

## POWER OF ATTORNEY

I, Elmar Lawaczeck, of Telluride, Colorado, hereby appoint Robert J. Dow (herein called "my attorney"), a sample of whose signature appears below, my true and lawful agent and attorney, for me and in my name to perform any or all of the following acts with reference to any interest from time to time owned by me in property, real or personal, wherever located (herein called "property"), or other matters in which I from time to time may have a personal or financial interest:

To prepare, draw, make, sign, execute, seal, acknowledge, verify, accept, endorse, with or without recourse on me, waive demand, notice and notice of protest, file and deliver on my behalf, any and all checks, notes, drafts, deeds, directions to land trustees, mortgages, leases, powers of sale, contracts, transfers, assignments, proxies, agreements, receipts, releases, release deeds, compositions, agreements, discharges, declarations, certificates, schedules, statements, claims of abatement, refund or credit, protests, requests, (including requests for rulings from proper authorities), applications, waivers, acceptances, consents or waivers, closing agreements, and any other papers, documents or writings or things necessary to complete the closing of the sale of that certain 21 acre parcel attached hereto as Exhibit A.

Also (without prejudice to and in enlargement of the authority above conferred) to execute each and every instrument, undertake each and every obligation, and to take from time to time any and all action of whatsoever nature and with relation to the matters specifically mentioned herein, and to exercise in respect thereto as full and complete power and discretion as I myself might or could do.

The powers and authorities granted herein shall not be affected, impaired or exhausted by any non-exercise thereof or by any one or more exercises thereof. My attorney shall exercise or fail to exercise the powers and authorities granted herein in each case as my attorney, in my attorney's own absolute discretion, deems desirable or appropriate under existing circumstances. I hereby ratify and confirm as good and effectual, at law or in equity, all that my attorney, and any agents and attorneys appointed by my attorney, and their agents, associates and substitutes, may do by

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virtue hereof. However, despite the above provisions, nothing herein shall be construed as imposing a duty on my attorney to act or assume responsibility for any matters referred to above or other matters, even though my attorney may have power or authority hereunder to do so.

If any power or authority hereby sought to be conferred upon my attorney should be invalid or unexercisable for any cause or not recognized by any person or organization dealing with my attorney, the remaining powers and authorities given to my attorney hereunder shall nevertheless continue in full force and effect.

This power of attorney shall remain in full force and effect and shall not be affected by disability, incompetency, or incapacity of the principal, it being my intent that the power granted herein shall continue without interruption until my death unless previously revoked by me or as otherwise provided by law. Any person dealing with my attorney may rely without inquiry upon his certification that this power of attorney has not been revoked.

I expressly agree that all acts done hereunder in good faith by my attorney, prior to the receipt by my attorney or by any party with whom my attorney has dealt pursuant to this power of attorney of actual notice of revocation of this authority, whether by my death or otherwise, shall be binding upon me and upon my heirs and legal representatives.

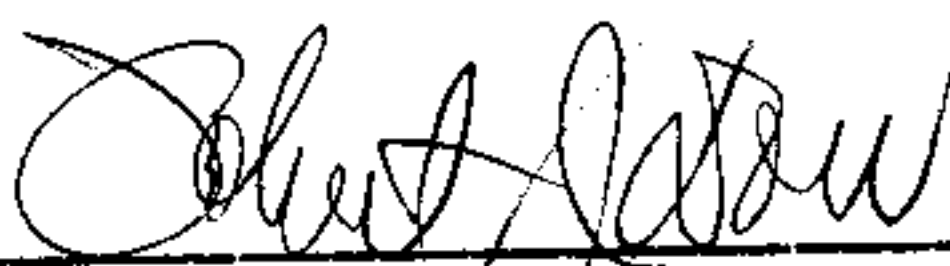
No person relying upon this power of attorney in good faith and without actual notice of revocation of this authority shall incur any liability to me or my estate

as a result of permitting my attorney to exercise any power or discretion on my behalf granted herein, nor shall any person dealing with my attorney be required to see to the application and disposition of any moneys, stocks, bonds, securities or other property paid to or delivered to my attorney, or my attorney's substitute, pursuant to the provisions hereof.

This power of attorney shall be governed by the laws of the State of Alabama and shall be effective from and after the date of execution hereof.

Reproductions of this executed original (with reproduced signatures and the certificate of acknowledgement) shall be deemed to be original counterparts of this power of attorney.

