

STATE OF ALABAMA)
:
JEFFERSON COUNTY)

MAY EMMA PHILLIPS
DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, **MAY EMMA PHILLIPS**, residing in Shelby County, Alabama, do hereby constitute and appoint my daughter, **KAY G. KILPATRICK**, as my true and lawful Attorney. In the event of her death or if she renounces this appointment, or becomes incapable (as hereinafter defined) then I constitute and appoint my granddaughter, **ANNA V. QUENTIN**, as my true and lawful Attorney. My true and lawful Attorney (hereinafter "Attorney") may do and perform the following acts for me and in my name, place and stead:

(1) **BUY AND SELL PROPERTY.** To acquire, purchase, exchange, hold, sell, convey, encumber, mortgage, lease or otherwise obtain or dispose of any and all real or personal property, tangible or intangible, or interests therein on such terms and conditions as my Attorney shall deem proper, with full authority to make, execute and deliver any agreement, bond, deed, bill of sale, mortgage, contract or other document or instrument in connection with the exercise of said powers; and to ask, collect and receive any rents, profits, issues or income of any and all of such property, or of any part or parts thereof.

(2) **MANAGE PROPERTY.** To enter upon, take possession of, 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 Attorney shall deem proper.

(3) **COLLECT DEBTS.** To forgive, compromise, demand, sue for, collect, sell, recover, receive, hold or in any other manner deal with all goods, claims, legacies, bequests, devises, debts, checks, drafts, deposits, dividends, pension benefits, profit sharing benefits, social security benefits, any other benefits,

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insurance, property (real or personal, tangible or intangible), property rights, monies, interests and demands whatsoever, liquidated or unliquidated, now or hereafter owned by me, now due or that may hereafter be due or belong to me, or in which I now have or hereafter acquire an interest, and to make, execute and deliver receipts, releases or other discharges thereof, under seal or otherwise.

(4) **PAY DEBTS.** To pay any and all indebtedness of mine in such manner and at such times as my Attorney may deem appropriate.

(5) **EXECUTE CONTRACTS.** To execute any and all contracts of every kind or nature.

(6) **DEFEND CLAIMS.** To defend, settle, adjust and compromise all actions, suits, accounts, claims and demands whatsoever that now or hereafter shall be pending between me and any firm, corporation or person, in such manner and in all respects as my Attorney shall think satisfactory.

(7) **WRITE CHECKS.** To make, sign and deliver checks and drafts upon any financial institutions wherever located where I have an account, the same as I could do if personally present.

(8) **MAKE DEPOSITS AND WITHDRAWALS.** To deposit or withdraw the funds or acquire and redeem certificates of deposit in my name and in any bank, savings and loan association or any financial institution wheresoever located, and to acknowledge receipt of said funds and to make application for withdrawal of said funds the same as I could do if personally present.

(9) **LEND OR BORROW.** To lend or borrow money (including the power to borrow against the cash surrender value of any life insurance policy now or hereafter owned by me) on such terms as my Attorney

deems appropriate and to make, execute and deliver any note or notes, bond or bonds, security agreements or any other instruments or contracts on my account to and for any amount and with such security, whether real or personal property which my Attorney may deem meet or expedient.

(10) **TRANSFER VEHICLES.** To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, truck, pickup, 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.

(11) **HOLD OR SELL INVESTMENTS.** To hold or sell, exchange, or otherwise dispose of any and all shares of stock, bonds, interests in partnerships or trusts or other securities, including United States securities, now or hereafter belonging to me without being limited as to type of investment by any constitution, statute or rule of law and without regard to whether the investment is a so-called "legal" investment, and to make, execute and deliver an assignment or assignments of any such shares of stock, bonds, interests or other securities.

(12) **MAKE INVESTMENTS.** To invest and reinvest in my name in such loans, bonds, stocks, interests in partnerships or trusts, mortgages, securities, shares of regulated investment companies or trusts, or other property, real or personal, or to purchase options for such purposes, or to exercise options, rights, or warrants, to purchase securities or other property, the same as I could do if personally present without being limited as to type of investment by any constitution, statute or rule of law and without regard to whether such investment is a so-called "legal" investment.

(13) **CONDUCT AND MANAGE BUSINESSES.** To conduct, manage or participate in any lawful business of whatever nature for me and in my

name; to execute partnership agreements and amendments thereto; to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; to elect or employ officers, directors and agents; to carry out the provisions of any agreement for the sale of any business interest or the stock therein; and to exercise voting rights with respect to stock, either in person or by proxy, and to exercise stock options; to waive notice of meetings and give consent for or with respect thereto.

