

STATE OF ALABAMA

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SHELBY COUNTY

DURABLE

POWER OF ATTORNEY

I. APPOINTMENT OF ATTORNEY IN FACT:

KNOW ALL MEN BY THESE PRESENTS, that I, **Jacquelyn Ione Blickenstaff**, as principal, residing in Shelby County, State of Alabama, do hereby constitute and appoint Glen Wake Blickenstaff who resides in Shelby County, Alabama ("Attorney in Fact"), my true and lawful attorney for me and in my name, place, and stead, giving and granting to Glen Wake Blickenstaff, as he shall deem advisable, the full, complete, and unlimited right, power, and authority to do, execute, and perform any act, deed, matter, or thing whatsoever that my Attorney in Fact, in his discretion, determines ought to be done, executed, or performed, of every nature and kind whatsoever as fully and effectively as I could do if personally present and capacitated. Without in any way limiting the generality of the foregoing, I grant the following specific power with respect to my Attorney in Fact:

II. RIGHTS AND DUTIES:

(1) My Attorney in Fact shall be entitled to a reasonable commission as compensation for services and reimbursements for the expenses he reasonably incurs in the performance of his duties hereunder.

(2) My Attorney in Fact shall not be deemed to have a mandatory duty to exercise the powers conferred upon his by virtue of this instrument.

III. ADMINISTRATIVE POWERS:

My Attorney in Fact is hereby empowered:

(1) In buying and selling assets, in lending and borrowing money, and in all other transactions, irrespective of the occupancy by the same person of dual positions, to deal with himself in his separate or any fiduciary capacity;

(2) To engage and dismiss, in his discretion, agents, counselors, attorneys, accountants, and employees;

(3) To prepare, execute, and file income, ad valorem, gift, estate, excise, and other tax returns and other reports, declarations, applications, requests, and documents on my behalf;

(4) To obtain insurance of any kind, nature, or description whatsoever, including without limitation life insurance and insurance of property, in connection with the management, use, or operation, or in respect of the rents, issues, and profits, arising therefrom, and to make, execute, and file proofs of loss sustained or claimable thereunder, and all other instruments in and about the same, and to make, execute, and deliver receipts, releases, or other discharges therefor;

(5) To file any proof of claim, or take any other action, or undertake any other proceeding under the Bankruptcy Act or under any law of any state or territory of the United States, and in any such proceeding to vote in the election of any trustee or assignee, and to demand, receive, and accept any dividend or distribution that may be payable therein;

(6) To demand, sue for, collect, recover, and receive all goods, claims, debts, monies, interests, and demands whatsoever, now due or that may hereafter be due or belong to me (including the right to institute any action, suit, or legal proceeding for the recovery of any realty, to the possession whereof I may be entitled), and to make, execute and deliver receipts, releases, or other discharges therefor;

(7) To sue, defend, settle, adjust, compound, submit to arbitration, and

compromise all actions, suits, accounts, reckonings, claims, and demands whatsoever that now are, or hereafter shall be, pending between me and any person, firm, partnership, association, or corporation;

(8) To make, execute, endorse, accept, collect, and deliver any bills of exchange, checks, drafts, notes, and trade acceptances;

(9) To open and utilize checking and savings accounts in my name, to be an authorized signatory thereof, to deal with the same in all respects in my behalf, to withdraw funds therefrom, to close out same;

(10) To endorse checks, with or without restriction, in my name and on my behalf;

(11) To pay all sums of money that may hereafter be owing by me upon any debt, bill of exchange, check, draft, note or trade acceptance made, executed, endorsed, accepted, and delivered by me or for me by my Attorney in Fact;

(12) To exercise any general or special power of appointment exercisable by me, directly for my benefit or for the benefit of my family;

(13) To make advancements to any taker under the provisions of my last will and testament;

(14) To create or fund any trust estate whether the same shall be revocable or irrevocable;

(15) To disclaim interests in property pursuant to the Alabama Uniform Disclaimer of Property Interests Act, as the same may be amended;

(16) To have access to, to remove property from, and to add property to any safe-deposit box in my name or in my name jointly with another;

(17) To constitute and appoint, in his place and stead, and as his substitute, one Attorney in Fact or more, for me, with full power of revocation;

(18) To conduct my personal relationships and affairs.