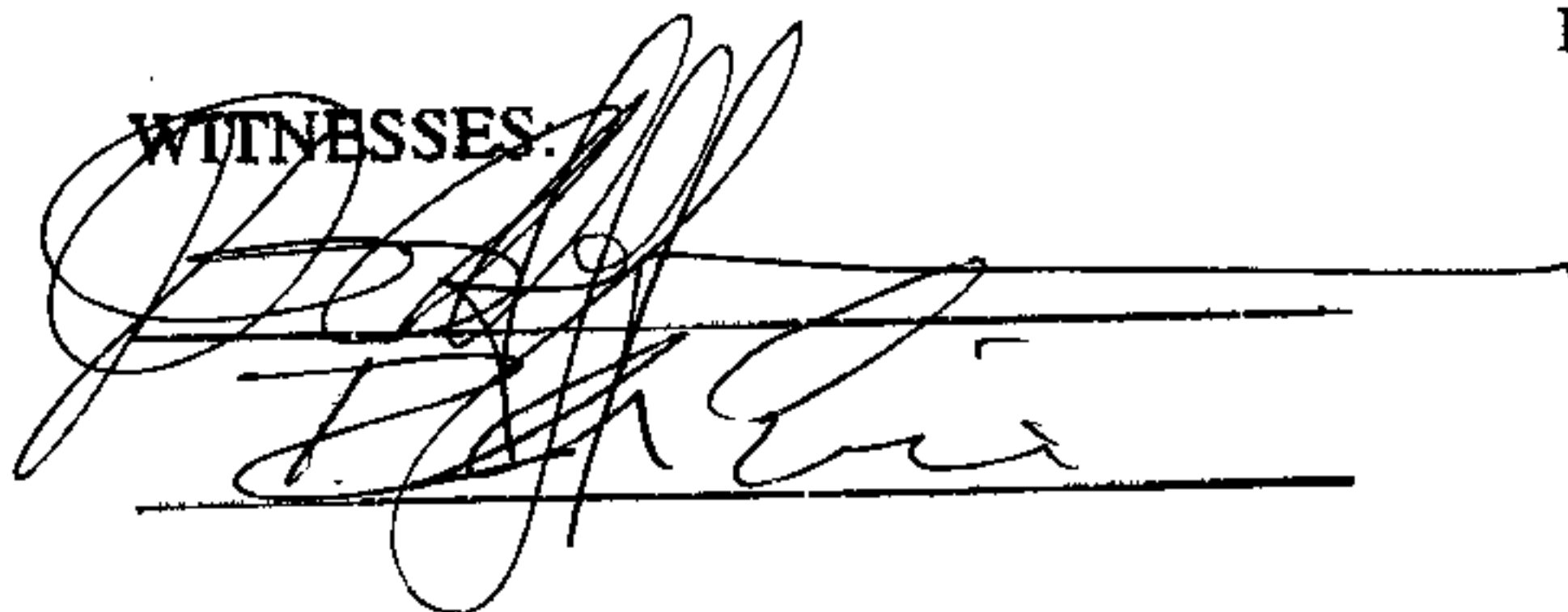
Specimen signature of my attorney:

  
Robert J. Dow

In Witness Whereof, I hereby certify to the genuineness of the signature of my attorney and have signed this power of attorney this 28<sup>th</sup> day of SEPTEMBER, 1995.

  
Elmar Lawaczeck

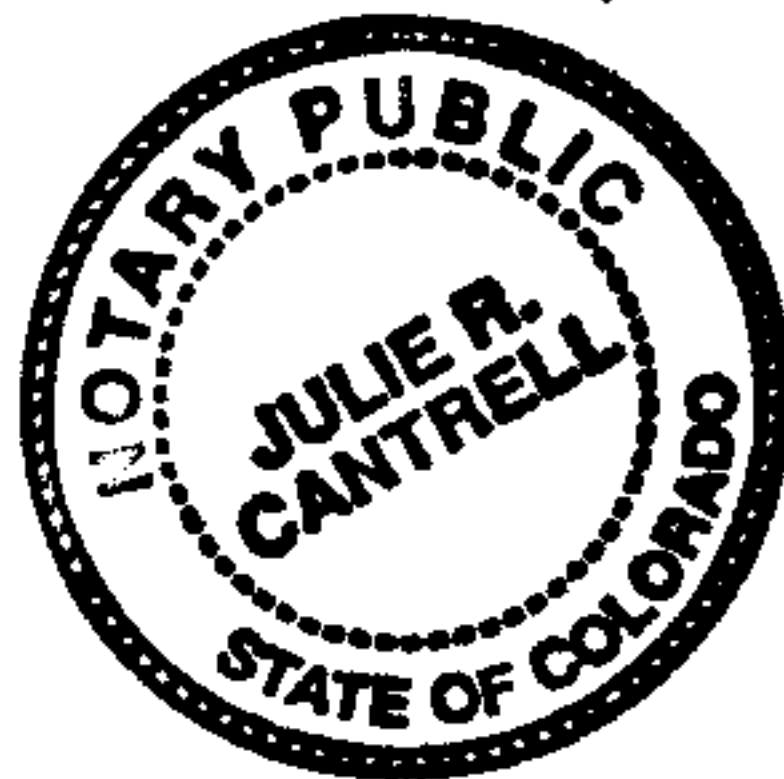
WITNESSES:



STATE OF COLORADO )  
 ) SS  
COUNTY OF SAN MIGUEL )

I, the undersigned, a notary public in and for said County and State,  
hereby certify that Elmar Lawaczeck, 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 the instrument, he executed the same voluntarily on the  
day the same bears date.

