

State of Alabama}
Shelby County }

DURABLE POWER OF ATTORNEY

Article Statement of Intent to Create Durable Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, That I, Joyce M. Thornburg, have made, constituted and appointed, and by these presents do make, constitute and appoint my husband, Dewey E. Thornburg, Jr., as my true and lawful attorney in fact (hereinafter sometimes referred to as my "attorney"), for me from time to time and in my name, place and stead to do any and all acts which I could do if personally present, hereby intending to give to my said attorney the fullest and broadest powers to act for me.

If my husband should fail or cease to serve as my attorney in fact, I constitute and appoint my sister, Judith M. Naugle, as successor attorney in fact. My successor attorney in fact shall have the same rights, powers, duties, responsibilities and exceptions as are herein conferred upon my original attorney in fact.

Article II Powers

It is not my intention by setting out specific powers and authorizations to limit or cut down the broad powers given herein but to clarify and support such gifts of power by expressly giving and granting unto my said attorney full power:

(1) To make, draw, sign, accept, endorse for any purpose, deposit, withdraw, discount, deliver notes, checks, drafts and other instruments for the payment of money, including specifically to my attorney's own credit or account, to examine, receive and

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sign receipts for canceled checks, vouchers, statements of account or of any property in which I may have an interest, and to acknowledge the correctness of any statement of any account; whether owing to or by me or relating to any property held for me;

(2) To ask, demand, sue for, recover, receive, collect and give receipts, releases and discharges for, all sums of money, debts, dues, accounts, dividends on stocks, interest on bonds or mortgages, rents, bequests, legacies, trust monies, tax or other refunds, and other obligations or property which are or shall become due, owing and payable to me;

(3) To institute, prosecute, defend, compromise, settle, arbitrate or otherwise dispose of any and all actions or proceedings, either at law or in equity, including actions for the foreclosure or enforcement otherwise of any mortgage or lease, upon any real or personal property; and to execute and deliver any bonds, undertakings or recognizances that my said attorney may approve in any such or other actions or proceedings, whether the same be given under statutory requirements or otherwise, including such bonds or undertakings as may be necessary or desirable for the purpose of perfecting a compromise of or an appeal from any judgment or decree in any such actions or proceedings; to appear generally or specially in any actions or proceedings which in any way may concern me or my property, or my right, title or interest therein; to compel accountings and filings of inventories; to employ and compensate attorneys to appear for and represent me in any action or proceeding instituted in my behalf or against me; to substitute any other attorney or attorneys and to appoint associate attorneys;

(4) To represent me in any and all proceedings now pending or hereafter arising between me and the Treasury Department of the United States Government or any other Governmental authorities relative to my income, gift, estate or other tax liability for all years, granting unto my said attorney full power in my name and on my behalf to appear before proper officials of the Treasury Department or any other government officials, to adjust, settle, compromise or otherwise dispose of all questions relative to any of the said tax liabilities; to receive copies of my tax returns and any papers, letters or other communications concerning the said tax liabilities; to sign any waivers of the statute of limitations or any other waivers, to sign closing agreements for final determination of tax liability; to prepare, sign and file with any and all governmental authorities tax returns or other returns, protests, appeals and other documents, to execute and file refund claims or any other claims, and to receive, to endorse and collect, checks in settlement of any refund, to execute and file petitions to the Tax Court of the United States and all other papers in connection with such proceedings, to substitute in the place and stead of said

attorneys any other attorney or attorneys and to appoint associate attorneys;

(5) To obtain credit or borrow money in any currency, (including all manner of credits and letters of credit); to renew any loan or extension of credit;

(6) To sell or agree to sell at private or public sale, convey by warranty, quit claim or other kind of deed, grant, transfer, lease and rent for such periods as my attorney may deem proper, though exceeding five years, exchange, pledge, hypothecate, mortgage, lend, possess, occupy, use, insure and make repairs upon any property, real or personal, or any interest in such property, which may now or in the future belong to me, upon such terms and conditions as my attorney may deem best; to erect, tear down or make repairs upon any building;

(7) To buy, or agree to buy or to lease any property, real or personal, or any interest therein, and to execute and deliver a purchase money mortgage as part of the purchase price thereof;

