

STATE OF ALABAMA)

JEFFERSON COUNTY)

POWER OF ATTORNEY

I, the undersigned, **JOHN F. DYAR, JR.**, do hereby constitute and appoint my father, **JOHN F. DYAR**, as my attorney-in-fact for me and in my name, stead and behalf, to take charge of, manage, control and operate all of my estate, properties, and businesses, real and personal, at any time belonging to me or in which I may be interested, whether now owned or hereafter acquired, and wherever the same may be situated, in whatsoever manner my said attorney-in-fact may, in fact, consider advisable, and to act generally and specifically as my attorney-in-fact or agent in all matters in which I may now be, or hereafter become interested or concerned, and in my name and behalf to execute all such legal instruments in writing, including leases of interests in real property, conveyances and exchanges thereof and do all such acts and things as fully and effectually in all respects, and to all of the same intents and purposes, as I myself could do by my own hand, or in my own person, if present and acting.

Without in any manner intending to limit the full general powers hereinabove contained which shall not be abridged hereby, I specifically empower my said attorney to do and perform any of the following specific acts: To receive all dividends, interest, proceeds of sale, distributions and other moneys from any property, stocks, bonds, insurance policies, insurance contracts, or insurance settlement agreements now or hereafter belonging to me or that may accrue to or be owing to me from any source; to pay for all repairs, insurance, taxes, commissions, fees, salaries, wages and other expenses that they may deem necessary or desirable to be paid in relation to any such properties or to the maintenance of my apartment or to my maintenance and support; to institute, carry on and defend, at law or in equity, in any and all courts, any and all actions or proceedings touching any property in which I may have a direct or beneficial interest; to compromise any claims which I may have against other parties or which may arise against me; to give receipts for any moneys, security for moneys, debts, settlements or anything whatsoever owing to me and to satisfy and discharge of record any lien now or hereafter standing in my name or securing any obligation owing to me; to deposit such funds in any bank to my credit, and to withdraw the same as they may think fit; to make any investments and purchases for me in any property or business they may deem advisable regardless of whether the same may be a legal investment under the laws of any state; to incur indebtedness in my name and execute any evidence thereof and give security therefor by pledge or otherwise; to vote at any meetings of the holders of any stock or securities of any company or companies, and otherwise to act as my proxy or representative in respect of any shares of

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capital stock or bonded indebtedness or other interest therein now held or which may hereafter be acquired by me therein or with respect to any partnership, trust or estate in which I may have any beneficial interest; to give any notices and exercise any options in my name; to lease to, or from, others, and to sell, exchange or convey any real or personal property or any interest therein, upon such terms and conditions and for such lengths of time as they may deem advisable, even though the same may extend beyond my life; to endorse for transfer or redemption, in my name and on my behalf, any certificate of stock, promissory note, bond or other security or paper evidencing any interest in a corporation or property; to exercise any power or authority conferred on me as a beneficiary of any insurance policy, insurance contract, or settlement agreement with any insurance company and, for the purpose of the aforesaid powers, or any of them, to execute, guarantee, endorse and deliver in my behalf all checks, notes, contracts, transfers, assignments, leases, releases, deeds, mortgages and other legal instruments in writing, whether with or without covenants of warranty, and whether with or without seal, of whatsoever nature my said attorney may deem advisable. I also empower my said attorney to prepare, execute and file all income or other tax returns, declarations, protests, claims for refund, and other documents and papers pertaining to income and other taxes imposed by the United States, the State of Alabama, and any other authority for all taxable years after the date of this document and for taxable years five (5) years preceding the date of this document, or any taxable period thereafter or earlier which they may deem advisable, and I do hereby ratify any and all acts heretofore made or performed concerning the preparation, execution and filing of any such federal or state income tax returns, declarations, claims and other documents.

I do hereby, for myself, my heirs, and personal representatives ratify and confirm whatsoever my said attorney shall do by virtue of these presents. The powers herein conferred shall remain in full force and effect until actual notice to the contrary comes to any person with whom such attorney may deal. Any person dealing hereunder with my said attorney respecting any matters may rely conclusively, and shall be fully protected in relying upon any certificate or representation made by said attorney, at the time of such dealing, and stating that, so far as it is known to the person making such certificate or representation, this Power of Attorney is then in full force and effect.

It is my intention to create a durable Power of Attorney that shall not be affected by disability, incompetency or incapacity of me.

I hereby nominate my attorney named herein as the guardian, curator, or other fiduciary for consideration by a court of competent jurisdiction if proceedings to appoint a fiduciary are

hereafter commenced.

I also nominate my attorney named herein as my trustee to serve as my trustee with the full powers and authorities granted herein in the event of my disability, incompetency or incapacity.

IN WITNESS WHEREOF, I have signed my name to this instrument, under my seal, on this the fifth day of ~~July~~ August, 1996.

John F. Dyar Jr. (L.S.)
JOHN F. DYAR, JR.

WITNESSES:

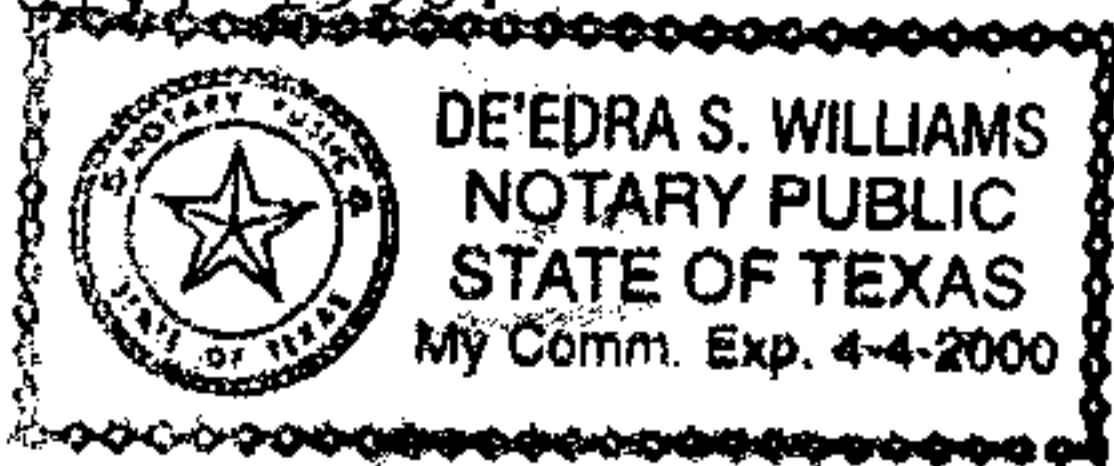
STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that JOHN F. DYAR, JR., whose name is signed to the foregoing Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Power of Attorney, he caused the same to be executed on the day the same bears date.

Given under my hand and official seal this the 5 day of

Aug. July, 1996.



[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

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