

STATE OF ALABAMA)
COUNTY OF MOBILE)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, ALBERT L. PARDUE, a resident of Mobile County, do hereby make, constitute and appoint my spouse, MARIE M. PARDUE, my true and lawful Attorney-In-Fact for me and in my name, place and stead to do any and all of the following:

1. To demand, have, receive, sue for, collect, recover and hold any and all monies, notes, stocks, bonds, certificates of deposit or other securities, any real or personal property, or any other rights or claims of any nature now or hereafter belonging or due to me; and to give in all respects proper receipts, releases and acquittances therefor, with no liability on the part of the person delivering property or the obligor making payment to my said attorney to see to the application of the property or the proceeds of any such payment or collections;

2. To deal generally, in all respects and without restrictions, with any property of any nature whatsoever in which I may have any interest, including, without limitation, the right to exercise as full management, control and power in respect to any such property as I myself could do;

3. To carry bank accounts for me and in my name and in such bank as my said attorney may deem best and to make deposits of money belonging to me in such accounts;

4. To disburse any monies belonging to me on her signature, or to use any of my property if necessary, for any purpose in connection with my health, support and comfort in such manner as I have become accustomed to, best interests, welfare and medical attention and, if necessary, for MARIE M. PARDUE, my spouse; and for the maintenance, upkeep, repair of any real or personal property owned by me and/or my spouse, or occupied by me and/or my spouse, all in such manner and in such amounts, and at such time or

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times as my said attorney in her sole unrestricted discretion and judgment may deem best;

5. To operate, manage, control and lease (including for oil, gas and mineral purposes) any and all real estate owned by me and to collect, demand and receive the rents, issues, income and profits derived therefrom, and to exercise in all respects general control and supervision over any real estate belonging to me;

6. To exercise general supervision and control over any saving accounts, checking accounts, stocks, notes, bonds, certificates of deposit or other securities and other personal property of any nature whatsoever belonging to me; and to collect dividends, profits, interest or accruals therefrom and thereon, and to make sale and disposition of same, all as my said attorney in his sole and unrestricted discretion and judgment deems best;

7. To borrow money for me and in my name and to mortgage, hypothecate, pledge or otherwise to encumber any and all property or assets of mine as security for any loan or obligation of mine, whether created by me or by my said attorney.

8. To liquidate any assets of mine and to make investments of any money for me as my said attorney in his sole unrestricted judgment and discretion may deem best;

9. To vote any stock to which I now or at any time hereafter may have the power of vote; and to consent in my name to reorganizations and mergers and to the exchange of securities for one securities;

10. To execute, seal, acknowledge and deliver any and all contracts, deeds, mortgages, leases, notes or other instruments whatsoever;

11. To retain legal counsel on my behalf to appear for me in all actions and proceedings to which I may be a party in the courts or before administrative boards, offices or agencies of any State of the United States or of any jurisdiction; to commence actions and proceedings in my

name, to sign and verify in my name all complaints, petitions, answers and other pleadings of every description;

12. To represent me, or retain legal counsel or certified public accountants to represent me, in all income tax and estate tax matters and inheritance tax matters before all officers of the Internal Revenue Service of the United States or of the equivalent services of any State; to make and verify income tax returns, claims for refunds, requests for extension of time and consents in my name with respect to income and estate matters;

13. To sign generally or endorse or negotiate checks, drafts or other orders for payment of money in my name whether for the purposes stated earlier herein or otherwise; and

14. To make gifts to or for the benefit of my children, Albert L. Pardue, Jr., Richard M. Pardue and Stephen C. Pardue, and/or to or for the benefit of any one or more of my grandchildren in money or in property (real, personal or mixed), to execute any and all necessary documents to make such gifts and to consent to the splitting of gifts under Section 2513 of the Internal Revenue Code and any successor sections thereto and/or similar provisions of any statute or local gift tax laws; provided that my attorney-in-fact shall not make any gifts or consent to the splitting of gifts that are not excluded from gift tax by my federal gift tax annual exclusion (unless my spouse has agreed to consent to "gift splitting" under such Section 2513, in which case such gifts shall not exceed the amount that may be excluded from the federal gift tax annual exclusions available to my spouse and me) and this annual right shall be non-cumulative and shall lapse at the end of such calendar year;

hereby giving and granting to my said attorney full power and authority to do and perform all and every act and thing whatsoever requisite in and about the premises and in and about the management of my affairs without limitation to those matters specifically enumerated herein, as fully to all intents

and purposes as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my said attorney may do in the premises.

The exercise or non-exercise of the rights, powers and authorities of my attorney-in-fact shall be conclusive on all persons. No person paying money or delivering property to my attorney-in-fact shall be required or privileged to see to its application. The certificate of my attorney-in-fact that she is acting in compliance with this instrument shall fully protect all persons dealing with my attorney-in-fact.

In the event my said attorney-in-fact should die or be unable to act because of disability, incompetency or incapacity, then I make, constitute and appoint my son, Albert L. Pardue, Jr., my true and lawful attorney-in-fact, to have the same rights, powers and authorities granted to the said Marie M. Pardue herein; and I do hereby ratify and confirm all that he may do in the premises.

This Power of Attorney shall become effective only upon my disability, incompetency, or incapacity and the rights, powers and authority of my said attorney-in-fact herein granted shall commence and be in full force and effect from the date of my disability, incompetency or incapacity, and such rights, power and authority shall remain in full force and effect thereafter so long as I remain disabled, incompetent or incapacitated or until my death, unless sooner revoked by me in writing. Except as herein provided, this Power of Attorney shall not be affected by my disability, incompetency, or incapacity and shall continue in full force and effect even if I be disabled, incompetent or incapacitated, all to the full extent as now or hereafter permitted under the laws of the State of Alabama, or any other State in which my said attorney-in-fact may exercise any right, power and authority hereunder.

For the purposes hereof, my disability, incompetency or incapacity or the fact that I no longer remain disabled, incompetent or incapacitated, shall be established by the

certificate of such fact by Dr. Walker Stewart, of Mobile, Alabama, or by any two other doctors duly licensed to practice medicine, each of whom has had adequate opportunity to examine me and evaluate my condition; and the disability, incompetency or incapacity of my attorney-in-fact, Marie M. Pardue, shall be established by certification of such fact by any two doctors duly licensed to practice medicine in the State in which she is resident, each of whom has had adequate opportunity to examine her and evaluate her condition.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 3 day of JANUARY, 1992.

Albert L. Pardue (SEAL)
ALBERT L. PARDUE

STATE OF ALABAMA)

COUNTY OF MOBILE)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Albert L. Pardue, 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 3rd day of January, 1992.

John Ross Wilbitt
NOTARY PUBLIC, MOBILE COUNTY, ALABAMA

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