

SPECIAL DURABLE POWER OF ATTORNEY

I, Vivian C. Faircloth of 43 N. Pine Street, City of Middletown, County of Dauphin, State of Pennsylvania, do hereby appoint W. Jerome Newman of 3313 Sandhurst Road, City of Birmingham, County of Jefferson, State of Alabama, as my lawful attorney-in-fact, for me in my name, place, and stead, and for my use and benefit:

To purchase the real property located at 5009 Little Turtle Drive, City of Birmingham, County of Shelby, State of Alabama, more particularly described as follows:

Lot 11, Block 13, according to the Survey of Broken Bow South, as recorded in Map Book 11 page 82 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama

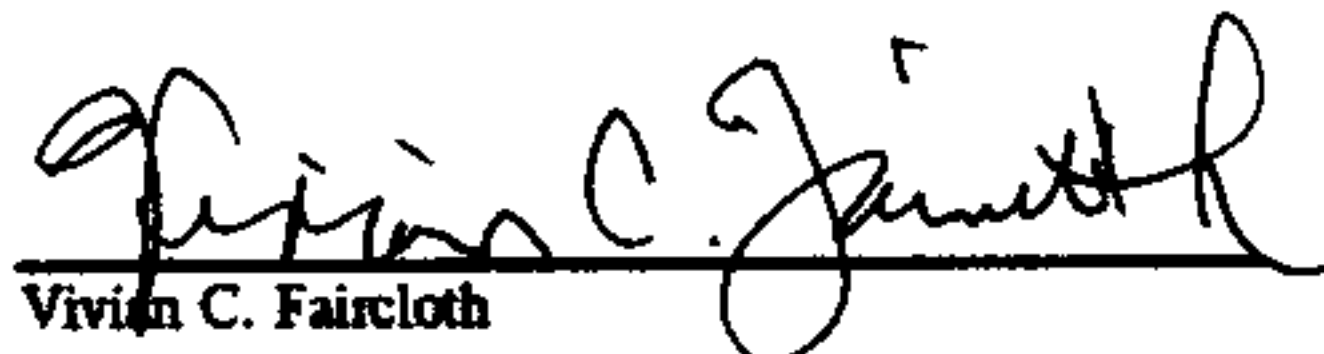
for such price and on such terms and conditions as he shall deem proper, including the execution of any and all documents necessary to complete the loan in the amount of \$142,400.00 with Regions Mortgage, Inc., such but not limited to notes, mortgages, statements required by the Federal Truth-in-Lending law, FHA or VA Forms, disclosure statements, RESPA forms, FNMA 1099, loan modification agreements for the purpose of increasing the interest charged on any loans being assumed, and any and all other documents appropriate to complete the closing of the purchase of the above described property.

To enter into any contract or contracts for the purchase of said premises, or any part thereof, with such persons and on such terms as he shall, in his discretion, elect and to execute, acknowledge, and deliver that may be required for acquisition of said property or any part thereof or of any interest therein.

GIVING AND GRANTING, unto said attorney full power and authority to do and perform all and every act, deed, matter, and thing whatsoever in and about my estate, property, and affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present, the above specially enumerated powers being in aid and exemplification of the full, complete, and general power herein granted, and not in limitation or definition thereof; and hereby ratifying all that my said attorney shall lawfully do or cause to be done by virtue of these presents.

And I hereby declare that any act or thing lawfully done hereunder by my said attorney shall be bringing on myself, and my heirs, legal and personal representatives, and assigns; whether the same shall have been done before or after my death, or other revocation of this instrument, unless and until reliable intelligence or notice thereof shall have been actually received by my attorney. Further, this power of attorney shall not be affected by disability, incompetency, or incapacity of the principal it being my intention this document constitutes a special durable power of attorney.

IN WITNESS WHEREOF, I have hereto set my hand and seal this the 12th day of June, 1997.


Vivian C. Faircloth

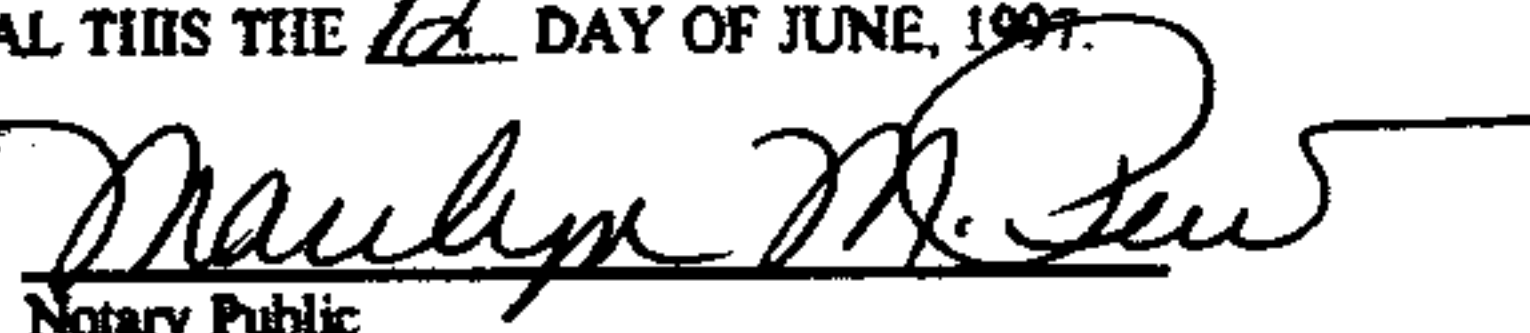
State of Pennsylvania)

County of LANCASTER

I, the undersigned, in and for said County in said State, hereby certify that Vivian C. Faircloth, whose name is signed to the foregoing Special Durable Power of Attorney and who is known to me, acknowledged before me on this day that, being informed of the contents of the Special Durable Power of Attorney, she executed the same voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS THE 12th DAY OF JUNE, 1997.

NOTARIAL SEAL
MARILYN M. PEW, Notary Public
Manheim Twp., Lancaster Co., PA
My Commission Expires Oct 16, 2000


Notary Public
My commission expires:

1997-18911
Inst

06/17/1997-18911
09:27 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 HCB 8.50