

This instrument prepared by
Todd H Barksdale, P.C.
6 Office Park Circle, Ste 205
Birmingham, AL 35223

Power of Attorney General (Immediate) & Durable

WARNING: This is an important legal document. It creates a power of attorney which is effective immediately and is "durable" as explained below. Before signing this document, you should know these important facts:

1. This document gives the persons you designate as your attorney-in-fact and successor attorney-in-fact the power to make decisions for you, subject to any limitations, specifications or statement of your desires that you include in this document.
2. This power of attorney will not be valid unless it is signed by two qualified witnesses who are present when you execute or acknowledge your signature.
3. The persons you designate in this document have a duty to act consistent with your desires as stated in this document or as otherwise made known or, if your desires are unknown, to act in a manner consistent with what a person in good faith believes to be in your best interest.
4. The persons you designate in this document have the right to withdraw from their duties at any time.
5. Notwithstanding this document, you have the right to make decisions for yourself as long as you are able to participate knowledgeably in those decisions.
6. You have the right to revoke the appointment of the person(s) designated in this document at any time by notifying that person(s) or those persons or entities with which the attorney-in-fact or successor attorney-in-fact must deal in order to handle your affairs either orally or in writing.

THIS POWER OF ATTORNEY SHALL BECOME EFFECTIVE IMMEDIATELY AND SHALL SURVIVE MY DISABILITY, INCOMPETENCY, OR INCAPACITY AS DETERMINED BY MY ATTENDING PHYSICIAN.

I, Tricia C. Fletcher of Texas, do hereby appoint Marcus V. Fletcher as my attorney-in-fact to act for me, and in my name in any way I could act in person, to make any and all decisions for me concerning the handling and management of my personal and real property to include selling any or all items of my property, purchasing new or different types of property for me and expending funds on my behalf to purchase goods or services for me, satisfy my debts and obligations or to reimburse attorney-in-fact or any other person taking action on my behalf for expenses reasonably incurred in the performance of those acts. The above grant is intended to be as broad as possible so that attorney-in-fact will have authority to make any decision I could make with regard to the handling of my affairs, financial and otherwise. Without in any way limiting the foregoing, the above grant expressly includes the power and authority:

A. Make & Collect Claims. To forgive, request, demand, sue for, recover, collect, receive, and hold all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stocks, certificates, bonds, dividends, certificates of deposit, annuities, pension, profit-sharing, retirement interests, social security, insurance and other real or personal (intangible and tangible) property rights and demands whatsoever, liquidated or unliquidated, now or hereafter owned by me, payable or belonging to, 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;

B. Accept Funds. To make, receive and endorse checks and drafts, deposit and withdrawal funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other institutions, execute releases of mortgages, deeds of trust or other security agreements in furtherance of the exercise of the

rights and powers granted herein;

C. Buy & Sell. To acquire, purchase, exchange, grant options to sell, mortgage, pledge, lease, sell, and convey real or personal property (tangible or intangible), or interest therein on such terms and conditions as my attorney in fact 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 in connection therewith; to consent to, join in or oppose any condemnation or other proceeding, or any action brought to acquire any of my real or personal property or any interest therein;

D. Manage & Maintain Property. To maintain, repair, improve, invest, manage, incur, 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 in fact should deem proper;

Power Of Attorney Of Tricia C. Fletcher

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03/26/2001-10880
08:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CJ1 20.00

Inst # 2001-10880

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Birmingham, AL 35223

E. Vehicles. To apply for a certificate of title upon, and endorse and transfer title for, any motor vehicle of whatsoever nature 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;

F. Conduct Business. To conduct or participate in any lawful business of any nature whatsoever on my behalf and in my name; to execute partnership or limited liability company agreements, articles and operating agreements and amendments thereto; to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; to elect or employ officers, directors, managers and agents; to carry out the provisions of any agreement for a sale of any business interest or a stock, membership or other such interest therein; and to exercise voting rights with respect to stock, either in person or by proxy, and to exercise stock options;

G. Safe Deposit Boxes. To have access at any time to any safe deposit box rented by me regardless of where located and to take possession of, remove or deal with all or any part of the contents thereof, and to surrender or relinquish said safe deposit box; 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 in fact to exercise this power;

H. Securities. To hold or acquire any property or securities notwithstanding any provision of the laws or constitution of the State of Alabama (or other applicable governing authority) concerning fiduciaries and regardless of whether or not such property or securities are so-called "legal" investments if attorney in fact is of the opinion that so doing is in my best interest; to request, receive and review any information, verbal or written, regarding my financial affairs and to disclose such information to such persons, organizations, firms or corporations as my agent shall deem appropriate;

