

DURABLE POWER OF ATTORNEY

THIS DURABLE POWER OF ATTORNEY, executed in Houston County, Alabama, this
the 8th day of November, 2002.

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, that I, **Robert W. Walters of Shelby County, Alabama**, the undersigned, do hereby make, constitute and appoint **William Perry Walters of Houston County, Alabama**, my true and lawful Attorney-in-Fact, for me and in my name, place and stead, and on my behalf and for my use and benefit, to do, perform and execute all or any acts, deeds, and things, as fully as I might or could do if personally present, and every proper power necessary to carry out the acts, with full power of substitution and revocation, hereby ratifying and affirming that which he or his substitute lawfully designated by virtue of the power herein conferred upon him.

It is my specific intent that this durable power of attorney shall also serve as a medical directive pursuant to Code of Alabama § 26-1-2-(g)(1) - (4) through which I designate **William Perry Walters** as my medical attorney in fact empowered to make health care decisions for me, in the same manner as those powers granted to health care proxies as set forth in the Natural Death Act, Code of Alabama § 22-8A-4, if in the opinion of my attending physician, I am no longer able to give directions to health care providers. My medical attorney in fact may make any health care decision on my behalf that I could make but for lack of capacity to make a decision, subject only to specific applicable limitations provided for in Code of Alabama § 26-1-2-(g)(1). My medical attorney in fact shall have the authority to make decisions regarding provision withholding or withdrawal of life-sustaining treatment and artificially provided nutrition and hydration of my physician and another physician determine that I have an incurable terminal illness or injury which will lead to my death within six months or less or if, in the judgement of my attending physician and another physician,

I am in a condition of permanent unconsciousness.

This power of attorney is a durable power of attorney as authorized by Section 26-1-2 of the Code of Alabama of 1975, as amended. **THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY MY DISABILITY, INCOMPETENCY, OR INCAPACITY.** The rights, powers and authority contained in this Durable Power of Attorney shall remain in full force and effect thereafter until revocation by written notice from the undersigned. Any action taken in good faith pursuant to the foregoing authority without actual knowledge of my death or actual written notice of revocation, shall be binding upon me, my heirs, assigns and personal representatives.

IN WITNESS WHEREOF, as Principal, I have signed this Durable Power of Attorney and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.

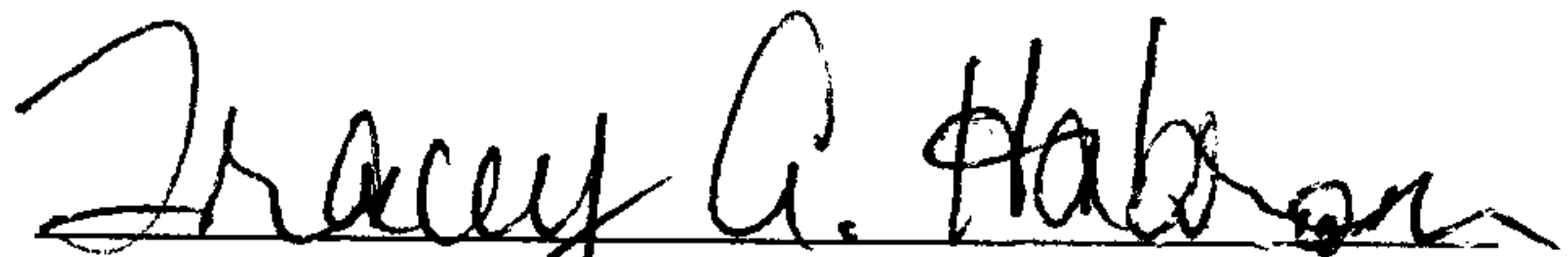


ROBERT W. WALTERS

STATE OF ALABAMA,
COUNTY OF HOUSTON.

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that **ROBERT W. WALTERS**, 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 said Durable Power of Attorney, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand this the 8th day of November, 2002.



NOTARY PUBLIC
My Commission Expires: 3/27/2006

I, **WILLIAM PERRY WALTERS**, accept the medical attorney in fact or health care proxy designation.

20021112000560480 Pg 3/3 17.00
Shelby Cnty Judge of Probate, AL
11/12/2002 13:04:00 FILED/CERTIFIED

11-8-02
DATE

William Perry Walters
WILLIAM PERRY WALTERS
MEDICAL ATTORNEY IN FACT/ HEALTH CARE PROXY

This instrument prepared by:

J. Michael Conaway, Esq.
P.O. Box 1631
Dothan, Alabama 36302
(334) 792-6752