

DURABLE POWER OF ATTORNEY

I, the undersigned, **JETTIE LORETTA CARTER WHITEHEAD** of Shelby County, Alabama, do hereby make, constitute, and appoint my daughter, **OUIDA WHITEHEAD WALLACE**, my true and lawful attorney-in-fact for me in my name, place, and stead, and on my behalf, and for my use and benefit:

1. To ask, demand, sue for, recover, and receive all manner of goods, chattels, debts, rents, interest, sums of money, and demands whatsoever, due or hereafter to become due and owing, or belonging to me, and to make, give, and execute acquittances, receipts, releases, satisfactions, or other discharges for the same, whether under seal or otherwise;

2. To make, execute, endorse, accept, and deliver in my name or in the name of my said attorney-in-fact all checks, notes, drafts, warrants, acknowledgments, agreements and other instruments in writing, of whatsoever nature, as my said attorney-in-fact may deem necessary to conserve my interest;

3. To execute, acknowledge and deliver any and all contracts, deeds, leases, assignments of mortgage, extensions of mortgage, satisfactions of mortgage, releases of mortgage, subordination agreements, and any other instruments or agreements of any kind or nature whatsoever, in connection therewith, and affecting any and all property presently mine or hereafter acquired, located anywhere, which my said attorney-in-fact may deem necessary or advantageous for my interest;

4. To enter into and take possession of any lands, real estate, tenements, houses, stores, or buildings, or parts thereof, belonging to me, that may become vacant or unoccupied, or the possession of which I may be or may become entitled to, and to receive and take for me and in my name and to my use all or any rents, profits, or issues of any real estate belonging to me, and to let the same in such manner as my attorney-in-fact shall deem necessary and proper and from time to time to renew leases;

5. To commence, and prosecute in my behalf, any suits or actions or other legal or equitable proceedings for the recovery of any of my lands or for any goods, chattels, debts, duties, demand, cause or thing whatsoever, due or to become due or belonging to me, and to prosecute, maintain, and discontinue the same, if said attorney-in-fact shall deem proper;

6. To take all steps and remedies necessary and proper for the conduct and management of my business affairs, and for the recovery, receiving, obtaining, and holding possession of any lands, tenements, rents or real estate, goods and chattels, debts, interest,

demands, duties, sum or sums of money or any other things whatsoever, located anywhere that is, are, or shall be, by my said attorney-in-fact, thought to be due, owing, belonging to or payable to me in my own right or otherwise;

7. To appear, answer, and defend in all actions and suits whatsoever which shall be commenced against me and also for me and in my name to compromise, settle, and adjust, with each and every person or persons, all actions, accounts, dues, and demands, subsisting or to subsist between me and them or any of them, and in such manner as my said attorney-in-fact shall think proper; hereby giving to my said attorney-in-fact power and authority to do, execute, and perform and finish for me and in my name all those things which shall be expedient and necessary in and about or concerning the premises, or any of them, as fully as I could do if personally present, thereby ratifying and confirming whatever my said attorney-in-fact shall do or cause to be done in, about, or concerning the premises, and any part thereof; and

8. I grant to my said attorney-in-fact full authority to make decisions for me regarding my health care. In exercising this authority, my said attorney-in-fact shall follow my desires as stated in this document or otherwise known to my said attorney-in-fact. In making any decision, my said attorney-in-fact shall attempt to discuss the proposed decision with me to determine my desires if I am able to communicate in any way. If my said attorney-in-fact cannot determine the choice I would want made, then my said attorney-in-fact shall make a choice for me based upon what my said attorney-in-fact believes to be in my best interests. My said attorney-in-fact's authority to interpret my desires is intended to be as broad as possible. Accordingly, my said attorney-in-fact is authorized as follows:

(a) To consent, refuse, or withdraw consent to any and all types of medical care, treatment, surgical procedures, diagnostic procedures, medication, and the use of mechanical or other procedures that affect any bodily function, including (but not limited to) artificial respiration, nutritional support and hydration and cardiopulmonary resuscitation;

(b) To have access to medical records and information to the same extent that I am entitled to, including the right to disclose the contents to others;

(c) To authorize my admission to or discharge (even against medical advice) from any hospital, nursing home, residential care, assisted living or similar facility or service;

(d) To contract on my behalf for any health care related service or facility on my behalf, without said attorney-in-fact incurring personal financial liability for such contracts;

(e) To hire and fire medical, social service and other support personnel responsible for my care;

(f) To authorize, or refuse to authorize, any medication or procedure intended to relieve pain, even though such use may lead to physical damage, addition, or hasten the moment of (but not intentionally cause) my death;

(g) To make anatomical gifts of part or all of my body for medical purposes, authorize an autopsy, and direct the disposition of my remains, to the extent permitted by law;

(h) With respect to any life-sustaining treatment, I do not want my life to be prolonged nor do I want life-sustaining treatment to be provided or continued if my said attorney-in-fact believes the burdens of the treatment outweigh the expected benefits. I want my said attorney-in-fact to consider the relief of suffering, the expense involved and the quality as well as the possible extension of my life in making decisions concerning life-sustaining treatment.

