

DURABLE GENERAL POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, WHICH ARE INTENDED TO CONSTITUTE A DURABLE GENERAL POWER OF ATTORNEY, THAT I, HERBERT P. WALKER, HAVING AN ADDRESS AT 2549 WESTMINSTER CIRCLE, BIRMINGHAM, ALABAMA 35242, HEREBY MAKE, CONSTITUTE AND APPOINT ALICIA WALKER DILLARD, HAVING AN ADDRESS AT 5307 COTTAGE LANE, HOOVER, ALABAMA, AS 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:

(A) TO ASK, DEMAND, SUE FOR, RECOVER AND RECEIVE ALL MANNER OF GOODS, CHATTELS, DEBTS, RENTS, INTEREST, SUMS OF MONEY AND DEMANDS WHATSOEVER, DUE OR TO BECOME DUE, AND TO EXECUTE, ACKNOWLEDGE AND DELIVER ACQUITTANCES, RECEIPTS, RELEASES, SATISFACTIONS OR OTHER DISCHARGES FOR THE SAME;

(B) TO MAKE, EXECUTE, ENDORSE, ACCEPT AND DELIVER IN MY NAME OR IN THE NAME OF MY ATTORNEY-IN-FACT ALL CHECKS, NOTES, DRAFTS, WARRANTS, SECURITIES, STOCK CERTIFICATES, CERTIFICATES OF DEPOSIT, BONDS, ACKNOWLEDGMENTS, AND ANY OTHER AGREEMENTS, CERTIFICATES OR INSTRUMENTS OF ANY NATURE, AS MY ATTORNEY-IN-FACT MAY DEEM NECESSARY OR APPROPRIATE;

(C) TO CAUSE SECURITIES OR OTHER PROPERTY TO BE HELD OR REGISTERED IN THE NAME OF A NOMINEE OR NOMINEES OR IN ANY OTHER FORM; TO VOTE ANY AND ALL SHARES OF STOCK OR OTHER SECURITIES AND TO EXECUTE PROXIES OR OTHER INSTRUMENTS WITH RESPECT TO SUCH STOCK OR SECURITIES;

(D) TO DEPOSIT AND WITHDRAW ANY SUMS TO OR FROM ANY BANK, SAVINGS OR SIMILAR ACCOUNT MAINTAINED BY ME; TO OPEN OR CAUSE TO BE OPENED ANY SAFE DEPOSIT BOX IN MY NAME AND TO EXAMINE AND REMOVE ANY OR ALL OF THE CONTENTS OF SUCH BOX; AND TO CONDUCT SUCH OTHER BANKING TRANSACTIONS AS MY ATTORNEY-IN-FACT MAY DEEM NECESSARY OR APPROPRIATE;

(E) TO DEAL WITH ALL MATTERS RELATING TO INSURANCE, INCLUDING THE PROCUREMENT AND MAINTENANCE THEREOF; HOWEVER, NOTWITHSTANDING THE POWERS GIVEN MY ATTORNEY-IN-FACT IN THIS AND OTHER PROVISIONS OF THIS POWER OF ATTORNEY, MY ATTORNEY-IN-FACT SHALL HAVE NO INCIDENTS OF OWNERSHIP IN ANY LIFE INSURANCE POLICY IN WHICH I OWN AN INTEREST AND WHICH INSURES THE LIFE OF MY ATTORNEY-IN-FACT;

(F) TO ENTER AND TAKE POSSESSION OF ANY REAL OR PERSONAL PROPERTY BELONGING TO ME OR TO WHICH I MAY BE ENTITLED, AND TO RECEIVE AND TAKE FOR ME AND IN MY NAME ANY RENTS, ISSUES AND PROFITS OF ANY SUCH PROPERTY; AND TO PURCHASE, INVEST IN, REINVEST IN, SELL, EXCHANGE, LEASE, GRANT OPTIONS UPON, CONVEY,

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Herbert P. Walker
2549 Westminister Circle
Birmingham, AL 35242

ASSIGN, TRANSFER, ENCUMBER OR OTHERWISE DISPOSE OF ANY REAL OR PERSONAL PROPERTY OF ANY NATURE AND WHEREVER SITUATE; AND TO EXECUTE, ACKNOWLEDGE AND DELIVER ALL CONTRACTS, DEEDS, LEASES, MORTGAGES, TRANSFERS TO TRUSTS, BILLS OF SALE, ASSIGNMENTS, EXTENSIONS, SATISFACTIONS, RELEASES, WAIVERS, CONSENTS, AND ANY OTHER AGREEMENTS, WRITINGS AND INSTRUMENTS OF ANY NATURE AFFECTING ANY REAL OR PERSONAL PROPERTY, AS MY ATTORNEY-IN-FACT MAY DEEM NECESSARY OR APPROPRIATE;