(8) To buy, sell, exchange, pledge, hypothecate, mortgage, endorse for transfer or for any other purpose, register or cause to be registered in the name of any nominee, deliver, assign, transfer and execute all necessary documents of assignment and transfer, dispose of, provide for the safekeeping of, and otherwise deal with any stocks, bonds or other securities or any real or personal property whatsoever;

(9) To buy, sell, transfer or dispose of for present or future delivery American or foreign moneys, credits or exchange, on deposit or otherwise, and all manner of instruments representative thereof, by endorsement or otherwise; to open, maintain, deposit in, operate, withdraw from, close and reopen accounts of every manner and description in American or foreign currencies with any banks, bankers, or trust companies, national banks, savings banks, stock brokers, fiduciaries or other depositories or institutions, American or foreign, wheresoever situate;

(10) To invest and reinvest any funds that may now be in or later come into my said attorney's hands with full discretion in my said attorney to select the investments and reinvestments; and this discretion shall not be limited to those investments and reinvestments of the character authorized by the laws of any state for trust investments; to deposit any stocks, bonds or other securities with any broker and to authorize him to buy, sell, pledge, or exchange any stocks, bonds or other securities on a margin or otherwise; to loan any sum of money with or without interest;

(11) To undertake performance of any and all acts, whether or not otherwise specifically enumerated herein, including the sale of

any property or the borrowing of any funds, which my attorney considers necessary or appropriate in order to purchase United States Treasury Bonds redeemable at par in payment of federal estate taxes; provided, however, that nothing herein shall be construed as requiring my attorney to acquire any such bonds;

(12) To consent to, join in or oppose any condemnation or other proceeding, or any action brought to acquire any of my real or personal property or any interest therein;

(13) To apply for and effect any and all kinds of insurance including, without limitation, fire, burglary, theft and war risk insurance; to pay any and all premiums thereon; to cancel and terminate any insurance and to receive payments in connection therewith;

(14) To execute and deliver agreements, instruments or documents of any kind and for any purpose deemed necessary or proper by my attorney to carry out the acts herein authorized, including agreements for the extension of time for the payment of any sum of money due me;

(15) To have access to and to remove the contents of any and all safe deposit boxes which I now or hereafter may have with any bank, safe deposit company or other organization;

(16) To pay, renew, secure, settle or compromise any debt, claim or other liability due from me; to collect, renew, accept security for, settle, or compromise any debt, claim or other liability due to me;

(17) To attend and vote as my proxy or to authorize any other person or persons to attend and vote as my proxy at any meetings of stockholders or bondholders of any corporation or company, or on any occasion that voting by proxy is permitted; to take part in any stockholders', bondholders', or creditors' reorganization plan, and to give any consents and waivers in connection with such meetings or plan; to consent to or oppose any merger or consolidation of any corporation and company, or any sale or lease of its property or any part thereof; to deposit securities under protective agreements or with protective committees with or without discretion thereby being delegated; to pay all assessments, subscriptions and other sums of money as my attorney may deem expedient for the protection of my interest as holder of any stocks, bonds, or other securities; to exercise any option contained in any stocks, bonds or other securities, for the conversion of the same into any right to subscribe for additional stocks, bonds or other securities, and to make any and all necessary payments therefor;

(18) To irrevocably disclaim, refuse or renounce any part or all of any gift, devise or bequest made to me; and to execute any

and all instruments that are necessary to make a "qualified disclaimer" pursuant to Section 2518 of the Internal Revenue Code of 1986, as amended;

(19) To delegate any or all powers herein granted to a sub-attorney or sub-attorneys and to revoke any such delegations; but notwithstanding any such delegation my attorney shall retain full authority to act alone hereunder;

(20) To transfer any or all of my assets to any trust, whether created before or after the execution of this power of attorney, provided that such trust is solely for my benefit, may be amended or revoked by me (and/or the holder of my power of attorney) at any time, and shall provide that at my death all assets then held in such trust shall be delivered to the personal representative of my estate;

(21) To determine my place of residence from time to time, to pay my ordinary household expenses, to arrange for and pay the costs of medical, dental, nursing, hospital, convalescent and other health care and treatment, including admission to hospitals, nursing homes, rest homes or other care facilities or institutions; to consent to treatment, and to make application for insurance, pension or employee benefits related to such health care and treatment, including, but not limited to, benefits under Social Security, Medicare and Medicaid; to obtain on my behalf copies of medical reports, summaries or other related information concerning me made or taken before or after the date of this instrument, and to execute any written consents on my behalf for the disclosure of such reports, summaries, or related information as may be required under any applicable federal statute, statutes of any state of the United States, or ordinances, rules or requirements of any local government municipality, authority or agency;