I. Borrow. To borrow any sum or sums of money on such terms (including the power to borrow against the cash surrender value any life insurance policy issued all my life), and to provide such security (through real or personal property) as attorney in fact deems appropriate and, for that purpose, to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, and other instruments which may be necessary or proper;

J. Powers Of Appointment. 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, whether as a joint owner, beneficiary, heir or otherwise, and in exercising such discretion, attorney in fact may take into account such matters as he deems appropriate, to include without limitation, any reduction in the estate or inheritance taxes on my estate, and the effect of that renunciation or disclaimer may or shall have upon persons interested in my estate and persons who would receive the renounced or disclaimed property;

K. Transfers To 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 and revoke such trust, and to exercise any right of withdrawal of income and/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;

L. Financial Management. To utilize the services of and

delegate appropriate management powers to any bank or trust company having total resources of not less than one hundred million dollars and, therefore, attorney in fact may enter into such management or agency agreements with said bank or trust company provided that such agreement permits attorney in fact to revoke the agreement anytime upon not more than 90 days notice;

M. Make Gifts. To make gifts on a yearly basis to my children and their spouses in trust or otherwise provided that such gifts do not exceed the amount excludable under Section 2503(b) of the Internal Revenue Code of 1986, as amended from time to time;

N. Domicile. To determine my place of residence from time to time; to pay my ordinary household expenses;

O. Medical Care & Expenses. To arrange for and pay the costs of medical, dental, nursing, hospital, convalescent and other health care and treatment, including admission to hospitals, nursing homes, rest homes or other care facilities or institutions; to consent to treatment and to make application for insurance, pension or employee benefits related to such health care and treatment, including, but not limited to, benefits under Social Security Medicare and Medicaid; to obtain on my behalf copies of medical reports, summaries or other related information concerning me made or taken before or after the date of this instrument, and to execute any written consents on my behalf for the disclosure of such reports, summaries or related information as may be required under any applicable federal, state, local or other applicable statute, law, regulation, ordinance or other governmental requirement or mandate.

P. Litigate. To institute, prosecute, defend, compromise, settle, arbitrate or otherwise dispose of any and all actions or proceedings, either at law or in equity, including actions for the foreclosure or other enforcement of any mortgage or lease upon any real or personal property, and to execute and deliver any bonds, undertakings or recognizances that attorney-in-fact may approve (regardless of whether required to do so by statute or otherwise) including such bonds or undertakings as may be necessary or desirable for the purpose of perfecting a compromise of, or an appeal from any judgment or decree in any such actions or proceedings; to appear generally or specially in any actions or proceedings which in any way may concern me, my property, or my right, title or interest therein; to compel accountings and filings of inventories; to employ and compensate attorneys to appear for and represent me in any action or proceedings instituted on my behalf or against me; to substitute any other attorney or attorneys and to appoint associate attorneys;

Q. Tax Matters. To prepare, sign and file joint or separate 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 year or years; to consent to any gift and to utilize any gift-splitting provisions or other tax elections; to prepare, sign and file any claims for refund of any tax; to represent me in any and all proceedings now pending or hereafter arising between me and the Treasury Department of the United States Government or any other Governmental authorities relative to my income, gift, estate or other tax liability for all years with full power to appear in my name and on my behalf before proper officials of the Treasury Department or any other government officials; to adjust, settle, compromise or otherwise dispose of all questions relative to any of the said tax liabilities; to receive copies of my tax returns and any papers, letters or other communications concerning the said tax liabilities; to sign any waivers of the statute of limitations or any other waivers; to sign

Power Of Attorney of Tricia C. Fletcher

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closing agreements for the final determination of tax liability; to prepare, sign and file with any and all governmental authorities tax returns or other returns, protests, appeals and other documents, to execute and file refund claims or any other claims, and to receive, to endorse and collect, checks in settlement of any refund, to execute and file petitions to the Tax Court of the United States or any Federal District Court and all other papers in connection with such proceedings to include any appeals from the

decisions rendered therein; to substitute attorneys and to appoint associate attorneys;

R. **Employ Agents & Professionals.** To engage, employ and dismiss any agents, clerks, servants, attorneys, accountants, advisers, custodians or other persons when and as attorney in fact shall think fit.

