

STATE OF ALABAMA)

SHELBY COUNTY)

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that we, Peter J. and Noel J. Leithart, resident citizens of the State of Alabama, having entered into a real estate contract for the sale of certain real property located in Shelby County, Alabama, and being desirous of completing said sale transaction with reference to said property, said real property which is located in Shelby County, Alabama, and being more specifically described as:

1235 Bennett Drive, Alabaster, AL 35007

And with the advance knowledge that we will be outside of the State of Alabama at the time said real estate transaction is to take place; and being desirous of authorizing someone to act in my stead and on my behalf, to close out said real estate transaction, do hereby nominate, constitute and appoint Gilbert F. Douglas, III, a resident citizen of Jefferson County, Alabama, as our true and lawful Attorney-in-Fact to act in our stead and on our behalf, to participate in and conduct all of our affairs concerning the sale of the above-referenced real estate on our behalf and in our name. For these purposes, I do hereby give to the said Gilbert F. Douglas, III, the full power and authority to act in our name and on our behalf, by doing any and all acts or actions of whatever nature we could do ourselves if we were present in person and performing said acts, including, but not being limited to, the signing of contracts, agreements, affidavits, Closing statements, deeds, and/or any other documents requiring our signatures which relate to the sale transaction of the above-described real property, and which is convenient or necessary for the consummation of said real estate sale transaction.

The transaction is contemplated to be completed within the next sixty (60) days, but the duration of this power of attorney shall be for one hundred and eighty (180) days from the

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date hereof, or until revoked in writing by us, which writing must be properly recorded in Shelby County, Alabama, and making reference to the above-referenced real property.

We do hereby ratify and confirm all acts and actions which our said Attorney-in-Fact shall lawfully do by virtue of this power of attorney, and we do agree to be bound by the same. We do authorize and acknowledge that minor changes in these terms may be necessary and our said Attorney-in-Fact shall have full authority and power to agree to the same on our behalf.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of JULY, 1996.


PETER J. LEITHART

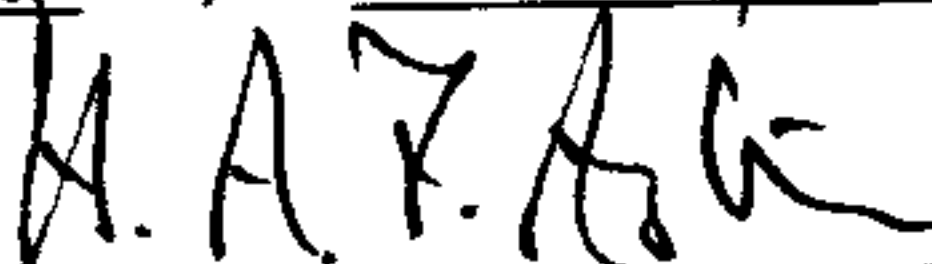

NOEL J. LEITHART

ACKNOWLEDGMENT FOR INDIVIDUAL

CITY
STATE OF CAMBRIDGE)
COUNTY OF CAMBRIDGE, ENGLAND)

I, the undersigned authority, a Notary Public in and for said CITY OF CAMBRIDGE, hereby certify that Peter J. and Noel J. Leithart, whose names are signed to the foregoing conveyance, and who are known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, they executed the same voluntarily on the day the same bears date.

Given under my hand this 26th day of July, 1996.



NOTARY PUBLIC

My Commission Expires:

Inst # 1996-28526

when I shall
cease to practise

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