

**GENERAL POWER OF ATTORNEY (DURABLE)**

KNOW ALL MEN BY THESE PRESENT, That I, **FRANCES R. CORNELIUS**, the undersigned, of **1220 Berwick Road Birmingham 35242**, County of **SHELBY**, State of **ALABAMA**, do hereby make, constitute, and appoint **LEIGH C. RICE**, of **674 Highland Lakes Cove 35242**, County of **SHELBY**, State of **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.

1. To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business, property, real or personal, tangible or intangible, or matter whatsoever;

2. To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, intangible and tangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, or due, owing payable, or belonging to me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute, and deliver for me, on my behalf, and in my name, all endorsements, acquittance, releases, receipts, or other sufficient discharges for the same;

3. To lease, purchase, exchange and acquire and to agree, bargain, and contract for the lease, purchase, exchange, and acquisition of, and to accept, take, receive, and possess any real

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or personal property whatsoever, tangible or intangible, or interest thereon, on such terms and conditions, and under such covenants, as said attorney in fact shall deem proper;

4. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible, or intangible, or any interest therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said attorney in fact shall deem proper;

5. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name;

6. To make, receive, sign, endorse, execute, acknowledge, deliver, and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stocks, certificates of deposit, of banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements, and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercises of the rights and powers herein granted.

7. I grant to said attorney in fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all

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that said attorney in fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

8. This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said attorney in fact.

9. This power of attorney shall not be affected by disability, incompetency, or incapacity of the principal.

10. The rights, powers, and authority of said attorney in fact herein granted shall commence and be in full force and effect on NOVEMBER 21, 2002, and such rights, powers, and authority shall remain in full force and effect thereafter until terminated by me in writing.

DATED: NOVEMBER 21, 2002

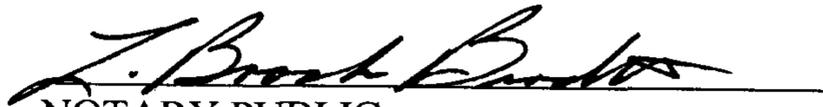
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Shelby Cnty Judge of Probate, AL  
11/25/2002 16:11:00 FILED/CERTIFIED

 L.S.  
**FRANCES R. CORNELIUS**

STATE OF ALABAMA        }  
COUNTY OF JEFFERSON    }

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **FRANCES R. CORNELIUS**, whose name is signed to the foregoing General Power of Attorney, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the General Power of Attorney, he/she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 21st day of NOVEMBER, 2002.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 5/14/05