

(STATE OF ALABAMA)

(JEFFERSON COUNTY)

GENERAL DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That I, MARY B. McCULLOUGH, a resident of the State of Alabama having social security number 421-01-2819, hereby revoking any powers of attorney heretofore created by me, have made, constituted and appointed, and by these presents do make, constitute and appoint LYNN D. WILLIAMS my true and lawful Attorney and Agent (hereinafter called "Agent"), for me and in my name, place and stead, and for my behalf and benefit: A.

GENERAL GRANT OF POWER: To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Agent shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted;

1. Powers of Collection and Payment: To forgive, request, demand, sue for, recover, collect, receive, and hold all such sums of money, debts, dues, commercial papers, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all real and personal property, intangible and tangible property and property rights and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to, me or in which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;

2. Power to Acquire and Sell: To acquire, purchase, exchange and grant options to sell, mortgage, pledge, lease, sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my Agent shall deem proper, with full authority to sign, endorse, execute and deliver any sales agreement, deed, bill of sale and all other instruments or documents pertaining to the sale of any of my real or personal property; and to enter into bonds, contracts, mortgages and deeds connected therewith;

3. Management Powers: To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereafter acquire in my name and for my benefit, upon such terms and conditions as my Agent shall deem proper;

4. Banking Powers: To make, receive and endorse checks and drafts, deposits and withdraw funds, acquire and redeem certificates of deposit, in

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banks, savings and loan associations and other institutions, execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted;

5. Motor Vehicles: To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, truck, van, motorcycle or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment;

6. Tax Powers: To prepare, sign and file income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any years or years; to consent to any gift and to utilize any gift-splitting provisions or other tax election; and to prepare, sign and file any claims for refund of any tax;

7. Safe Deposits Boxes: To have access at any time or times to any safe deposits box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposits box, and any institution in which any such safe deposits box may be located shall not incur any liability to me or my estate as a result of permitting Agent to exercise this power;

8. Power to Change Beneficiaries on Any Insurance Policies on My Life: To change the beneficiaries on any insurance policies on my life, provided, however, that neither such right and power, nor any other rights and powers, shall be exercisable with respect to any policies of life insurance on the life of my said Agent herein named, which may at any time be owned by me;

9. Power to Hold Property and Make Investment: The power to hold or acquire any property or securities, without being bound by any provision of law restricting investments by trustees, where such course is, in the said Agent's opinion, for my best interest;

10. Delegation of Authority: I grant to my Agent the right and power to delegate the management powers hereinabove granted over all or any part of my assets to any bank or trust company having at such time total capital and surplus of not less than One Hundred Million and No/100 Dollars (\$100,000,000.00), and to enter into any management or agency agreements with the said bank or trust company retaining thereto, with the right on the part of my Agent named herein to revoke and cancel any such agreement at any time upon not more than ninety (90) days' written notice to said bank or trust company;

11. Disclaimer of Interest: I direct that my Agent shall determine the effect of any inheritances or gifts to me upon my estate and my financial security, and any other circumstances which may have a bearing upon the projected federal estate tax due at my death, determine whether it is in the best interest of my estate to disclaim in whole or in part such inheritances or gifts. My Agent shall not be liable to anyone for its decision to make or not make a disclaimer, where the Agent has exercised good faith and ordinary diligence in the making of such decision.

12. Maintenance and Support: I further direct my Agent named herein to use and apply so much of the income and principal of the assets comprising my estate as may be necessary or desirable, in the sole discretion of my Agent, for my maintenance and support, and for the support and maintenance of any person dependent upon me, taking into consideration other income, resources, or financial assistance available to any of them from all other sources.

B. THIRD PARTY RELIANCE: Third parties may rely upon the representations of my Agent as to all matters relating to any power granted to my Agent, and no person who may act in reliance upon the representations of my Agent or the authority granted to my Agent shall incur any liability to me or my estate as a result of permitting my Agent to exercise any power.

C. NOMINATION OF GUARDIAN OR CURATOR: In the event court proceedings are hereafter commenced to appoint a guardian, curator or other fiduciary to take charge of, manage and conserve my property, I hereby nominate and appoint my Agent herein named as my guardian, curator, or other fiduciary.

D. INTERPRETATION AND GOVERNING LAW/EFFECTIVENESS: This instrument is to be construed and interpreted as a general durable power of attorney effective as of the date of the execution of this instrument and shall not be affected by my disability, incompetency or incapacity. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my Agent. This instrument is executed and delivered in the State of Alabama, and the laws of the State of Alabama shall govern all questions as to the validity of this power and the construction of its provisions.

E. SUBSTITUTE AGENT: If Lynn D. Williams is unable to act as my Agent due to death, incapacity or resignation, I appoint Mary Woodman, as my attorney in fact and Agent to have all of the powers herein enumerated as if named as the original Agent.

F. USE OF PHOTOCOPIES: I hereby authorize the use of photocopies of this General Durable Power of Attorney, in lieu of the original or a signed counterpart executed by me, for purposes of effectuating the terms and provisions hereof.

IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney, which shall not be affected by my disability, incapacity or incompetence, in five (5) counterparts on this 17th day of May, 1996.

Mary B. McCullough
MARY B. McCULLOUGH (PRINCIPAL)

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that MARY B. MC CULLOUGH, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, the said MARY B. MC CULLOUGH executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 17th day of May, 1996.

Alan L. Lopp
Notary Public
My Commission

Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Aug. 28, 1996.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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