heretofore executed by me on the 21st day of March, 1989, (a copy of which is attached hereto as Exhibit A) wherein I appointed Donna N. Kelly as my attorney-in-fact. This revocation, to be filed with the Probate Court of Shelby County, Alabama, shall serve as notice to all persons of such revocation.

Linda J. Cornelius  
-Witness

David R Kelly  
David R. Kelly

Kathy E. Soltes  
Witness

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that David R. Kelly, 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 foregoing instrument, he has executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this 21st day of July, 1995.

Jo Ann Harrell  
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA  
MY COMMISSION EXPIRES  
BONDED THREE THOUSAND DOLLARS

Inst # 1995-20081

07/28/1995-20081  
10:44 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 KCD 21.00

Saddler, Sullivan

Inst # 1995-20081

## DURABLE GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

A. That I, David R. Kelly, residing at 1331 Lake Forest Circle, Shelby County, State of Alabama, have made and appointed and by these presents do hereby make, constitute, appoint and empower my spouse, Donna N. Kelly, as my true and lawful attorney-in-fact for me and in my name, place and stead:

(1) To demand, receive, collect and hold any and all monies, securities, personal property, real property, of any kind or nature whatsoever, owned by, or belonging to me, or in which I may have any interest;

(2) To draw and issue checks on, and make deposits to, my checking account at First Alabama Bank, or at any other bank, savings and loan association or brokerage house and to receive and receipt in my name any money that is due or payable to me and to endorse in my name all checks, vouchers, drafts or money orders made payable to me or to my order; and to deposit to and to make withdrawals from and to surrender for payment my savings accounts, savings certificates, certificates of deposit, money-market certificates, or any other funds which I may have at any savings and loan association, at any bank, or at any brokerage house;

(3) To carry and maintain new or additional checking accounts or savings accounts (including but not limited to certificates of deposit and money-market certificates) for me and in my name in such bank, savings and loan association, and/or brokerage house as my said attorney-in-fact may deem best and to make deposits of money belonging to me or to my order in such accounts and disburse said monies on the signature of my said attorney-in-fact for any purposes in connection with my personal needs, support, maintenance and medical attention in any such amounts and for such purposes and at such times as my said attorney-in-fact may deem best; but no such bank, savings and loan association, or brokerage house shall be obligated to verify or ascertain the nature or purpose of any such disbursement made by said attorney-in-fact from any such checking or savings account;

(4) To deal generally and in all respects and without restriction in my personal property of any nature whatsoever (including but not limited to any securities, stocks, bonds or debentures) in which I have or may have any interest; and to execute for me and in my name such bills of sale, pledges, transfers, assignments, leases, subleases, and sales agreements as deemed appropriate;

(5) To vote my stock in each and every corporation in which I own voting stock;

(6) To exercise general supervision and control over any securities and other personal property of any nature whatsoever owned by or belonging to me and to collect dividends,

David R Kelly  
DAVID R. KELLY

profits, interest or accruals therefrom and thereon, and to sell, transfer, pledge, hypothecate or otherwise dispose of same, all as my said attorney-in-fact may deem best;

(7) To use generally any monies and property belonging to me as my said attorney-in-fact may deem best;

(8) To exercise in all respects full management, control and powers with respect to all my property, whether the same be real, personal or mixed and wherever located, as I myself could do; including, but not limited to, the power to execute for me and in my name, such warranty deeds, grant deeds, quitclaim deeds, other conveyances, contracts of sale, mortgages, mortgage notes, leases and subleases on each parcel of real estate in which I own an interest;

(9) To liquidate any of my assets and to make such investments, or reinvestments, of any monies belonging to me as my attorney-in-fact may deem best;

(10) To demand, claim, receive, sue for, and recover any and all monies or rights of any nature whatsoever and from whatever source derived (including, but not limited to, claims for benefits against the Social Security Administration, Medicare, and any insurance company insuring me for medical, surgical, hospital, disability or other insurance benefits that may now be due to me or which may at any time hereafter become due me), and to give in all respects proper receipts, releases and acquittances therefor; but there shall be no liability on the part of any obligor or debtor making payments to my said attorney-in-fact to see to the application of the proceeds of such payments, collections or remittances;