(14) **TRUSTS.** To transfer, assign and convey any property or interest in property, the legal or equitable title to which is in my name, to any trust of which I am the primary beneficiary during my lifetime and under the terms of which I expressly have the power to amend or revoke such trust, and to exercise for my benefit any right of withdrawal of income or principal which I may have pursuant to the terms and conditions of such trust, whether such trust was created before or after the execution of this Power of Attorney.

(15) **MAKE TAX ELECTIONS.** To make, execute and file joint or separate income tax returns or declarations of estimated tax for any year or years; to make, execute and file gift tax returns with respect to gifts made by or for me for any year or years; to consent to any gift and to utilize any gift splitting provision or other tax election, and to make, execute and file any claims for refund of any tax.

(16) **ACCESS SAFE DEPOSIT BOXES.** To have access at any time or times to any safe deposit box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box, and any institution in which any such safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my Attorney to exercise this power.

(17) **RECEIVE INFORMATION.** To request, receive and review any information, verbal or written,

regarding my financial affairs or my physical or mental health, including medical and hospital records, to execute any releases or other documents that may be required in order to obtain such information, and to disclose such information to such persons, organizations, firms or corporations as my Attorney shall deem appropriate.

(18) **MAKE MEDICAL DECISIONS.** To give or withhold consent to any medical procedure, test, treatment or other medical attention or services for me, to make decisions with respect to same, including choice of a physician; choice of a hospital or nursing home or retirement home or other such facility; to revoke, withdraw, modify or change consents to such procedures, treatments or other services and to provide such other care, comfort, maintenance and support as my Attorney may deem necessary.

(19) **EMPLOY MEDICAL PERSONNEL.** To employ, compensate and discharge medical personnel including such physicians, psychiatrists, dentists, nurses, and therapists as my Attorney shall deem necessary for my physical, mental and emotional well-being.

(20) **MAKE GIFTS.** To make gifts from time to time to my lineal descendants and spouses of any such descendant, including any such person serving as my Attorney hereunder, or to charitable organizations described in §§170(c) and 2522(a) of the Internal Revenue Code of 1986, as amended from time to time, or both, as in the sole discretion of my Attorney is desirable to implement plans intended to reduce present or future taxes, is in my best interests, or in the best interests of my estate, or is in keeping with my prior pattern of giving. However, any such gifts to any person serving as my Attorney hereunder shall not exceed, in any calendar year, the greater of:

- (a) the largest amount as to which said right to make such gifts may be permitted to lapse without the lapse

constituting a release of a general power of appointment under §§2514(e) or 2041(b)(2) of the Internal Revenue Code of 1986, as amended from time to time; or

- (b) the limits of the annual exclusion as provided by §2503(b) and taking into account the availability of §2513 of the Internal Revenue Code, as the same may be amended from time to time.

(21) EMPLOY OTHER PROFESSIONALS.

To employ, compensate and discharge any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, custodians, or other persons in and about the performance of these presents as my Attorney shall deem necessary.

(22) EXERCISE POWERS AND DISCLAIMERS. To exercise or release powers of appointment in whole or in part and to disclaim or renounce in whole or in part any interest that I might otherwise have as a joint owner, beneficiary, heir or otherwise and in exercising such discretion, my Attorney may take into account such matters as shall include but shall not be limited to any reduction in estate or inheritance taxes on my estate, and the effect of such renunciation or disclaimer upon persons interested in my estate and persons who would receive the renounced or disclaimed property.

(23) PROVIDE FOR SUPPORT. 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 Attorney, for my health, maintenance and support, and for the health, maintenance and support of any person dependent upon me, taking into consideration other income, resources, or financial assistance available to any of them from all other sources.

Any provision herein to the contrary notwithstanding, my Attorney shall have no power or authority to use or apply the principal to discharge any legal obligation that my Attorney or any other person may have to support me or any dependent or beneficiary of mine, except to the extent that there are not assets reasonably available to the person having the obligation of support to pay the same.

(24) GENERALLY ACT IN MY NAME, PLACE AND STEAD. Without in any way limiting the foregoing, generally to do, execute and perform any other act, deed, duty, right, obligation, matter or thing whatsoever, relating to any person, matter, transaction or property, real or personal, tangible or intangible, that I now have or hereafter acquire, that ought to be done, executed or performed, or that in the opinion of my said Attorney ought to be done, executed or performed in and about the premises, of every nature and kind whatsoever, as fully and completely as I could do if personally present.

