

STATE OF ALABAMA)
SHELBY COUNTY)

SPECIFIC

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That I, GAIL WHATLEY, of 2933 Berkeley Drive, Birmingham, AL, Jefferson County, Alabama, do hereby constitute and appoint ROY W. LEDBETTER as my true and lawful attorney-in-fact to act for me and in my name, place and stead with respect to the sale of the following described real property:

See attached Exhibit A.

situated in Shelby County, Alabama, for me and in my name, place and stead, by full covenant and warranty deed, to grant, bargain, sell and convey my interest in the premises heretofore described, for such price and on such terms of deferred payment or otherwise, with or without the taking back of a purchase money mortgage as to my said attorney-in-fact seems proper and to receive the proceeds of any such sale; to grant, bargain, sell and convey any of my right, title and interest in said premises or any part thereof; to enter into any contract or contracts for the sale of said premises on such terms as my said attorney-in-fact shall in his discretion elect; to execute, acknowledge and deliver in my name any deed or instrument of conveyance that may be required for the transfer thereof of my interest therein; to attend the closing on my behalf and sign any and all documents necessary for the sale of said real property; and to sign, seal, acknowledge and deliver all leases of the above described property or any part or parts thereof to such persons and upon such conveyances, conditions and provisions as to my said attorney-in-fact shall seem proper, and to receive and collect all rent and all other amounts due me as security for the faithful performance of such leases, and all rents that may thereafter become due and payable to me, and in my name to sign, give and deliver receipts for such payments.

GIVING AND GRANTING unto my said attorney-in-fact full power and authority to do and perform every act necessary, requisite, or proper to be done in order to complete, or, at the discretion of my said attorney-in-fact, to delay and/or postpone the closing, as fully 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-in-fact shall lawfully do or cause to be done by virtue hereof. My lawful attorney-in-fact as appointed herein is authorized to exercise the hereinabove granted powers as to any, all, or any part of the above described tract of real property.

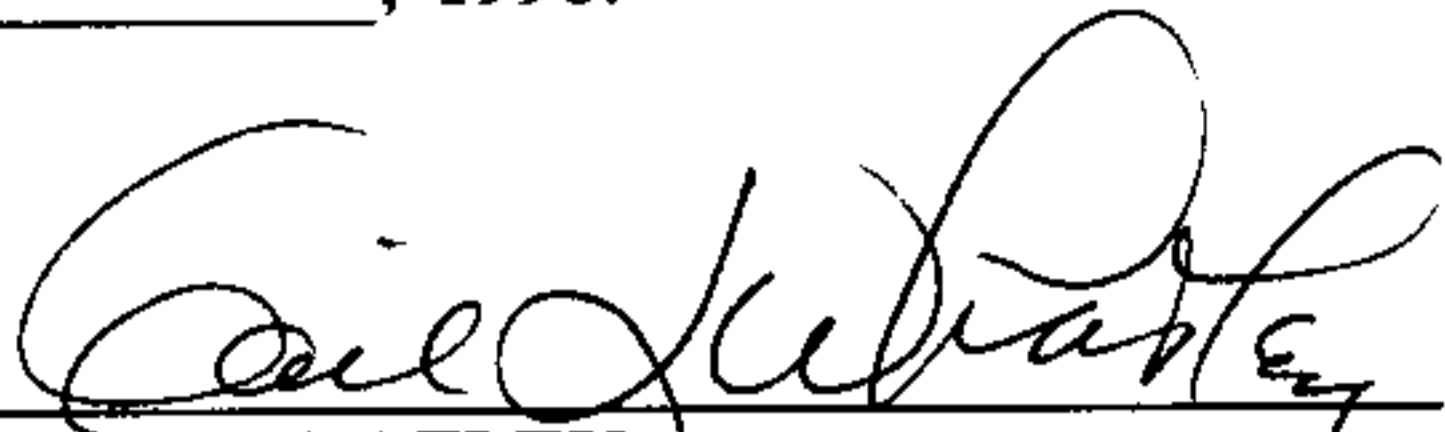
I further authorize the said attorney-in-fact to perform all acts necessary for the negotiation of said sale and all other acts necessary for the execution of the within power.

