

SPECIAL POWER OF ATTORNEY

I, O'Brian Popham, residing at 4061 County Road 3414, Lone Oak, Texas 75453, hereby appoint Stephanie Bain of 1918 Cogswell Avenue, Pell City, Alabama 35125, as my Attorney-in-Fact ("Agent").

I hereby revoke any and all general and special powers of attorney that previously have been signed by me. However, the preceding sentence shall not have the effect of revoking any powers of attorney that are directly related to my health care that previously have been signed by me.

My Agent shall have full power and authority to act on my behalf but only to the extent permitted by this Special Power of Attorney. My Agent's powers shall include the power to:

1. Take any and all legal steps necessary to collect any amount or debt owed to me, or to settle any claim, whether made against me or asserted on my behalf against any other person or entity, including the power to sign releases and agreements.
2. Sell or convey any interest of mine as Conservator of Ann Baker Popham in real estate known as the Property belonging to Ann Baker Popham located in Shelby County Alabama. Pursuant to Court order of the Talladega County Probate Court.

This power shall include the power to; (i) sell upon such terms as my Agent shall deem appropriate, subject to the limitations (if any) stated above, (ii) sign any documents (including deeds) that may be required to convey title to such property, and (iii) collect and receive the proceeds from any such sale.

3. Manage, insure, improve, repair, collect rents, execute leases, or take any other action that a landlord might take, with respect to any interest of mine as Conservator of Ann Baker Popham in real estate known as the Ann Baker Popham Property located in Shelby County Alabama. Pursuant to Court order of the Talladega County Probate Court.

4. Act on my behalf with respect to the following matters:
 - Legal matters dealing with the sell of the Shelby County Property known as the property of Ann Baker Popham

I hereby grant to my Agent the full right, power, and authority to do every act, deed, and thing necessary or advisable to be done regarding the above powers, as fully as I could do if personally present and acting.

01/16/2001-02008
03:08 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 031 14.00

Inst # 2001-02008

Inst # 2001-02008

Any power or authority granted to my Agent under this document shall be limited to the extent necessary to prevent this Power of Attorney from causing; (i) my income to be taxable to my Agent, (ii) my assets to be subject to a general power of appointment by my Agent, and (iii) my Agent to have any incidents of ownership with respect to any life insurance policies that I may own on the life of my Agent.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney.

I authorize my Agent to indemnify and hold harmless any third party who accepts and acts under this document.

My Agent shall be entitled to reasonable compensation for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred in connection with this Power of Attorney.

My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective immediately. This Power of Attorney shall continue effective until all the real property known as the Ann Baker Popham property located in Shelby County is sold. This Power of Attorney may be revoked by me at any time by providing written notice to my Agent.

Dated DEC. 20, 2000, at Lone Oak, Texas.

O'Brian Popham
O'Brian Popham

[Signature]
Witness Signature

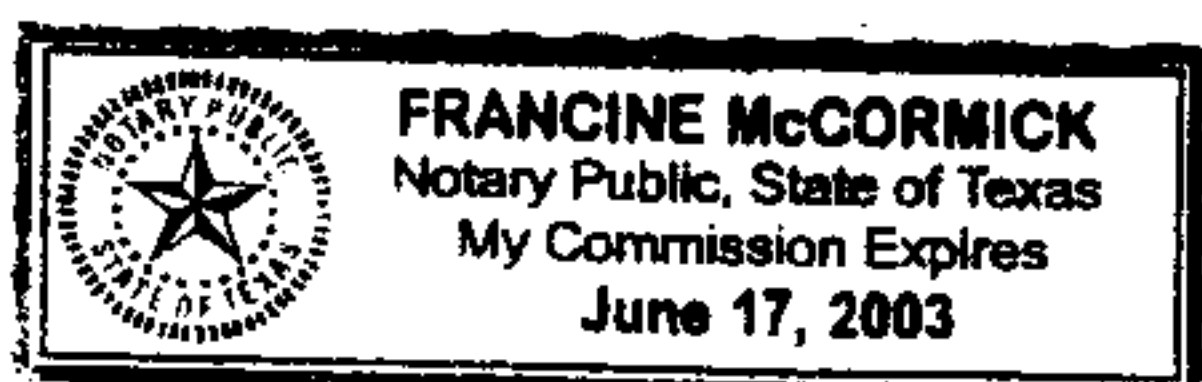
[Signature]
Witness Signature

STATE OF TEXAS, COUNTY OF Went,

This instrument was acknowledged before me on this 20 day of December, 2000, by O'Brian Popham.

Francine M. McCormick
Notary Public

My commission expires June 17, 2003



01/16/2001-02008
03:08 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 001 14.00