(i) To take any other action necessary to do what I authorize here, including (but not limited to) granting any waiver or release from liability required by any hospital, physician, or other health care provider; signing any documents relating to refusals of treatment or the leaving of a facility against medical advice, and pursuing any legal action in my name, and at the expense of my estate to force compliance with my wishes as determined by said attorney-in-fact, or to seek actual or punitive damages for the failure to comply.

(j) No person, physician, institution or health care provider who relies in good faith upon any representations or instructions by my said attorney-in-fact shall be liable to me, my estate, my heirs or assigns, for recognizing said attorney-in-fact's authority.

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 my said attorney-in-fact.

This power of attorney shall not be affected by the disability, incompetency or incapacity of the principal and is a durable power of attorney as defined in Section 26-1-2 of the Code of Alabama (1975).

I hereby nominate said attorney-in-fact as the conservator of my estate and the guardian of my person if proceedings to appoint a fiduciary for me are hereafter commenced during my life. In the event that my said attorney-in-fact shall for any reason fail or cease to

serve as such attorney-in-fact or as the conservator of my estate and the guardian of my person, then I nominate my granddaughter, JENNIE ANESIA WALLACE, as successor attorney-in-fact and conservator of my estate and guardian of my person. Such successor shall succeed to all of the rights, powers, duties and immunities of my first-named attorney-in-fact/conservator/guardian. Pursuant to Section 26-2A-139, Code of Alabama, (1975), as amended, I hereby exempt my conservator, and the successor nominated herein, from giving bond.

This Durable Power of Attorney revokes and cancels any and all powers of attorney, durable or otherwise, which I may have executed prior to the date hereof.

The rights, powers, and authority of said attorney-in-fact granted in this instrument shall remain in full force and effect until I give written notice that this Durable Power of Attorney is terminated and revoked.

In Witness Whereof, as Principal, I have signed this Durable Power of Attorney at Birmingham, Alabama, this 9th day of September, 2003, (and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.)

DATED: 9-9-03

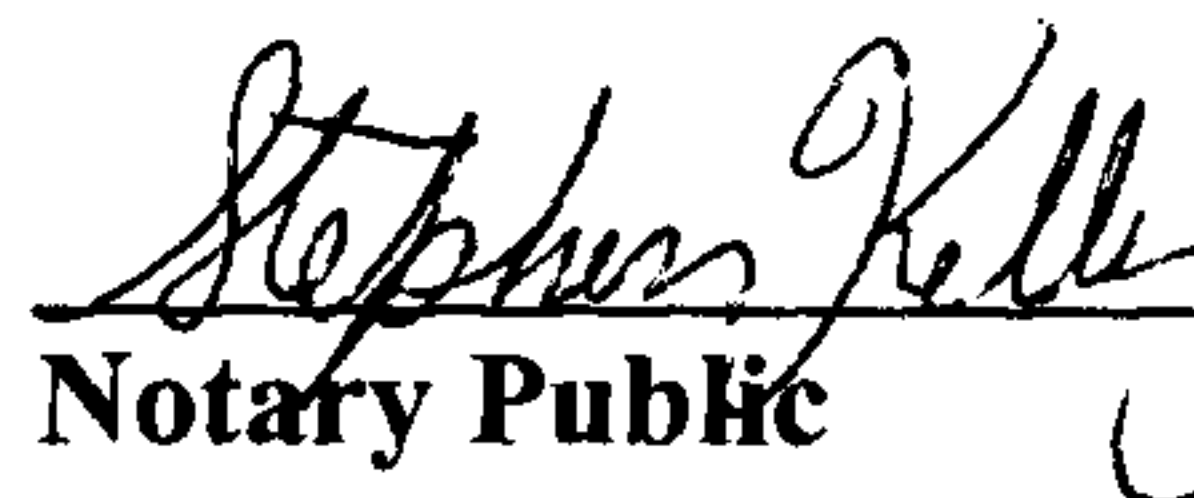

JETTIE LORETTA CARTER WHITEHEAD

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, Stephen Kelly, the undersigned Notary Public in and for said County and State, hereby certify that JETTIE LORETTA CARTER WHITEHEAD, 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 the Durable Power of Attorney, JETTIE LORETTA CARTER WHITEHEAD, executed the same voluntarily on the day the same bears date.

Given under my hand this 9th day of September, 2003.


Notary Public

My Commission Expires: 1-6-07