Inst # 1996-26658

08/16/1996-26658
11:31 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 17.00

This power of attorney shall not be affected by disability, incompetency, or incapacity of the principal, and shall be construed as a durable power of attorney under Ala. Code §26-1-2 (1975).

IN WITNESS WHEREOF, I, the said GAIL WHATLEY, have hereunto set my hand and seal this 1st day of July, 1996.

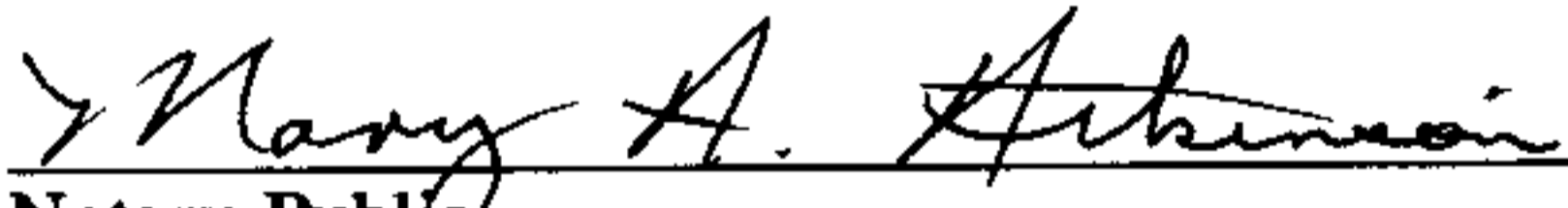


GAIL WHATLEY, (SEAL)
Principal

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that GAIL WHATLEY, whose name is signed to the foregoing Specific Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1st day of July, 1996.



Notary Public
My commission expires: 3-29-98

(SEAL)

This instrument prepared by:
Richard W. Theibert
Najjar Denaburg, P.C.
2125 Morris Avenue
Birmingham, Alabama 35203

EXHIBIT A

Parcel I:

The S 1/2 of SE 1/4 and the SE 1/4 of SW 1/4, in Section 33, Township 17 South, Range 1 East.

Parcel II:

The SE 1/4 of NW 1/4; the S 1/2 of NE 1/4; the SE 1/4, less a strip 251.78 feet in width evenly off South side of SW 1/4 of SE 1/4; the SW 1/4, in Section 34, Township 17 South, Range 1 East less and except the following: (i) that part lying South of the North line of the plat of Isbell Estates; (ii) that part lying South of the North right of way line of Shelby County Highway 474; (iii) that part sold to Dewey and Sarah Isbell as described in Deed Book 272, Page 919, in Probate Office of Shelby County, Alabama and (iv) that part sold to William E. Alexander as described in Deed Book 242, Page 197, in the Probate Office of Shelby County, Alabama.

Parcel III:

The NW 1/4; and the W 1/2 of NE 1/4, in Section 2, Township 18 South, Range 1 East, Shelby County, Alabama.

Parcel IV:

The NE 1/4 of NE 1/4; and a parcel in SE 1/4 of NE 1/4 described as: Begin at NE corner of 1/4-1/4; thence run West 550 feet; thence left 90 degrees 300 feet; thence left 30 degrees 370 feet; thence left 34 degrees 397 feet to the East line of forty; thence left 117 degrees 50 minutes along forty line to the point of beginning. All in Section 3, Township 18 South, Range 1 East, Shelby County, Alabama.

Parcel V:

The SW 1/4 of NW 1/4; that part of the N 1/2 of the NW 1/4 lying South and West of Shelby County Highways 101 and 41, and the SW 1/4 of SW 1/4, all in Section 35, Township 17 South, Range 1 East, Shelby County, Alabama.

