

11/10/1998-44655  
01:45 PM CERTIFIED

DURABLE POWER OF ATTORNEY  
SHELBY COUNTY JUDGE OF PROBATE  
004 CRN 16.00

1. KNOW ALL MEN BY THESE PRESENTS: That I, ROBERT HENRY COVER, residing in Shelby County, Alabama, hereby make, constitute and appoint MARY BERTHA COVER as my true and lawful attorney (my "Attorney-in-Fact"), to act in, manage and conduct all of my affairs and, for that purpose, in my name, place and stead, to do and execute all or any of the following acts, deeds and things:

(a) To have and gain entry and access to my safety deposit box or vault at any time; to remove any or all contents thereof; to sign any papers or documents relating thereto; to deposit any papers, documents or securities in such safety deposit box or vault and to do with respect to any of the contents of said safety deposit box or vault as my Attorney-in-Fact may see fit;

(b) To sell, lease, exchange or dispose of any of my real estate and/or personal property to any person or persons, for any price, and upon such terms and conditions, for cash or on credit, as she may deem fit, and to execute any contracts, conveyances, or other instruments whatsoever, with full covenants of warranty;

(c) To demand, recover and receive, all and any sums of money, debts or effects, due, payable, coming or belonging to me;

(d) To borrow sums of money from time to time from any person, firm or corporation, including the borrowing of any sums from any insurance company, and to make and execute promissory notes, mortgages, pledges of insurance policies and any other transfers of security;

(e) To sign checks and otherwise withdraw funds from any bank accounts or other accounts, to endorse any checks, to deposit any checks or other sums in any bank account;

(f) To purchase any goods, merchandise, stocks, bonds or other personal property, on my account and for such prices and in such amounts as she may deem proper;

(g) To settle and adjust all accounts and demands now subsisting or which may hereafter subsist between me and any person or persons as she may deem proper;

(h) To pay and discharge all debts and demands due or payable or which may hereafter become due and payable by me unto any persons, firms or corporations;

(i) To redeem or cause to be redeemed any bonds, including United States Government Bonds, belonging to me;

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(j) To vote at the meetings of stockholders or other meetings of any corporation, to act as my Attorney-in-Fact or proxy in respect of any stocks, shares or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments;

(k) To commence and prosecute any suit or action which she shall deem proper for the recovery, possession or enjoyment of any thing or matter which is or which may hereafter be due, payable or belonging to me; to defend any suit or action which may be brought against me or in which I may be interested as she shall deem proper;

(l) To sign, make, execute and file any Federal or State income or gift tax returns, claims for refund and to defend me against any proposed additional taxes;

(m) To generally do and perform all matters and things, transact all business, make, execute and acknowledge all contracts, orders, deeds or other conveyances, mortgages, leases and to execute all other instruments of every kind which may be necessary or proper to effectuate all powers hereinabove specifically granted, or any other matter or thing appertaining or belonging to me, with the same full powers, and to all intents and purposes, with the same validity as I could, if personally present (giving and granting unto my Attorney-in-Fact, full power to substitute one or more Attorneys-in-Fact under her, and the same at her pleasure to revoke); and hereby ratifying and confirming whatsoever my Attorney-in-Fact shall and may do, by virtue hereto.

2. The powers herein granted to my Attorney-in-Fact shall be exercisable by her at any time and from time to time.

3. This Power of Attorney shall remain in full force and effect and any party dealing with my Attorney-in-Fact at any time shall be fully protected and is hereby discharged, released and indemnified from so doing in respect of any matter relating hereto unless such particular party shall have received prior notice in writing of the revocation of this power.

4. THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY MY DISABILITY, INCOMPETENCY OR INCAPACITY AND MAY BE EXERCISED NOTWITHSTANDING ANY SUCH DISABILITY, INCOMPETENCY OR INCAPACITY AND NOTWITHSTANDING ANY UNCERTAINTY AS TO WHETHER I AM DEAD OR ALIVE.