(11) To arrange for and to contract with, in my name, such physicians, doctors, surgeons, dentists, optometrists, nurses (RNs, LPNs or merely practical nurses), sitters, companions, pharmacies, surgical and prosthetic goods suppliers, hospitals, infirmaries, clinics, nursing homes, convalescent homes or institutions, rooming homes, retirement homes, homes for the elderly, and other organizations or institutions of a similar nature, for furnishing me with general or special care and attention, surgery, dental surgery and care, optometrical attention and needs, pharmaceutical and surgical and prosthetic items, health and convalescent care, which my said attorneys-in-fact deems necessary, desirable or appropriate for my health, comfort and welfare;

(12) (a) To prepare, to sign and to file for me all Federal and State income tax returns, gift-tax returns, ad valorem tax assessments, and all other tax returns; (b) to claim, receive, endorse and collect checks in payment of refunds of taxes, penalties or interest; (c) to execute waivers of restriction on assessments or collections of deficiencies in tax, or waivers of notice of disallowance of claims for credits or refunds; (d) to execute consents to extend the time limit for assessment or collection of tax; (e) to execute closing agreements under IRC Section 7121, and under other related or similar federal and state statutes; (f) to act for me at any conferences, hearing, audit, or appeal in the Internal Revenue Service or in the Alabama (or other state) Department of Revenue, or in the appellate or Review Division of either; (g) to file and conduct suit for me in any Court regarding any claim or controversy regarding taxes assessed against me or collected from me; (h) to act for me and to sign any document for me (in any proceeding,

*David R Kelly*  
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DAVID R. KELLY

case, or controversy) before any federal, state, county, municipal or other governmental body; and (i) to delegate authority or to substitute another representative, attorney or certified public accountant to act for me and in my stead, in connection with any authorization described in this paragraph;

(13) To borrow on or against the cash surrender value of any life insurance policy issued on my life; and to sign or execute such forms as said insurance companies may require for such loans;

(14) To make disbursements of monies belonging to me in such manner, at such times and for such purposes as my said attorney-in-fact may deem desirable or best for the maintenance, upkeep, repair or any other purposes in connection with any real estate or personal property owned by me, and to operate, manage, control and lease, any and all real estate owned by me, and to collect, demand and receive the rents, issues, incomes and profits derived from any such real property, and to exercise in all respects general control and supervision over any real estate belonging to me;

(15) To pay all reasonable bills for attorneys, accountants and others who perform services for me, and/or for my attorney-in-fact while acting under this power of attorney;

(16) To do and perform any and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully and to all intents and purposes as I might or could do if personally present or able, with full power of subscription and revocation, hereby ratifying and confirming all that my said attorney-in-fact may do;

(17) To act on my behalf in all transactions necessary for the purchase of certain issues of United States Treasury bonds which are redeemable at par in payment of Federal Estate Taxes levied upon my estate;

(18) To exercise any disclaimer or disclaimers over any interest that passes to me under my spouse's will or inter vivos trust, or any assets that pass to me from my spouse outside of probate, pursuant to Section 2518 of the Internal Revenue Code, as amended;

B. Gift-giving programs. My attorney-in-fact (or any one of them if there is more than one) is hereby expressly authorized to convey, distribute or pay to or apply for the benefit of those persons designated by me to my attorney-in-fact such sums of money or other property as I have indicated to my attorney-in-fact. Such conveyances, distributions, or payments are to be made in pursuance of any gift-giving program established by me and made known to my attorney-in-fact either orally or in writing. Nothing in this paragraph, however, shall be construed as imposing an obligation on my attorney-in-fact to carry out any gift-giving program established by me if my attorney-in-fact, in the exercise of my attorney-in-fact's sole discretion, and with due consideration for my expressed desire, determines that my attorney-in-fact's exercise of authority under this paragraph is not either in my best interest or the best interest of my estate. My attorney-in-fact may and is hereby authorized to make such gifts, if my attorney-in-fact determines, in my attorney-in-fact's sole discretion, that such gifts are in my best interest or in the best interest of my estate.

  
DAVID R. KELLY

C. I recognize that for a period of time the attorney-in-fact hereunder may be unaware of the termination of this agreement if such termination occurs by operation of law. As a further consideration for the acceptance of my attorney-in-fact of the appointment hereunder, I hereby waive (and bind my heirs, assigns and personal representatives to such waiver) any and all claims which I, my heirs or assigns or personal representatives may have against said attorney-in-fact for any action said attorney-in-fact takes in good faith after any such termination, pursuant to the terms of this agreement or of any instructions given to said attorney-in-fact by me.