SAID PARCELS I - V BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Beginning at the Southeast corner of Section 33, go North 88°54'24" West along the South boundary of said Section 33 for 3990.09 feet to an existing iron pin and the Southwest corner of the Southeast 1/4 of the Southwest 1/4 of said Section 33; thence North 00°09'38" East along the West boundary of said 1/4-1/4 Section for 1278.86 feet to an existing iron pin and the Northwest corner of the Southeast 1/4 of the Southwest 1/4 of said Section 33; thence South 88°43'37" East along the North boundary of the Southeast 1/4 of the Southwest 1/4 and the North boundary of the South 1/2 of the Southeast 1/4 of said Section 33 for 3999.62 feet to an existing iron pin and the Southwest corner of the Northwest 1/4 of the Southwest 1/4 of said Section 34; thence North 00°33'38" East along the West boundary of said 1/4-1/4 Section for 1320.82 feet to an existing iron pin and the Northwest corner of said 1/4-1/4 Section; thence South 89°25'27" East along the North boundary of said 1/4-1/4 Section for 1319.15 feet to an existing iron pin and the Southwest corner of the Southeast 1/4 of the Northwest 1/4 of said Section 34; thence North 00°28'27" East for 1319.51 feet along the West boundary of said 1/4-1/4 Section to an existing iron pin and the Northwest corner of said 1/4-1/4 Section; thence South 89°31'48" East along the North boundary of the Southeast 1/4 of the Northwest 1/4, the North boundary of the Southwest 1/4 of the Northeast 1/4 and the North boundary of the Southeast 1/4 of the Northeast 1/4 of said Section 34 for 3977.76 feet to an existing iron pin and the Southwest corner of the Northwest 1/4 of the Northwest 1/4 of said Section 35; thence North 00°00'53" West along the West boundary of said 1/4-1/4 Section for 995.42 feet to an existing iron pin on the South boundary of Shelby County Highway No. 101; thence North 82°31'34" East along the South boundary of said Highway No. 101 for 591.65 feet to an existing concrete monument and the beginning of a curve to the right, said curve having a Central Angle of 23°54'22" and a radius of 1869.86 feet; thence Easterly along said curve for 780.18 feet to an existing concrete monument and the Point of