Any decisions made by attorney in fact shall be final, binding and conclusive upon all beneficiaries of my estate. I hereby bind myself to indemnify and defend attorney (and such successors) of and from any and all claims, demand, losses, damages, actions and causes of action, including expenses, cost and reasonable attorney's fees incurred by attorney in fact in connection with the carrying out of the powers granted by this instrument provided that attorney in fact did not act in bad faith with respect to the transaction made the subject matter of the request for indemnification. Third parties may rely upon the representations of my attorney in fact as to all matters relating to any power granted to my attorney in fact by this instrument. Any person who relies upon the representations of my attorney in fact or the powers granted to my attorney in fact by this instrument shall be free from any liability to me or my estate resulting from attorney in fact's exercise of said powers. Reproductions of this instrument (complete with reproduced signatures) shall be deemed counterparts of this instrument. Consequently, the forgoing shall extend and apply to reliance on photocopies and facsimiles of this instrument.

THE POWERS GRANTED ABOVE SHALL NOT INCLUDE THE FOLLOWING POWERS AND ARE FURTHER SUBJECT TO THE FOLLOWING RULES AND LIMITATIONS:

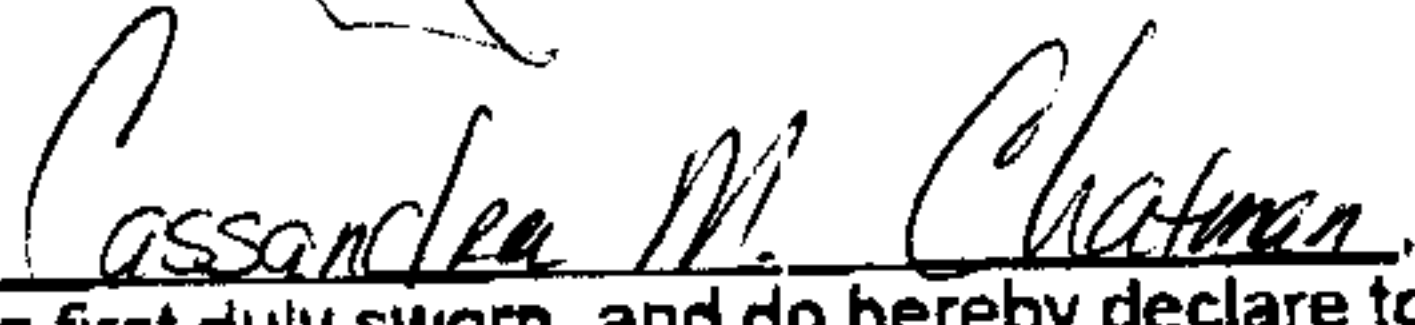
Attorney-in-fact will not disburse any funds or otherwise satisfy any debts incurred for the provision of health care or similar services, the provision of which is contrary to the terms of any Advance Directive For Health Care I may have executed.

SUCCESSOR ATTORNEY-IN-FACT: NONE

NOMINATION OF GUARDIAN: NONE

I, Tricia C. Fletcher, hereby sign my name to this durable power of attorney pursuant to the provisions of Alabama Code Section 26-1-2, on February 28, 2001, and being first duly sworn, do hereby declare to the undersigned authority that having been advised by counsel and being fully informed of the contents of this form and the full import of this grant to my attorney-in-fact. I sign and execute this power of attorney willingly, knowingly, and voluntarily for the purposes therein expressed, and that I am 18 years of age or older, of sound mind and under no constraint or undue influence.


Tricia C. Fletcher

We,  and , the witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that Tricia C. Fletcher signs and executes this instrument and that he/she signed it willingly and that each of us, in the presence and hearing of him/her, hereby signs this instrument as witness to the his/her signing, and that to the best of our knowledge he/she is 18 years of age or older, of sound mind and under no constraint or undue influence.

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Todd H Barksdale, P.C.
6 Office Park Circle, Ste 205
Birmingham, Al. 35223

William J. Sanders
Witness

W. Chama
Witness

State of Alabama)
County of Jefferson)

Subscribed, sworn to and acknowledged before me by Tricia C. Fletcher,
Witness and W. Chama Witness.

William J. Sanders

SEAL

Joe Y. Jackson
NOTARY
My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 23, 2003
BONDED THRU STEGALL NOTARY SERVICE

ACCEPTANCE BY ATTORNEY IN FACT:

Marcus V. Fletcher
Date: _____

ACCEPTANCE BY SUCCESSOR ATTORNEY IN FACT:

NONE

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03/26/2001-10880
08:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CJ1 20.00