(25) MANAGE INDIVIDUAL RETIREMENT ACCOUNTS AND BENEFIT PLANS. To exercise all rights, privileges, elections, and options I have with regard to any individual retirement account; pension, profit sharing, stock bonus, Keogh or other retirement plan; or other benefit or similar arrangement; including, but not limited, to make withdrawals; to determine forms of payments on behalf of me or my beneficiaries; to designate beneficiaries, including contingent beneficiaries; to make, change, or alter investment decisions; to change custodians or trustees; to make or complete rollovers; and to make direct "trustee-to-trustee" or similar type transfers of the assets, rights, or other benefits thereof.

(26) ENVIRONMENTAL AUTHORITY. To (i) conduct environmental assessments, audits, and site monitoring to determine compliance with any environmental law or regulation thereunder; (ii) take all appropriate remedial action to contain, clean up or remove any environmental hazard including a spill, release, discharge or contamination, either on its own accord or in

response to an actual or threatened violation of any environmental law or regulation thereunder; (iii) institute legal proceedings concerning environmental hazards or contest or settle legal proceedings brought by any local, state or federal agency concerned with environmental compliance, or by a private litigant; (iv) comply with any local, state or federal agency order or court order directing an assessment, abatement or cleanup of any environmental hazards; and (v) employ agents, consultants and legal counsel to assist or perform the above undertakings or actions.

Except for any specific power given herein to my Attorney to make gifts, the following shall apply:

(a) Any power or authority granted to my Attorney herein shall be limited so as to prevent this Power of Attorney from causing my Attorney to be taxed on my income or from causing my assets to be subject to a "general power of appointment" by my Attorney as defined in §§2041 and 2514 of the Internal Revenue Code of 1986, as amended.

(b) Attorney shall not satisfy any legal obligation of Attorney out of any property subject to this Power of Attorney, nor may Attorney exercise this power in favor of Attorney, Attorney's estate, Attorney's creditors or the creditors of Attorney's estate.

(c) Attorney shall have no power or authority whatever with respect to (i) any policy of insurance owned by me on the life of Attorney, and (ii) any trust created by Attorney of which I am a trustee.

NOMINATION OF GUARDIAN AND CONSERVATOR. In the event proceedings are hereafter commenced by any person to appoint a guardian, conservator, or other fiduciary charged with the management of any part or all of my property, then I hereby nominate and appoint my daughter, **KAY G. KILPATRICK**, to serve as such guardian, conservator or other fiduciary. In the event of her death or if she renounces or becomes incapable (as hereinafter defined), then I nominate and

appoint my granddaughter, ANNA V. QUENTIN, to serve as such guardian, conservator or other fiduciary. I do hereby exempt any person nominated herein from giving bond while serving as such conservator or other fiduciary, pursuant to Ala. Code §26-2A-139 (1975) as amended, or pursuant to similar statutes or common law.

INDEMNITY OF ATTORNEY. I hereby bind myself and my estate to defend, hold harmless and indemnify my Attorney from and against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorneys' fees which my Attorney at any time may sustain or incur in connection with carrying out the authority granted my Attorney in this Power of Attorney to the extent that my Attorney attempts in good faith to discharge my Attorney's fiduciary obligations hereunder.

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

DEFINITION OF INCAPABLE. For purposes hereof, a person shall be deemed incapable when a certificate or other writing executed by a physician duly licensed to practice medicine in any state in the United States states that such physician has examined or treated the person and in such physician's opinion, the person is physically or mentally incapacitated to the extent that he or she is unable to take care of his or her own property and may be liable to dissipate or lose the same or become the victim of designing persons. This shall not be the exclusive method of showing that a person is incapable.

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

RATIFICATION AND DECLARATION OF STANDARD OF PERFORMANCE. I do hereby ratify and confirm all that my Attorney shall do or cause to be done in and about the premises by virtue of this Power of Attorney and declare that my Attorney shall not be liable to me or my estate for any acts or omissions

with respect hereto to the extent that my Attorney attempts in good faith to discharge
my Attorney's fiduciary obligations hereunder.

IN WITNESS WHEREOF, I have executed this Durable Power of
Attorney in 2 counterparts, to which I have set my hand and seal on this the
30 day of May, 1997.

May Emma Phillips (SEAL)
MAY EMMA PHILLIPS

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State,
hereby certify that **MAY EMMA PHILLIPS**, 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 the Power of Attorney, she executed the same
voluntarily on the day the same bears date.

Given under my hand and official seal this the 30th day of
May, 1997.

Judy Bateman Shepus
Notary Public

[SEAL]

My Commission Expires:

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