Tangent; thence South 73°31'10" East along the South boundary of said Highway No. 101 for 238.92 feet to an existing concrete monument and the beginning of a curve to the right, said curve having a Central Angle of 64°05'50" and a radius of 676.20 feet; thence Southeasterly along said curve for 756.47 feet to an existing concrete monument and the Point of Tangent; thence South 09°23'59" East along the West boundary of Highway No. 41 for 403.37 feet to the South boundary of the Northeast 1/4 of the Northwest 1/4 of said Section 35; thence South 88°04'16" West along the South boundary of said 1/4-1/4 Section for 787.71 feet to an existing iron pin and the Northeast corner of the Southwest 1/4 of the Northwest 1/4 of said Section 35; thence South 00°04'47" West along the East boundary of said 1/4-1/4 Section for 1300.96 feet to an existing iron pin and the Southeast corner of said 1/4-1/4 Section; thence North 89°39'14" West along the South boundary of said 1/4-1/4 Section for 1341.31 feet to an existing iron pin and the Northeast corner of the Northeast 1/4 of the Southeast 1/4 of said Section 34; thence South 00°00'50" West along the East boundary of said 1/4-1/4 Section for 1317.45 feet to the Northwest corner of the Southwest 1/4 of the Southwest 1/4 of said Section 35, said point being an existing railroad spike in Highway No. 41; thence South 89°00'16" East along the North boundary of said 1/4-1/4 Section for 1333.60 feet to an existing iron pin and the Northeast corner of said 1/4-1/4 Section; thence South 00°05'02" West along the East boundary of said 1/4-1/4 Section for 1316.58 feet to an existing iron pin and the Northwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 2; thence South 89°09'28" East along the North boundary of the Northeast 1/4 of the Northwest 1/4 and the North boundary of the West 1/2 of the Northeast 1/4 of said Section 2 for 2645.48 feet to an existing iron pin and the Northeast corner of the West 1/2 of the Northeast 1/4 of said Section 2; thence South 00°19'10" East along the East boundary of the West 1/2 of the Northeast 1/4 of said Section 2 for 2639.03 feet to an existing iron pin and the Southeast corner of the West 1/2 of the Northeast 1/4 of said Section 2; thence South 89°31'48" West along the South boundary of the West 1/2 of the Northeast 1/4 of said Section 2 for 1301.98 feet to an existing iron pin and the Southeast corner of the Northwest 1/4 of said Section 2; thence North 88°48'27" West along the South boundary of the Northwest 1/4 of said Section 2 for 2660.62 feet to an existing iron pin and the Southwest corner of the Northwest 1/4 of said Section 2; thence North 00°38'52" West along the West boundary of said 1/4 Section for 552.57 feet; thence North 62°53'00" West along an existing fence for 397.00 feet; thence North 34°43'00" West along an existing fence for 370.00 feet; thence North 01°02'00" East along an existing fence for 300.00 feet to the South boundary of the Northeast 1/4 of the Northeast 1/4 of said Section 3; thence North 88°58'00" West along the South boundary of said 1/4-1/4 Section for 785.77 feet to an existing iron pin and the Southwest corner of the Northeast 1/4 of the Northeast 1/4 of said Section 3; thence North 00°34'23" West along the West boundary of said 1/4-1/4 Section for 1324.02 feet to an existing iron pin and the Southwest corner of the Southeast 1/4 of the Southeast 1/4 of said Section 34; thence North 00°41'06" West along the West boundary of said 1/4-1/4 Section for 251.04 feet to an existing iron pin; thence North 89°01'32" West for 1327.03 feet to an existing iron pin on the East boundary of the Southeast 1/4 of the Southwest 1/4 of said Section 34; thence South 01°51'23" West along the East boundary of said 1/4-1/4 Section for 99.65 feet; thence South 85°41'02" West for 880.56 feet to an existing iron pin; thence South 18°52'18" West for 26.24 feet to the North boundary of Shelby County Highway No. 474; thence two (2) courses along the North boundary of said Highway No. 474 as follows: go North 83°03'26" West for 183.26 feet; thence South 86°24'46" West for 270.14 feet; thence North 16°50'47" West for 310.87 feet to a point on a curve to the right on the South boundary of Shelby County Highway No. 41, said curve having a Central Angle of 16°57'37" and a radius of 1105.92 feet; thence Northeasterly along said curve for 327.37 feet to the Point of Tangent; thence North 32°37'00" West for 80.00 feet to the beginning of a curve to the left on the North boundary of Shelby County Highway No. 41, said curve having a Central Angle of 06°41'26" and a radius of 1185.92 feet; thence Southwesterly along said curve for 138.48 feet to the East boundary of the Southwest 1/4 of the Southwest 1/4 of said Section 34; thence North 00°08'08" East along the East boundary of said 1/4-1/4 Section for 293.56 feet to an existing iron pin; thence North 89°21'00" West for 150.00 feet to an existing iron pin; thence South 00°08'08" West for 433.17 feet to a point on a curve to the left on the North boundary of Shelby County Highway No. 41 said curve having a Central Angle of 08°23'52" and a radius of 1185.92 feet; thence Southwesterly along said curve for 173.82 feet to the Point of Tangent; thence South 33°40'00" West along the North boundary of said Highway No. 41 for 79.20 feet to the beginning of a curve to the right, said curve having a Central Angle of 05°13'26" and a radius of 2251.83 feet; thence Southwesterly along said curve for 205.31 feet to an existing fence; thence South 89°16'18" West along said fence for 913.49 feet to the Point of Beginning.

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