(G) TO COMMENCE ANY ACTIONS OR PROCEEDINGS, FOR THE RECOVERY OF ANY REAL OR PERSONAL PROPERTY OR FOR ANY OTHER PURPOSE; TO APPEAR IN, ANSWER AND DEFEND ANY ACTIONS OR PROCEEDINGS COMMENCED AGAINST ME; AND TO PROSECUTE, MAINTAIN, APPEAL, DISCONTINUE, COMPROMISE, SETTLE AND ADJUST ALL ACTIONS, PROCEEDINGS, ACCOUNTS, DUES AND DEMANDS THAT NOW OR HEREAFTER MAY EXIST, AS MY ATTORNEY-IN-FACT MAY DEEM NECESSARY OR APPROPRIATE;

(H) TO CREATE, AMEND OR TERMINATE ONE OR MORE TRUSTS, PARTNERSHIPS, CORPORATIONS, CO-TENANCIES OR ANY OTHER FORM OF OWNERSHIP OR ENTITY FOR THE PURPOSE OF DEALING WITH ANY PROPERTY OR PROPERTY INTEREST OF ANY NATURE THAT I MAY HAVE OR HEREAFTER ACQUIRE, UNDER SUCH TERMS AND WITH SUCH PROVISIONS AS MY ATTORNEY-IN-FACT MAY DEEM NECESSARY OR APPROPRIATE; AND TO TRANSFER ANY OR ALL PROPERTY IN WHICH I HAVE AN INTEREST INTO ANY TRUSTS, PARTNERSHIPS, CORPORATIONS, CO-TENANCIES OR OTHER ENTITIES, WHETHER CREATED BY ME OR MY ATTORNEY-IN-FACT OR OTHERWISE (AND, IN THIS REGARD, THAT MY ATTORNEY-IN-FACT MAY BE A REMAINDERMAN, PARTNER, SHAREHOLDER, CO-TENANT OR BENEFICIARY OF ANY SUCH ENTITY SHALL NOT AFFECT THE VALIDITY OF ANY ACTION HEREUNDER, AND SHALL NOT, BY ITSELF, CONSTITUTE A BREACH OF FIDUCIARY DUTY); AND TO REMOVE PROPERTY FROM ANY SUCH ENTITY; AND TO GIVE TO ANY SUCH ENTITY, OR TO ANY PERSON ACTING AS AGENT OR TRUSTEE UNDER ANY INSTRUMENT EXECUTED BY ME OR ON MY BEHALF, SUCH INSTRUCTIONS OR AUTHORIZATIONS AS I MAY HAVE THE RIGHT TO GIVE;

(I) TO TAKE ALL STEPS AND REMEDIES NECESSARY OR APPROPRIATE FOR THE CONDUCT AND MANAGEMENT OF MY BUSINESS AND PERSONAL AFFAIRS, AND FOR RECOVERING, OBTAINING AND HOLDING ALL REAL OR PERSONAL PROPERTY INCLUDING DEBTS, INTEREST, DEMANDS, DUTIES, SUMS OF MONEY OR ANY OTHER THINGS WHATSOEVER, AS AFORESAID, THAT ARE THOUGHT TO BE DUE, OWING, BELONGING OR PAYABLE TO ME IN MY OWN RIGHT OR OTHERWISE;

(J) TO EMPLOY SUCH AGENTS, ATTORNEYS, ACCOUNTANTS, INVESTMENT COUNSEL, TRUSTEES, CARETAKERS AND OTHER PERSONS AND ENTITIES, AND TO DELEGATE DUTIES HEREUNDER AND PAY SUCH

COMPENSATION, AS MY ATTORNEY-IN-FACT MAY DEEM NECESSARY OR APPROPRIATE; AND

(K) TO DO, EXECUTE, PERFORM AND FINISH FOR ME AND IN MY NAME ALL THINGS WHICH MY ATTORNEY-IN-FACT SHALL DEEM NECESSARY OR APPROPRIATE, IN AND ABOUT OR CONCERNING MY PROPERTY OR ANY PART THEREOF.

