

SPECIAL POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, which are intended to constitute a Special Power of Attorney, **THAT I, William Morris**, having an address at 1500 Secretariat Drive, Helena, Alabama 35080, hereby make, constitute and appoint **Deborah L. Morris**, having an address at 1500 Secretariat Drive, Helena, Alabama 35080, my attorney-in-fact TO ACT in my name, place and stead in any way which I could do, if I were personally present, to the extent that I am permitted by law to act through an agent:

to sell, contract to sell, mortgage, lease, grant options to purchase or otherwise dispose of the real estate with the commonly known address of 1500 Secretariat Drive, Helena, Alabama 35080 and whose legal description is Lot 58, Survey Dearing Downs, Map Book 10, page 78, in which I now have right, title or interest; to sign, execute, acknowledge and deliver any and all instruments as may be necessary or convenient, containing such terms and conditions, and such warranties and covenants, if any, as my Attorney-in-Fact shall deem advisable.

This power of attorney, however, shall terminate on December 31, 2002.

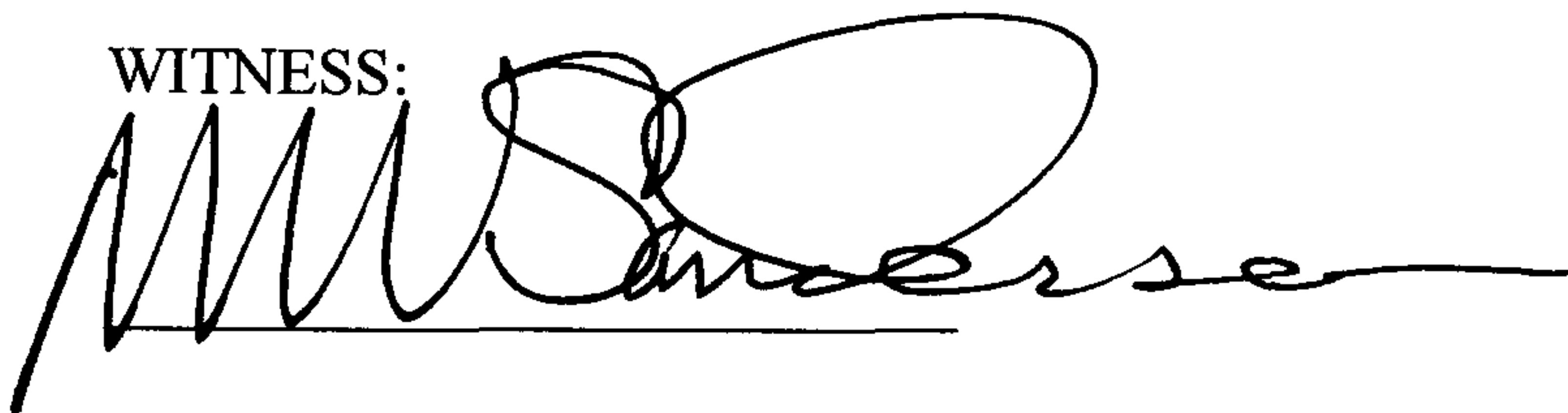
To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this power of attorney may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party, and I, for myself and my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of reliance upon this power of attorney.

IN WITNESS WHEREOF, I have executed this power of attorney this 14th day of June, 2002.


William Morris

Brown & Battles

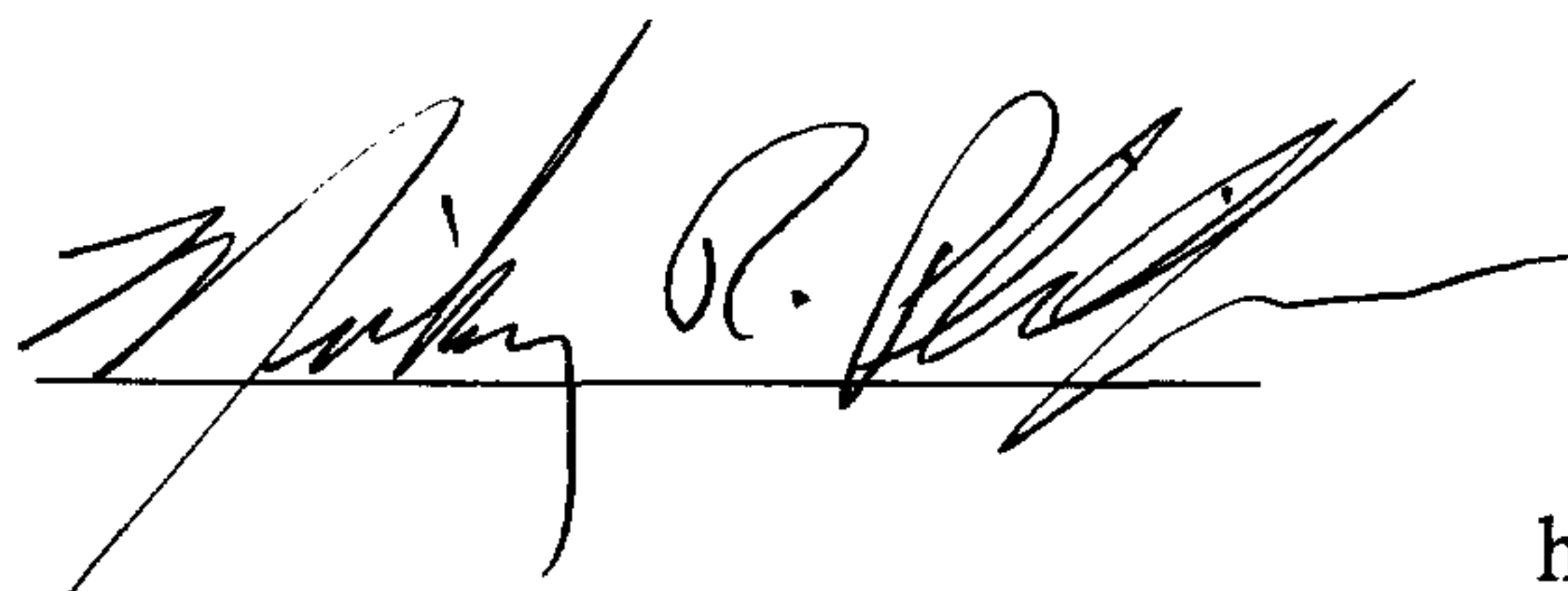
WITNESS:



having an address at

5401 East Lake Blvd

B'ham, AL 35217



having an address at

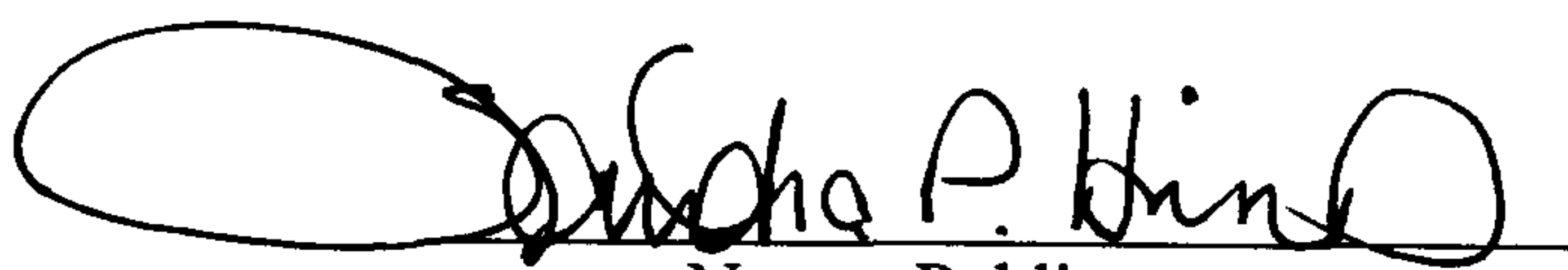
5401 East Lake Blvd

Birmingham, AL 35217

STATE OF ALABAMA, COUNTY OF JEFFERSON, SS.:

I, ~~Sandra P. Nix~~^{Sandra P. Nix}, a notary public (or person authorized to administer oaths under 10 U.S.C. 1044a), hereby certify that William Morris, 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 said power of attorney, he executed the same voluntarily on this day of June, 2002.

Given under my hand and official seal this ¹⁴ day of June, 2002.



Notary Public

My commission expires on 9-21-05

**AFFIDAVIT AS TO POWER OF ATTORNEY
BEING IN FULL FORCE AND EFFECT**

STATE OF ALABAMA, COUNTY OF JEFFERSON, SS.:

I, Deborah L. Morris, being duly sworn, depose and say:

THAT William Morris, having an address at 1500 Secretariat Drive, Helena, Alabama 35080, as principal, did, in a writing dated June 14, 2002, appoint me his true and lawful attorney, and that attached hereto and made a part hereof is a true copy of said power of attorney.

THAT, as attorney-in-fact of said principal and under and by virtue of said power of attorney, I have this day executed the following described instrument:

THAT, at the time of executing the above described instrument, I had no actual knowledge or actual notice of the revocation or termination of the aforesaid power of attorney by death or otherwise, or notice of any facts indicating the same. I further represent that said principal is now alive; has not, at any time, revoked or repudiated the said power of attorney; and the said power of attorney still is in full force and effect.

THAT I make this affidavit for the purpose of inducing

to accept delivery of the above described instrument, as executed by me in my capacity of attorney-in-fact of said principal, with full knowledge that said

in accepting the execution and delivery of the aforesaid instrument and in paying a good and valuable consideration therefor, will rely upon this affidavit.

Dated: 7-26-02

Deborah L. Morris

Subscribed and sworn to before me, a notary public (or person authorized to administer oaths under 10 U.S.C. 1044a), in said County and State, as witness my hand and official seal, on July 26, 2002

Notary Public

My commission expires on 02-25-05