IV. POWERS WITH RESPECT TO REALTY:

My Attorney in Fact is hereby empowered:

(1) To enter upon and take possession of all realty that may belong to me, or to the possession of which I may be entitled;

(2) To operate farms and woodlands with hired labor, tenants, or sharecroppers; to acquire realty, crops, allotments, livestock, poultry, machinery, equipment, materials, and any other items of production in connection therewith; to clear, drain, ditch, make roads, fence, and plant part or all of such realty, to employ or enter into any practices or programs to conserve, improve, or regulate the efficiency, fertility, and production thereof; to improve, sell, auction, or exchange crops, timber, or other products thereof; to lease or enter into other management, cutting production, or sales contracts for a term beyond the possible termination of the power created hereunder or for a lesser period; to employ the methods of carrying on agriculture, animal husbandry, and silviculture which are in use in the vicinity of any of such realty or which my Attorneys in Fact deems otherwise appropriate; to make loans or advances, at interest, for production, harvesting, marketing, or any other purpose hereunder, in such manner and upon such terms and conditions, as he/she may approve, and in general to take any action which my Attorney in Fact deems necessary or desirable in such operations of farms and woodlands;

(3) To drill, explore, test, mine, or otherwise exploit oil, gas, or other mineral or natural resources; to engage in absorption, repressuring, and other production, processing, or secondary recovery operations; to install, operate and maintain storage plants and pipelines or other transportation facilities; to engage in any of the above activities directly under such business form as my Attorneys in Fact may

select or to contract with others for the performance of them; and to enter into and execute oil, gas and mineral leases, contracts for royalties, oil payments, and other similar instruments, division and transfer orders, grants, farm-outs, pooling or unitization agreements, and such other instruments or agreements in connection therewith as he/she may deem necessary or desirable;

(4) To make, execute, and deliver any deed, mortgage, or lease, whether with or without covenants and warranties, in respect of any such realty;

(5) To manage any such realty, and to manage, repair, rebuild, or reconstruct any buildings, houses, or other structures, or any part thereof, that may now or hereafter be erected upon any such realty;

(6) To subdivide, dedicate, grant easements, or impose restrictive covenants and declarations of condominium ownership, to develop or improve, to raze and demolish structures, and otherwise to deal with any such realty;

(7) To ask, collect, and receive any rents, profits, issues, or income of any such realty;

(8) To pay any taxes, charges, and assessments that may be levied, assessed, or imposed upon any such realty.

V. POWERS WITH RESPECT TO PERSONALTY:

My Attorney in Fact is hereby empowered:

(1) To sell, mortgage, pledge, or hypothecate any shares of stock, bonds, other securities, or other property now or hereafter belonging to me, and to make, execute, and deliver assignments of any such shares of stock, bonds, other securities, or other property either absolutely or as collateral security;

(2) To purchase, borrow against, cancel, make elections under, convert, file claims, and receive benefits under contracts of insurance on me, and to

deal with such the same as I am able, including, without limitation, contracts of health, life, accident, disability, property, automobile, liability, and all other insurance;

(3) To act as my attorney or proxy in respect to any stocks, shares, bonds, other securities, or other investments, rights, or interests I may now or hereafter hold [this authority shall endure without regard to the eleven month limitation on proxies found in Section 10-2A-53 (c) Code of Alabama (1975), as amended];

(4) To act in my stead with respect to retirement, pension, profit-sharing, self-employed, and other qualified plans and annuities and individual retirement accounts, bonds, and annuities, to receive proceeds therefrom, make contributions thereto, and elect options thereunder;

(5) To act in my stead with respect to benefits from military service.