IN ADDITION, I SPECIFICALLY AUTHORIZE MY ATTORNEY-IN-FACT TO DEAL WITH TAX AUTHORITIES, TO EXECUTE AND SIGN ON MY BEHALF ANY AND ALL FEDERAL, STATE, LOCAL AND FOREIGN INCOME AND GIFT TAX RETURNS, INCLUDING ESTIMATED RETURNS AND INTEREST, DIVIDENDS, GAINS AND TRANSFER RETURNS, FOR ALL PERIODS BETWEEN 1975 AND 2050, AND TO PAY ANY TAXES, PENALTIES AND INTEREST DUE THEREON; TO ALLOCATE GENERATION-SKIPPING TRANSFER TAX EXEMPTIONS (WITHIN THE MEANING OF SECTION 2642(A) OF THE INTERNAL REVENUE CODE) AND TO MAKE TAX ELECTIONS; TO REPRESENT ME OR TO SIGN AN INTERNAL REVENUE SERVICE FORM 2848 (POWER OF ATTORNEY OR DECLARATION OF REPRESENTATIVE) OR FORM 8821 (TAX INFORMATION AUTHORIZATION), OR COMPARABLE AUTHORIZATION, APPOINTING A QUALIFIED LAWYER, CERTIFIED PUBLIC ACCOUNTANT OR ENROLLED AGENT (INCLUDING MY ATTORNEY-IN-FACT IF SO QUALIFIED) TO REPRESENT ME BEFORE ANY OFFICE OF THE INTERNAL REVENUE SERVICE OR ANY STATE, LOCAL OR FOREIGN TAXING AUTHORITY WITH RESPECT TO THE TYPES OF TAXES AND YEARS REFERRED TO ABOVE, AND TO SPECIFY ON SAID AUTHORIZATION SAID TYPES OF TAXES AND YEARS; TO RECEIVE FROM OR INSPECT CONFIDENTIAL INFORMATION IN ANY OFFICE OF THE INTERNAL REVENUE SERVICE OR STATE, LOCAL OR FOREIGN TAX AUTHORITY; TO RECEIVE AND DEPOSIT, IN ANY ONE OF MY BANK ACCOUNTS, OR THOSE OF ANY REVOCABLE TRUST OF MINE, CHECKS IN PAYMENT OF ANY REFUND OF FEDERAL, STATE, LOCAL OR FOREIGN TAXES, PENALTIES AND INTEREST; TO PAY BY CHECK DRAWN ON ANY BANK ACCOUNT OF MINE OR OF ANY REVOCABLE TRUST OF MINE AND HAVE ACCOUNTS TO PERMIT MY ATTORNEY-IN-FACT TO DRAW CHECKS FOR PAYMENT OF SAID ITEMS; TO EXECUTE WAIVERS (AND OFFERS OF WAIVERS) OF RESTRICTIONS ON ASSESSMENT OR COLLECTION OF DEFICIENCIES IN TAXES AND WAIVERS OF NOTICE OF DISALLOWANCE OF A CLAIM FOR CREDIT OR REFUND; TO EXECUTE CONSENTS EXTENDING THE STATUTORY PERIOD FOR ASSESSMENT OR COLLECTION OF SUCH TAXES; TO EXECUTE OFFERS IN COMPROMISE AND CLOSING AGREEMENTS UNDER SECTION 7121 OR COMPARABLE PROVISIONS OF THE INTERNAL REVENUE CODE OR ANY FEDERAL, STATE, LOCAL OR FOREIGN TAX STATUTES OR REGULATIONS; TO DELEGATE AUTHORITY OR TO SUBSTITUTE ANOTHER REPRESENTATIVE FOR ANY ONE PREVIOUSLY APPOINTED BY ME OR MY ATTORNEY-IN-FACT; AND TO RECEIVE COPIES OF ALL NOTICES AND OTHER WRITTEN COMMUNICATIONS INVOLVING MY FEDERAL, STATE, LOCAL OR FOREIGN TAXES AT SUCH ADDRESS AS MY ATTORNEY-IN-FACT MAY DESIGNATE.

IN ADDITION, I AUTHORIZE MY ATTORNEY-IN-FACT TO MAKE VOLUNTARY CONTRIBUTIONS TO, TRANSFER ASSETS BETWEEN, AND WITHDRAW AMOUNTS FROM ANY QUALIFIED RETIREMENT BENEFIT PLAN OR IRA; TO WAIVE SPOUSAL RIGHTS ON ANY SUCH PLAN OR IRA; TO MAKE ELECTIONS WITH RESPECT TO THE TIMING, METHOD AND AMOUNTS OF WITHDRAWALS, DISTRIBUTIONS AND/OR ROLLOVERS,

METHODS OF CALCULATING MINIMUM REQUIRED DISTRIBUTIONS, AND METHODS OF DISTRIBUTION AS A BENEFICIARY OF ANOTHER'S PLAN OR IRA; AND TO TAKE ANY OTHER ACTIONS WITH RESPECT TO ANY SUCH PLAN OR IRA AS I COULD TAKE.