Given under my hand this 28th day of September, A.D.  
1995.



Julie R. Cantrell  
Notary Public  
My Commission expires: 11/24/97

This instrument was prepared by:

Jeffrey E. Rowell  
Duke & Campbell, L.L.C.  
1572 Montgomery Highway  
Suite 101  
Birmingham, Alabama 35216



State of Alabama)  
Shelby County)

EXHIBIT A

I, Laurence D. Weygand, Registered Engineer-Land Surveyor, certify that I have surveyed the land shown hereon and described below; that I have consulted the Flood Insurance Rate Map of the City of Alabaster, Alabama, Community Panel Number 010192 0002 B, Effective Date: June 15, 1982, and found that this property is not located in a special flood hazard area, and that the correct description is as follows:

Part of the South 1/2 of the SE 1/4 of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows: From the Northwest corner of the SW 1/4 of the SE 1/4 of said Section 25, run in an Easterly direction along the North line of said SW 1/4 of SE 1/4 for a distance of 1,222.60 feet to an existing iron pin, being in the center of an existing branch, and being the point of beginning; thence continue along last mentioned course for a distance of 388.32 feet to an existing iron pin being on the West right-of-way line of I-65 Highway; thence turn an angle to the right of 86 degrees 24 minutes 57 seconds and run in a Southerly direction along said West right-of-way line of I-65 for a distance of 532.48 feet to an existing right-of-way monument; thence turn an angle to the left of 30 degrees 59 minutes 18 seconds and run in a Southeasterly direction along said West right-of-way line for a distance of 174.90 feet to an existing right-of-way monument; thence turn an angle to the right of 30 degrees 56 minutes 22 seconds and run in a Southerly direction along said West right-of-way line of I-65 for a distance of 173.51 feet to an existing iron pin; thence turn an angle to the right of 51 degrees 55 minutes and run in a southwesterly direction for a distance of 239.32 feet to an existing iron pin being the point of beginning of a curve, said curve being concave in a southeasterly direction and having a central angle of 8 degrees 3 minutes 7 seconds and a radius of 1,942.02 feet; thence turn an angle to the left and run along the arc of said curve for a distance of 272.92 feet to an existing iron pin being the point of ending of said curve; thence turn an angle to the right (49 degrees 48 minutes 13 seconds from the chord of last mentioned curve) and run in a westerly direction for a distance of 262.25 feet to an existing iron pin; thence turn an angle to the left of 90 degrees and run in a southerly direction for a distance of 382.51 feet to an existing iron pin being on the north right-of-way line of Shelby County Highway #68; thence turn an angle to the right of 90 degrees and run in a westerly direction along said north right-of-way line of Shelby County Highway #68 for a distance of 48.08 feet to an existing iron pin being the point of beginning of a curve, said curve being concave in a northerly direction and having a central angle of 1 degree 44 minutes 55 seconds and a radius of 881.99 feet; thence turn an angle to the right and run in a westerly direction along the arc of said curve for a distance of 26.92 feet to an existing iron pin; thence turn an angle to the right (85 degrees 07 minutes 32 seconds from the chord of last mentioned curve) and run in a northerly direction for a distance of 382.82 feet to an existing iron pin being on a curve, said new curve being concave in a northerly direction and having a radius of 499.48 feet and a central angle of 17 degrees 42 minutes 39 seconds; thence turn an angle to the left (78 degrees 03 minutes 20 seconds to the chord) and run in a northwesterly direction along the arc of said curve for a distance of 154.39 feet to an existing iron pin being the point of ending of said curve; thence turn an angle to the right and run in a northwesterly direction along a line tangent to the end of said curve for a distance of 365.17 feet to an existing iron pin; thence turn an angle to the right of 63 degrees 22 minutes 33 seconds and run in a northerly direction for a distance of 314.35 feet to an existing iron pin; thence turn an angle to the right of 91 degrees 48 minutes 04 seconds and run in an easterly direction for a distance of 364.66 feet to an existing iron pin being in the centerline of an existing branch; thence turn an angle to the left and run in a northeasterly direction along said centerline of existing branch for a distance of 731.84 feet, more or less, to the point of beginning. Containing 21.0 acres, more or less.

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