VI. POWERS WITH RESPECT TO PROPERTY, GENERALLY:

My Attorney in Fact is hereby empowered:

(1) With respect to any such realty and personalty to make, do, and transact all and every kind of business of whatever kind or nature, including the receipt, recovery, collection, payment, compromise, settlement, and adjustment of all accounts, legacies, bequests, interests, dividends, annuities, income, rents, claims, demands, actions, causes of actions, debts, taxes, and obligations which may now or hereafter be due, owing, or payable by or to me;

(2) To extend, renew, replace, or increase any mortgage or mortgages now or hereafter affecting any such realty or personal property; and to sign, seal, acknowledge, and deliver any bond, or to make, sign and deliver any note, and any extension, renewal, consolidation, or apportionment agreement or any other instrument.

(3) To make gifts on my behalf to individuals or to Trustees in the form of cash or property or interest in property in amounts equal to the annual exclusion for

gift tax purposes.

VII. NO CONDITION TO EFFECTIVENESS:

This power of attorney shall become effective immediately upon my signature, without any further requirements.

VIII. RATIFICATION:

I, Jacquelyn Ione Blickenstaff, ratify and confirm all and whatsoever that my Attorney in Fact, or his substitute, shall do, or cause to be done, in or about the premises by virtue of this power of attorney. I declare that any act or thing lawfully done hereunder by my Attorney in Fact shall be binding upon me and my heirs, legal and personal representatives, and assigns, whether the same shall have been done before or after my death or other revocation of this instrument, unless and until in reliance hereon. This power of attorney may be filed for record in any public office.

IX. CHARACTERIZATION:

I intend this power of attorney to constitute a durable power of attorney under Section 26-1-2 Code of Alabama (1975), as amended, and this power of attorney shall not be affected by my disability, incompetency, or incapacity. All acts done by my said Attorney in Fact, or her agent or substitute, shall have the same effect and inure to the benefit of and bind me, my estate, heirs, successors in interest, personal representatives, and assigns the same as I could do when not disabled, incompetent, or incapacitated.

X. DURABILITY:

This power of attorney shall not be revoked or terminated by my death as to my Attorney in Fact, his agent, or substitute and any other person who, without actual knowledge of my death, acts in good faith in reliance on this power of attorney; and any such action so taken where lawful, shall bind my estate, heirs, successors in

interest, personal representatives, and assigns the same as if taken by me before my death.

XI. TERMINATION OF POWER:

The Power of Attorney granted my Attorney in Fact shall terminate as to that Attorney in Fact without further action on my part immediately upon the occurrence of any one of the following:

- (1) The adjudication of Glen Wake Blickenstaff as incompetent; or,
- (2) The death of Glen Wake Blickenstaff.

XII. NOMINATION OF FIDUCIARY:

In the event any court or other authority shall undertake to appoint a fiduciary for me or my property, I hereby nominate Glen Wake Blickenstaff, pursuant to Section 26-1-2 Code of Alabama (1975), as amended, to be appointed guardian, curator, custodian, trustee, conservator, receiver, or any other fiduciary for me or my property.

XIII. RULES OF CONSTRUCTION AND DEFINITIONS:

(1) **SEVERABILITY:** If any provision of this power of attorney is held to be inoperative, invalid, or illegal, it is my intention that all of the remaining provisions hereof shall continue to be fully operative and effective so far as is reasonable.

(2) **NUMBER:** Where necessary or appropriate to the meaning hereof the singular and plural shall be interchangeable.

(3) **GENDER:** Words of any gender shall include all genders.

(4) **DEFINITIONS:**

(a) "Property" shall include all property, real, personal, and mixed, tangible and intangible, including without limitation, money, assets, and any

