

STATE OF ALABAMA)
JEFFERSON COUNTY)

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WAYNE SPELL, JR.

DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, Wayne Spell, Jr., residing in Shelby County, Alabama, do hereby constitute and appoint my wife, Mary S. Spell, as my true and lawful Attorney-in-Fact.

The act, determination or decision of one of the persons serving as my Attorney-in-Fact with respect to all matters, shall be deemed the act of both of them for all purposes and shall have the same force and effect and be legally binding as if both of them had joined therein. A dissenter shall not be liable, responsible, or accountable for any act of the other person designated as my Attorney-in-Fact, save for his own misconduct or failure to exercise reasonable care, diligence and prudence.

My Attorney-in-Fact shall have full power of substitution to appoint a substitute as Attorney-in-Fact for me and in my name, place and stead.

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

This Power of Attorney shall not be affected by the lapse of time.

My Attorney-in-Fact shall have the authority customarily granted in a general power of attorney, including, but not limited to, the following:

1. **Generally Act in My Name, Place and Stead.** Without in any way limiting the following, 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 Attorney-in-Fact 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.
2. **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-in-Fact 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 such property, or of any part or parts thereof.

3. **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-in-Fact shall deem proper.
4. **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, 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 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.
5. **Pay Debts.** To pay any and all indebtedness of mine in such manner and at such times as my Attorney-in-Fact may deem appropriate.
6. **Execute Contracts.** To execute any and all contracts of every kind or nature.
7. **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-in-Fact shall think satisfactory.
8. **Transfer Vehicles.** To apply for a certificate of title thereon, 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.
9. **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 or not 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.
10. **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 or not such investment is a so called "legal" investment.

11. **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 proxy, and to exercise stock options; to waive notice of meetings and give consent for or with respect thereto.
12. **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.
13. **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.
14. **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-in-Fact 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-in-Fact may deem meet or expedient.
15. **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 said 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.
16. **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.

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-in-Fact 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-in-Fact 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-in-Fact shall deem necessary for my physical, mental and emotional well-being.
20. **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-in-Fact shall deem necessary.
21. **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.
22. **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-in-Fact, for my maintenance and support, and for the 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-in-Fact shall have no power or authority to use or apply the principal to discharge any legal obligation that my Attorney-in-Fact 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.

23. **Trusts.** To transfer, assign and convey any property or interest in property, the legal or equitable title to which is in my name, to the trustee of 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 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 Durable Power of Attorney.
24. **Exercise Powers of Appointment and Make 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-in-Fact may take into account such matters as shall include but shall not be limited to any reduction in estate or inheritance taxes upon 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.
25. **Make Gifts.** To make gifts from time to time including gifts to any person serving as my Attorney-in-Fact, as in the discretion of my Attorney-in-Fact is desirable to implement plans intended to reduce present or future taxes, or in keeping with my prior pattern of giving, provided, however, that any gifts to any person serving as my Attorney-in-Fact hereunder shall not exceed, in any calendar year, 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. Such gifts shall be in such form as my Attorney-in-Fact shall determine, including, but not limited to, gifts that are outright, in trust, pursuant to a Uniform Transfers to Minors Act, a Uniform Gift to Minors Act, or otherwise.

No Limitation of Power. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my Attorney-in-Fact.

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

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

Ratification and Declaration of Standard of Performance. I do hereby ratify and confirm all that my Attorney-in-Fact shall do or cause to be done in and about the premises by virtue of this Durable Power of Attorney and declare that my Attorney-in-Fact shall not be liable to me or my estate for any acts or omissions with respect hereto to the extent that my Attorney-in-Fact attempts in good faith to discharge his or her fiduciary obligation hereunder.

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 the person*s serving as my Attorney-in-Fact to serve as such guardian, conservator or other fiduciary. I hereby exempt any person nominated herein from giving bond while serving as such conservator or other fiduciary, pursuant to Alabama Code § 26-2A-139 (1975) as amended, or pursuant to similar statutes or common law.

Governing Law. This instrument is executed and delivered in the State of Alabama, and the laws of the State of Alabama shall govern all questions as to the validity of this power and the construction of its provisions.

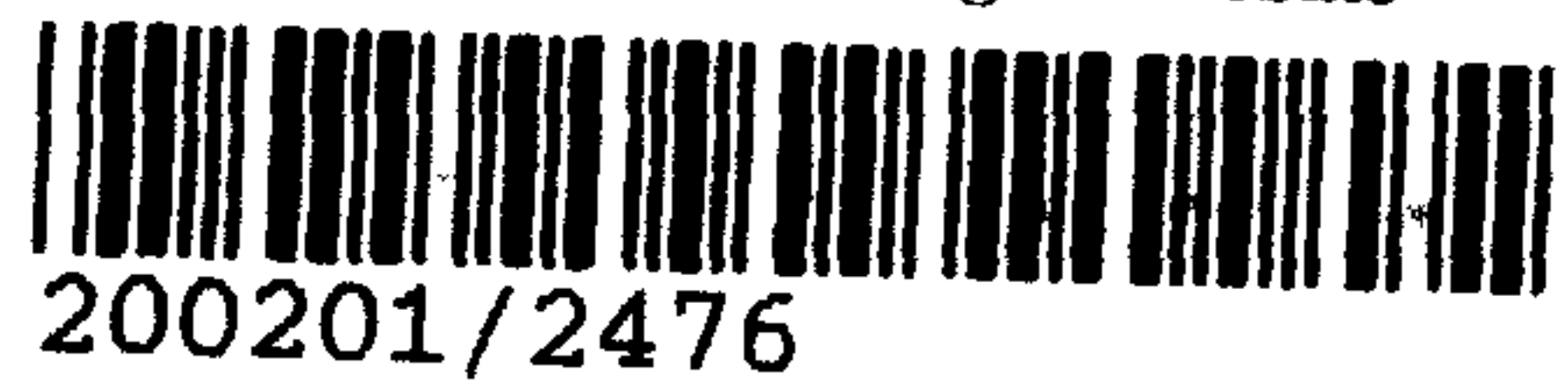
IN WITNESS WHEREOF, I have executed this Durable Power of Attorney and affixed my seal on this the 1 day of October 2001.

Wayne Spell, Jr.

Donna D. Brooks
Witness

Kelley G. Hart
Witness

State of Alabama - Jefferson County
I certify this instrument filed on:
2002 JAN 07 A.M. 09:16
Recorded and \$ _____ Mtg. Tax
and \$ _____ Deed Tax and Fee Amt.
\$ 17.00 Total \$ 17.00
MICHAEL F. BOLIN, Judge of Probate



STATE OF ALABAMA)
JEFFERSON COUNTY)

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

Given under my hand and seal this 1st day of October, 2001.

Brenda J. Lemley
Notary Public
My Commission Expires: 6-3-03