

STATE OF ALABAMA)
SHELBY COUNTY)

DURABLE GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Warren McCormick Andrews, of the aforesaid State, residing in the County of Shelby and being over the age of nineteen years, do hereby make, constitute and appoint Lynn Hobbie Andrews my true and lawful attorney-in-fact, but if Lynn Hobbie Andrews should at any time die, decline to serve, cease to serve, or be disqualified from serving as my attorney-in-fact, then I appoint Mary Elizabeth-Lee Andrews Lawley my true and lawful attorney-in-fact, for me and in my name, place and stead to:

1. Ask, demand, sue for, collect and receive all sums of money, dividends, interest, payments on account of debts and legacies and all property now due or which may hereafter become due and owing to me, and give good and valid receipts and discharges for such payments; to compromise and settle all claims that now are, or hereafter shall be, pending in my behalf or against me; to sell, assign and transfer stocks and bonds and securities standing in my name or belonging to me; to buy and sell securities of all kinds in my name and for my account and at such prices as shall seem good to my attorney-in-fact; to sign, execute, acknowledge, and deliver in my name all transfers and assignments of securities; to buy U.S. Government bonds which are redeemable at face value in discharge of my federal estate tax liability (i.e., "flower" bonds); to borrow money and to pledge securities for such loans if in the judgment of my said attorney-in-fact such action should be necessary; to consent in my name to reorganization and mergers, and to the exchange of securities for new securities;

2. To manage real property, to sell, convey and mortgage realty, and to foreclose mortgages and to take title to property in my name if my attorney-in-fact thinks proper, to execute, acknowledge and deliver deeds of real property, mortgages, releases, satisfactions and other instruments relating to realty which my attorney-in-fact considers necessary; to acquire, purchase, exchange, grant options to sell, assign, sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my attorney-in-fact shall deem proper; to place and effect insurance on any said property; to accept, settle, compromise, liquidate, disclaim, or renounce my interest in any said property or in any gift or inheritance, in whole or in part, in any manner and to any extent allowed by law;

3. To do business with banks, and particularly to endorse all checks and drafts made payable to my order and collect the proceeds; to sign in my name checks on all accounts standing in my name, to withdraw funds from said accounts, to close said accounts, to open accounts in my name or in my attorney-in-fact's name as my attorney-in-fact; to enter and have access to at any time any safe deposit box rented by me, to remove all or any part of the contents thereof, to surrender my safe deposit box, and any institution in which the safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my attorney-in-fact to exercise this power;

4. To operate, in whole or in part, or to participate in the operation of any business or business interest at any time belonging to me and to do any and all things which my attorney-in-fact deems appropriate thereto and which I might do as absolute owner and holder of a business or business interest, including, but without being limited thereto, the right to invest additional capital therein; to join with others in a partnership or joint venture; to incorporate a business; to change the nature of a business or its form of organization, or enlarge or diminish the scope of its activity, or dissolve or liquidate it, or to participate in such incorporation, change, dissolution or liquidation;

5. To make gifts to any person or charitable organization, including gifts to my said attorney-in-fact, on my behalf and from any assets of mine and to exercise all powers necessary or appropriate, including without limitation those specifically granted herein, in the making of such gifts; provided, however, that the total fair market value of any of my property given by my attorney-in-fact to my attorney-in-fact pursuant to this power shall be limited to amounts that will not constitute a taxable gift for purposes of the Federal gift tax laws as then in effect and will not result in the inclusion of my property not given to my attorney-in-fact in the gross estate of my attorney-in-fact;

6. To make contracts with respect to my care and upkeep or the care and upkeep of any dependent of mine, including but not limited to contracts for hospital, nursing home or institutional care and the employment of nurses, physicians or any other persons whose services may be needed for such care and upkeep; and to do and to perform any and every act or thing whatsoever requisite or necessary to be done for my upkeep, care and maintenance; to make such payments and expenditures as may be necessary in connection with any of the foregoing matters or with the administration of my affairs;

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7. To retain counsel on my behalf, to appear for me in all actions and proceedings to which I may be party in the courts of any state in the United States, or in the United States courts, to commence actions and proceedings in my name if necessary, to sign and verify in my name all complaints, petitions, answers and other pleadings of every description; to represent me in all tax matters, whether income, gift, or otherwise, before all representatives of the Internal Revenue Service, or its counterpart in any state of the United States, to make and verify all tax returns, claims for refund, requests for extension of time, and consents in my name, to execute petitions to the Tax Court of the United States and to cause me to be represented in such proceedings; hereby giving to my said attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever necessary to be done in the premises, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my said attorney-in-fact may do pursuant to this power;

8. To retain accountants, investment counsel, legal counsel, appraisers and other experts on my behalf, including the power to employ any person, firm, or corporate institution to perform any act or to do anything which my attorney-in-fact deems to be in my best interest including the power to appoint any other person as the substitute of my attorney-in-fact to do any act, or exercise any power which my attorney-in-fact could do or exercise hereunder, and to pay therefor and terminate these employments;

9. To create and execute on my behalf any trust for my benefit or the benefit of others, as permitted by Alabama Code section 35-4-255, or any subsequent statute of similar import, or corresponding law of any other jurisdiction; to transfer to, and convey all, or any part of, my right, title and interest in any property owned by me to the then-acting trustee of any trust in which I have a present beneficial interest; to direct distributions from any said trust for my benefit or for the benefit of others in the same manner and to the same extent as I might or could do if personally present, and to amend, terminate or revoke any revocable trust to which I may be a party;

10. In respect to any policy of insurance on my health including any hospitalization, medical, major medical, dental or other health insurance or social security benefits, and in respect to any policy of insurance on my life, to exercise any privilege, or option which I may have thereunder or pertaining thereto, excluding, however, the right to change the beneficiary, the right to change the method of payment of the insurance proceeds, and the right to make a cash surrender of the policy as distinguished from a surrender of the policy for loan, conversion or other purposes as provided therein; and

11. To provide or arrange for the provision of all medical health care necessary for my comfort and well-being; to arrange for my admission or placement in appropriate hospitals, clinics, nursing homes, domiciliary facilities or other institutions that my attorney-in-fact in its sole discretion may deem advisable; and to consult with and give instructions to any health care provider regarding medical and health care treatment for me in the absence of my ability to so consult and give instructions.

If court proceedings are commenced after the execution of this power of attorney to appoint a guardian, conservator, or other fiduciary to take charge of my person or to manage and conserve any of my property, I nominate and appoint my attorney-in-fact as my guardian, conservator, or other such fiduciary, who will serve without bond unless otherwise required by a court of competent jurisdiction.

THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY THE DISABILITY, INCOMPETENCY OR INCAPACITY OF THE PRINCIPAL.

THIS DURABLE POWER OF ATTORNEY REVOKES AND SUPERSEDES ANY LIKE POWER OF ATTORNEY HERETOFORE GRANTED BY ME TO ANY PERSON.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 11 day of February, 1998.


 (S.)
 WARREN McCORMICK ANDREWS
 Social Security No. 416-40-8971

WITNESSES:



STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said State of Alabama at Large, do hereby certify that Warren McCormick Andrews, whose name is signed to the foregoing Durable General Power of Attorney, and who is known to me, acknowledged before me, on this day, that being informed of the contents of said instrument, he executed the same voluntarily, on the day the same bears date.

GIVEN under my hand and official seal this 11 day of February, 1998.

Alan Stephens
Notary Public, State at Large
My Commission Expires:
12-10-2000

(Notarial Seal)

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