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DJD

STATE OF ALABAMA)

JEFFERSON COUNTY)

DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, that I, GILDA SHIRLEY, the undersigned, of the District of Columbia, do hereby make, constitute and appoint BERRY SHIRLEY, of Pelham, Shelby County, Alabama, as my true and lawful attorney in fact, for me in my name, place and stead, and on my behalf and for my use and benefit.

To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business, property, real or personal, tangible or intangible, or whatsoever.

This power of attorney is specifically given and limited to authority to execute all such legal documents as may be necessary to accomplish a transaction with respect to real estate in Shelby County, Alabama, in the City of Helena, and the transfer of such property to Powhatan Properties, LLC and the execution of such releases as may be necessary to settle pending lawsuits with the Resolution Trust Corporation or its successor the FDIC with respect to such properties.

To make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of

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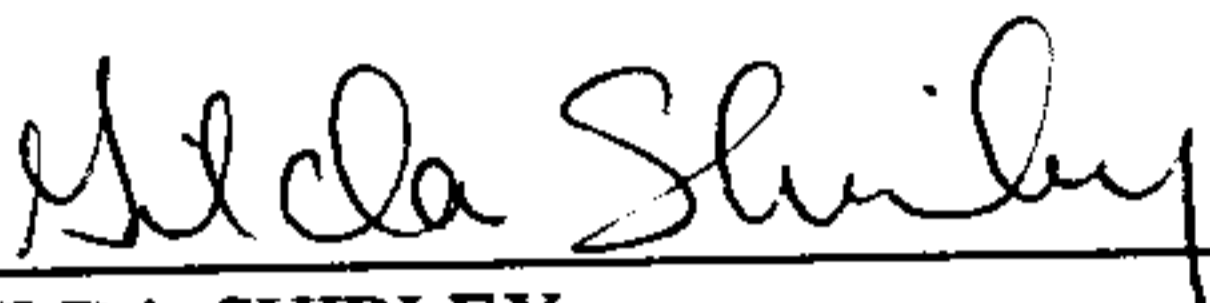
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exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal, receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan associations, credit unions, or other financial institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing or whatever kind or nature as may be necessary or proper in the exercise of the rights and powers herein granted;

I grant to my said attorney in fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my said attorney in fact, or their substitute, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This Power of Attorney has been granted by me with the expectation that my attorney in fact may desire to file this instrument for record in the Probate Office of Jefferson County, Alabama or in any other appropriate recording office in the United States or in any other country, and to exhibit certified copies hereof to any person with whom they deal hereunder. In the event that such is done, any purchaser or other person who deals with my said attorney in fact may conclusively presume that this Power of Attorney has not been revoked unless and until an instrument of revocation has been filed for record in said recording office where this document has been filed.


IN WITNESS WHEREOF, as Principal, I have signed this Durable Power of Attorney in Birmingham, Alabama, this ____ day of August, 1996, and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.


GILDA SHIRLEY

~~STATE OF ALABAMA~~)
District of Columbia)
~~JEFFERSON COUNTY~~)

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

Given under my hand and seal this 14th day of August, 1996.


NOTARY PUBLIC

Brandon L. DuBois
Notary Public District of Columbia
My Commission Expires June 14, 2000

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