D. This general power of attorney is a durable power of attorney as provided for by Alabama Act Number 81-98 which is codified in Section 26-1-2, of the 1975 Code of Alabama, as amended, and shall not be affected by my disability, incompetency, or incapacity, and shall be exercisable notwithstanding my subsequent disability, incompetency or incapacity.

E. Revocation. This Durable Power of Attorney shall remain in full force and effect until my death, unless and until I revoke or terminate same by an appropriate instrument duly executed by me and recorded in the Probate Court of Shelby County, Alabama.

F. I hereby authorize my attorney-in-fact to use photostatic copy, Xerox copy or other machine copies of this executed Durable General Power of Attorney for purposes of presenting a third party with notice of this Durable General Power of Attorney, and of the power of my attorney-in-fact to act hereunder, and any such third party shall be entitled to rely upon the presentation of such a copy.

G. I hereby authorize my attorney-in-fact to certify under oath before a Notary Public to any third party that this Durable General Power of Attorney is valid, that the principal is still alive, that the principal is disabled, incompetent or incapacitated as defined herein, and that this Durable General Power of Attorney has not been revoked, and any such third party shall be entitled to rely upon such a certification to be sworn to by my attorney-in-fact before a Notary Public.

H. 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 general powers herein granted to my said attorney-in-fact.

  
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DAVID R. KELLY

I. Notwithstanding anything in this Durable Power of Attorney to the contrary, if at any time, either before or after the expiration of this Durable Power of Attorney, the person to whom this power is granted has transferred a life insurance policy or policies, or any incidents of ownership thereof, to me individually, or as a fiduciary, or as a trustee of any irrevocable trust, then such person receiving this power shall have no right to the ownership, or to the exercise of any rights to the policy, including the rights to any incidents of ownership thereof.

J. In the event that my spouse, Donna N. Kelly, shall not be able to act as my true and lawful attorney-in-fact, (whether due to death, disability, incompetency, or incapacity), then, in such event I appoint First Alabama Bank, Birmingham, Alabama (and such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name), to succeed my spouse as my true and lawful attorney-in-fact for me and in my name, place and stead.

IN TESTIMONY AND WITNESS WHEREOF I have hereunto set my hand and seal on this 21 day of March, 1989.

David R Kelly  
DAVID R. KELLY

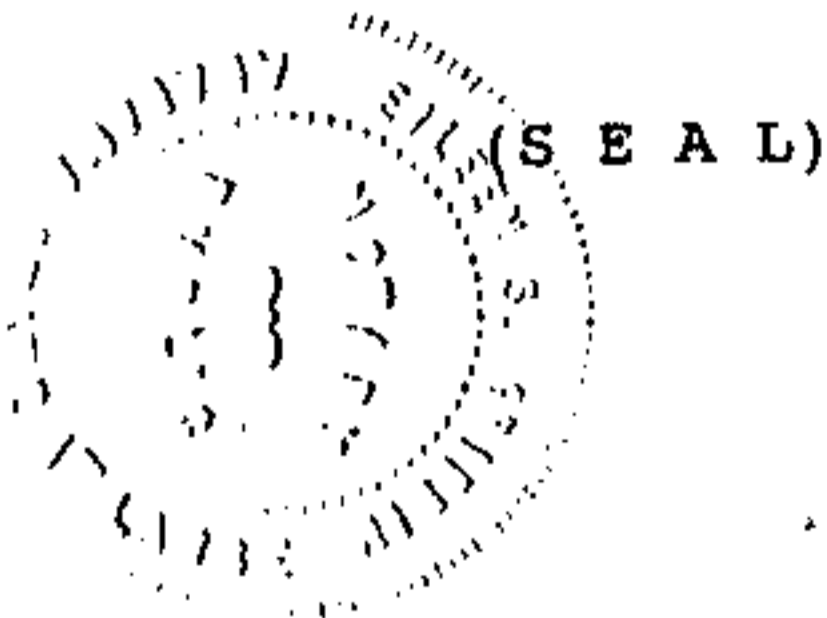
Social Security No: [REDACTED]

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said county and in said state, hereby certify that DAVID R. KELLY, whose name is signed to the foregoing Durable General Power of Attorney instrument and who is known to me, acknowledged before me on this day, that, being informed of the contents of the said Durable General Power of Attorney instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 21<sup>st</sup> day of March, 1989.



Eileen J. Griffin  
NOTARY PUBLIC

My Commission Expires: 8/13/89

Inst # 1995-20081

07/28/1995-20081  
10:44 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 MCD 21.00