(22) To change the beneficiaries on any insurance policies on my life, provided, however, that neither such right and power, nor any other rights and powers, shall be exercisable with respect to any policies of life insurance on the life of my said attorney herein named, which may at any time be owned by me;

(23) To use and apply so much of the income and principal of the assets comprising my estate as may be necessary or desirable, in the sole discretion of said attorney, for the maintenance and support of any person dependent upon me, taking into consideration other income, resources, or financial assistance available to any of them from all other sources. Any provision herein to the contrary notwithstanding, the attorney shall have no power or authority to use or apply the principal to discharge any legal obligation that the attorney may have to support me or any person dependent upon me;

(24) To make nontaxable gifts of any of my assets (a) to any descendant of me, provided however, the power of my attorney to make a nontaxable gift to himself/herself shall be further limited to an amount less than or equal to the greatest amount which, pursuant to Sections 2041 and/or 2514 of the Internal Revenue Code of 1986, as amended, would not be deemed a taxable transfer of property should my said attorney allow such power to lapse and/or (b) to a charity (provided, however, that I have made prior gifts to such charity and in no event shall any gift to such charity hereunder exceed in value the prior gifts). For purposes of this section, nontaxable gifts shall mean any gifts or transfers which are not "taxable gifts" as defined in Section 2503 of the Internal Revenue Code of 1986, as amended. Notwithstanding anything herein to the contrary, any power or authority granted to my attorney herein shall be limited so as to prevent this power of attorney from causing my attorney to be taxed on my income or from causing my assets to be subject to a "general power of appointment" by my attorney as defined in Sections 2041 and 2514 of the Internal Revenue Code of 1986, as amended.

ARTICLE III
AUTHORIZATION TO RELEASE
INFORMATION TO ATTORNEY

Any banks, bankers, trust companies, national banks, savings banks, safe deposit companies, stock brokers, fiduciaries, depositaries or other institutions, persons, firms or corporations may act in reliance hereon and shall be fully protected even though the said attorney, substitute or associate may be dealing with himself or herself, as it is contemplated that such may be the case.

ARTICLE IV
NOMINATION OF ATTORNEY AS
GUARDIAN AND CONSERVATOR

In the event court proceedings for a guardian, conservator, curator or other fiduciary for my person and/or property are commenced hereafter, I hereby nominate my attorney appointed hereunder (including any successor) to serve as guardian, conservator, curator and/or other fiduciary for my person and/or property. This

nomination should be viewed as my expression of nomination for such fiduciary and not as a mandate for such proceedings or as a limitation of any powers granted to my attorney hereunder.

ARTICLE V
REVOCATION AND REMOVAL

I hereby expressly revoke any power of attorney heretofore given covering the authority and powers herein granted, without prejudice, however, to anything lawfully done or caused to be done under any power of attorney heretofore given, and I hereby ratify and confirm all previous acts of my attorney with the same force as if such acts had been done after the execution and delivery of this power of attorney.

I may at any time revoke this power of attorney, but it shall be deemed to be in full force and effect as to all persons, institutions and organizations which shall act in reliance thereon prior to the receipt of written revocation thereof signed by me and prior to receipt of actual notice of my death.

ARTICLE VI
GOVERNING LAW

This power of attorney shall be governed by the laws of the State of Alabama.

ARTICLE VII
COUNTERPART ORIGINALS

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.

Article VIII
Durability Provision

This power of attorney expressly shall not be revoked by my disability,
incompetency or incapacity.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd
day of Feb, 1996.

Joyce M. Thornburg
Joyce M. Thornburg

STATE OF ALABAMA]
SHELBY COUNTY }

I, the undersigned authority, a Notary Public in and for said County and State,
hereby certify that Joyce M. Thornburg, whose name is signed to the foregoing Power of
Attorney, and who is known to me personally appeared before me this day and
acknowledged before me on this day that, being informed of the contents of the Power of
Attorney, he executed the same voluntarily on the day the same bears date.

Witness my hand and official seal, this the 23rd day of Feb, 1996.

Quelcy M. Farris
Notary Public

My commission expires 8/23/98

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