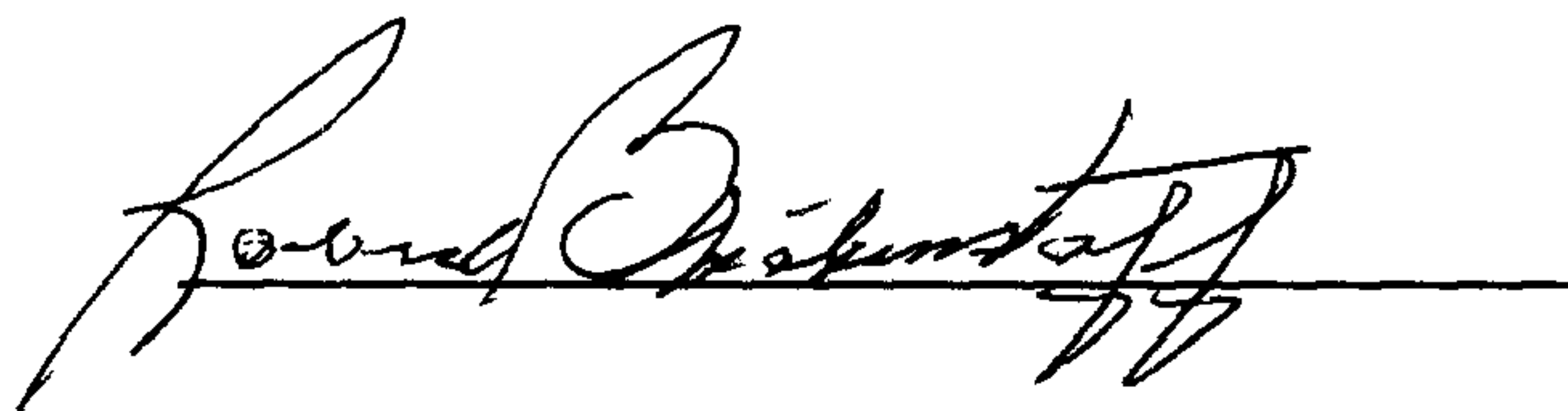
reversionary or remainder interest.

(b) "Realty" shall include lands, tenements, structures, improvements, hereditaments, and the rights in same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Shelby County, State of Alabama, on this the 23rd day of July, 2003.


Jacquelyn Ione Blickenstaff

WITNESSES:

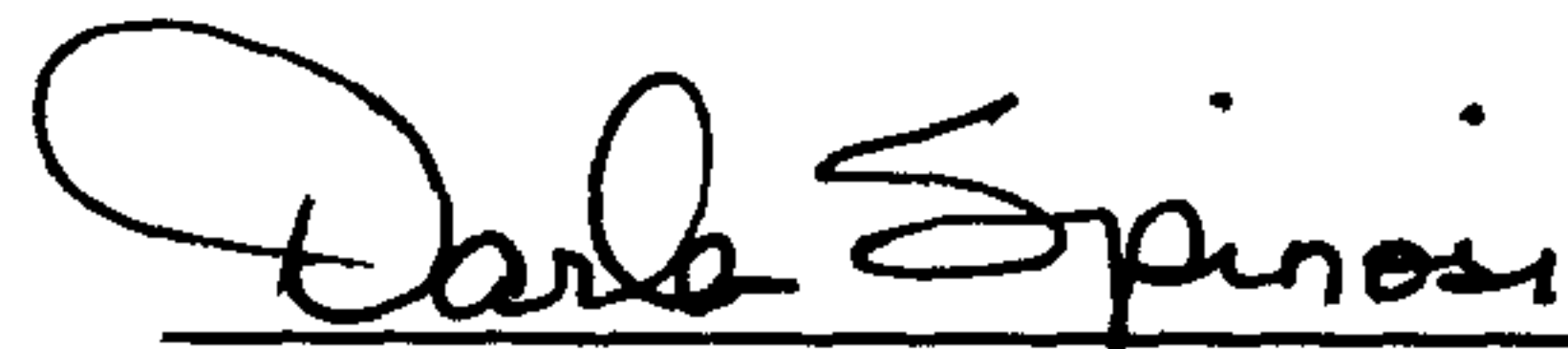




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I, the undersigned authority, a Notary Public for the State of Alabama at Large, do hereby certify that Jacquelyn Ione Blickenstaff, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 23rd day of July, 2003.



Notary Public for the State
of Alabama at Large

**THIS DOCUMENT PREPARED BY
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