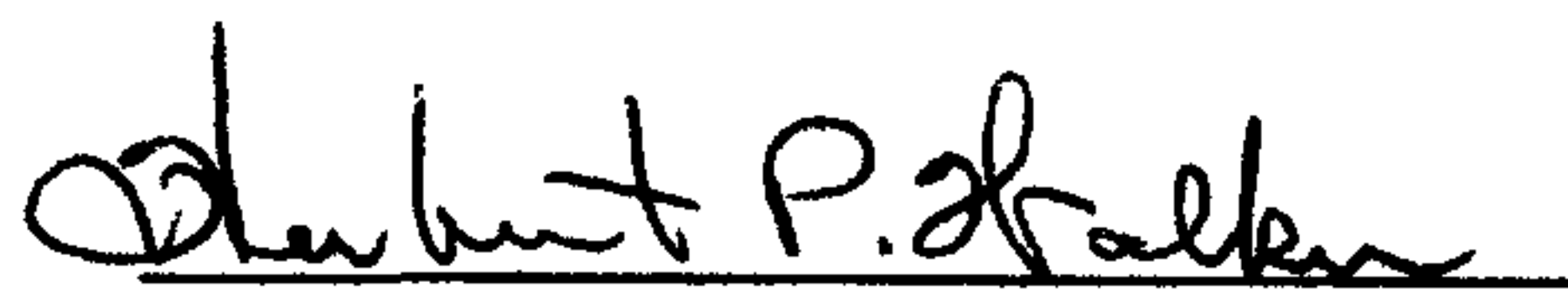
IN ADDITION, I SPECIFICALLY AUTHORIZE MY ATTORNEY-IN-FACT TO SELL, TRANSFER, CONVEY, OR OTHERWISE DISPOSE OF THE REAL PROPERTY AT 2549 WESTMINSTER CIRCLE, BIRMINGHAM, ALABAMA 35242, TOGETHER WITH ALL IMPROVEMENTS THEREON AND RIGHTS RELATING THERETO, UPON SUCH TERMS AND CONDITIONS AS MY ATTORNEY-IN-FACT MAY DEEM ADVISABLE, AND TO EXECUTE AND SIGN ON MY BEHALF ANY AND ALL AGREEMENTS, CLOSING DOCUMENTS AND OTHER INSTRUMENTS RELATING THERETO, INCLUDING WITHOUT LIMITATION CONTRACTS OF SALE, BROKERAGE AGREEMENTS, DEEDS, ASSIGNMENTS, CONSENTS, RELEASES, ESCROWS AGREEMENTS, AFFIDAVITS AND TAX RETURNS, AND TO TAKE SUCH OTHER ACTIONS RELATING TO SAID REAL PROPERTY AND THE SALE THEREOF AS MY ATTORNEY-IN-FACT MAY DEEM ADVISABLE.

THIS POWER OF ATTORNEY IS A DURABLE POWER OF ATTORNEY, AND IT SHALL NOT BE AFFECTED BY MY BECOMING DISABLED, INCOMPETENT OR INCAPACITATED OR THE LAPSE OF TIME. IT IS MY INTENT THAT THE AUTHORITY CONFERRED HEREIN SHALL BE EXERCISABLE NOTWITHSTANDING MY PHYSICAL DISABILITY OR MENTAL INCOMPETENCE.

IT IS MY DESIRE AND REQUEST THAT NO GUARDIAN OR CONSERVATOR OF MY PERSON OR PROPERTY BE APPOINTED IN THE EVENT OF MY DISABILITY OR INCAPACITY. IF, HOWEVER, A GUARDIAN OR CONSERVATOR OF MY PERSON OR PROPERTY IS TO BE APPOINTED FOR ME, I HEREBY NOMINATE AND APPOINT MY ATTORNEY-IN-FACT HEREUNDER TO SERVE AS GUARDIAN AND CONSERVATOR WITHOUT BOND.

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. 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 SUCH THIRD PARTY HAVING RELIED UPON THE PROVISIONS OF THIS POWER OF ATTORNEY.

IN WITNESS WHEREOF, I HAVE EXECUTED THIS POWER OF ATTORNEY THIS 5 DAY OF NOVEMBER, 2002.


HERBERT P. WALKER

WITNESS:

[Signature]

RESIDING AT

1768 SANDY RIDGE WAY
HOOPER, AL. 35244

[Signature]

RESIDING AT

17 FRANKIES LN.
ABBOTTEE, AL. 35007

STATE OF ALABAMA
COUNTY OF SHELBY

I, Julie A. Palmer, A NOTARY PUBLIC, HEREBY CERTIFY THAT
HERBERT P. WALKER, 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 5th DAY OF NOVEMBER, 2002.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 5th DAY OF NOVEMBER,
2002.

[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES ON
Jan. 11, 2004