5. If MARY BERTHA COVER shall die, resign, become incompetent or otherwise cease to serve as my Attorney-in-Fact hereunder, then I make, constitute and appoint RANDALL SCOTT COVER to serve as my Attorney-in-Fact hereunder, with all of the powers, duties and

authorities originally granted to my Attorneys-in-Fact. If RANDALL SCOTT COVER shall die, resign, become incompetent or otherwise cease to serve as my Attorney-in-Fact hereunder, then I make, constitute and appoint STEVEN ANDREW COVER to serve as my Attorney-in-Fact hereunder, with all of the powers, duties and authorities originally granted to my Attorneys-in-Fact.

6. If at any time proceedings are commenced in any court to appoint a guardian, conservator, curator or other similar fiduciary for me, then I nominate MARY BERTHA COVER as such fiduciary and I direct that no bond be required with respect to this appointment. If MARY BERTHA COVER shall die, resign, become incompetent or otherwise cease to serve as such fiduciary, then I make, constitute and appoint RANDALL SCOTT COVER as such fiduciary and I direct that no bond be required with respect to this appointment. If RANDALL SCOTT COVER shall die, resign, become incompetent or otherwise cease to serve as such fiduciary, then I make, constitute and appoint STEVEN ANDREW COVER as such fiduciary and I direct that no bond be required with respect to this appointment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on November 6, 1998.

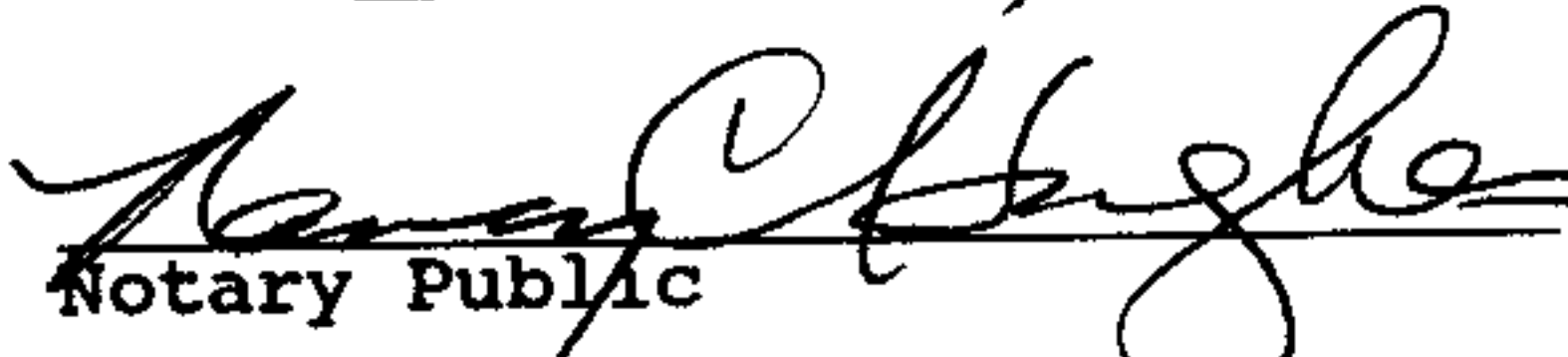
  
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ROBERT HENRY COVER (SEAL)

STATE OF ALABAMA )

COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that ROBERT HENRY COVER, whose name is signed to the foregoing Power of Attorney and who is known to me, acknowledged before me on this day, that, being fully informed of the contents of the foregoing instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on Nov 6, 1998.

  
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Notary Public

My Commission Expires: May 21, 2000

(NOTARIAL SEAL)



### Execution of Documents as Attorney-in-Fact

When executing any document as Attorney-in-Fact, you should sign the document indicating that you are signing in your capacity as Attorney-in-Fact. Since ROBERT HENRY COVER appointed you his Attorney-in-Fact, you should sign as follows:

"ROBERT HENRY COVER" (sign the principal's name)  
by: MARY BERTHA COVER (signature), his  
Attorney-in-Fact.

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