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Shelby Cnty Judge of Probate, AL
11/20/2003 13:46:00 FILED/CERTIFIED

This instrument was prepared by:
S. Lynn Marie McKenzie, Attorney at Law, KNIGHT & GRIFFITH
P.O. Box 930, Cullman, Alabama 35056-0930

STATE OF ALABAMA *
* DURABLE POWER OF ATTORNEY *
COUNTY OF JEFFERSON *

KNOW ALL PEOPLE BY THESE PRESENTS, that I, GARRY GAIL GRAY, of
Shelby County, Alabama ("Principal"), have this day appointed KELLEY HOUSTON GRAY, of
Shelby County, Alabama ("Agent"), as my lawful agent and attorney-in-fact, to perform any act
whatsoever regarding my estate, property, and affairs, as fully and for all intents and purposes as
I might or could perform in my own person if present, including, without limiting the generality
of the foregoing, the following specifically enumerated powers, which are granted to aid and
exemplify, but not to define or limit, the full, general, and complete power granted herein:

1. To forgive, request, demand, sue for, collect, recover, hold, and receive all sums of money, debts, dues, commercial paper, legacies, bequests, bonds, certificates of deposit, accounts, interest, dividends, annuities, and demands whatsoever as are now or shall hereafter become due, owing, payable, or belonging to me, and to sell, adjust, compromise, and agree for the same.
2. To make, do, and transact all and every kind of business of whatever nature he considers necessary, including the making and executing of contracts of any kind whatsoever; to draw checks on my bank account or accounts and make deposits therein; to have access to any safety deposit box rented by me and to remove the contents of the same; and to perform any and all other banking functions.
3. To make, seal, and deliver; to bargain, contract, agree for, buy, sell, give, dispose of, mortgage, hypothecate, and in any and every way and manner in and to personal property in possession or in action, and to release mortgages on land or chattels.
4. To bargain, contract, agree for, purchase, receive, and take lands, tenements, and hereditaments; to accept the seizing and possession of all lands and deeds; to lease, bargain, release, and satisfy mortgages; to grant, release, convey, mortgage, and hypothecate lands, tenements, and hereditaments, upon such terms and under such covenants as he shall deem advisable.

5. To sign, seal, execute, acknowledge, and deliver such deeds, leases, and assignments or agreements, mortgages, releases and satisfaction of mortgages and such other written instruments of whatever kind as may be necessary or proper in the premises.

6. I hereby give and grant unto my said attorney-in-fact full power and authority to do and perform every act or thing whatsoever requisite and necessary to be done in and about the premises, as fully to all intent and purposes as I might or could do if personally present, with full power of substitution and revocation, and ratify and affirm that which my said attorney-in-fact or lawful substitute shall lawfully do or cause to be done by virtue of the powers conferred herein.

7. This power of attorney shall not commence or become effective until I become disabled, incompetent, or incapacitated, as certified in writing by my physician. This power of attorney shall continue in effect until such disability, incompetency, or incapacity ceases.

If KELLEY HOUSTON GRAY should be dead or fail or refuse to act as my lawful agent and attorney-in-fact, or having acted should thereafter die, resign or become incapacitated, then in that event I nominate and appoint SUSAN CAYLEY to act as her successor. I expressly declare that my lawful agent and attorney-in-fact, or her successor, shall not be required to give any bond for the performance of her duties arising hereunder; nor shall she be required to make any inventory of the property coming into her hands as such attorney-in-fact nor make any report to any Court of her proceedings hereunder.

If any Court of competent jurisdiction shall be requested to appoint a guardian, conservator, or other fiduciary for me, then I nominate KELLEY HOUSTON GRAY, to act in such capacity.

Furthermore, in the event that I have been determined to be incapacitated, to provide informed consent for medical treatment and surgical and diagnostic procedures, I appoint as my attorney-in-fact for health care decisions, KELLEY HOUSTON GRAY. I fully understand that this appointment will permit my attorney-in-fact to make health care decisions and to provide,

withhold, or withdraw consent on my behalf; to apply for public benefits to defray the cost of health care; and to authorize my admission to or transfer from a health care facility.

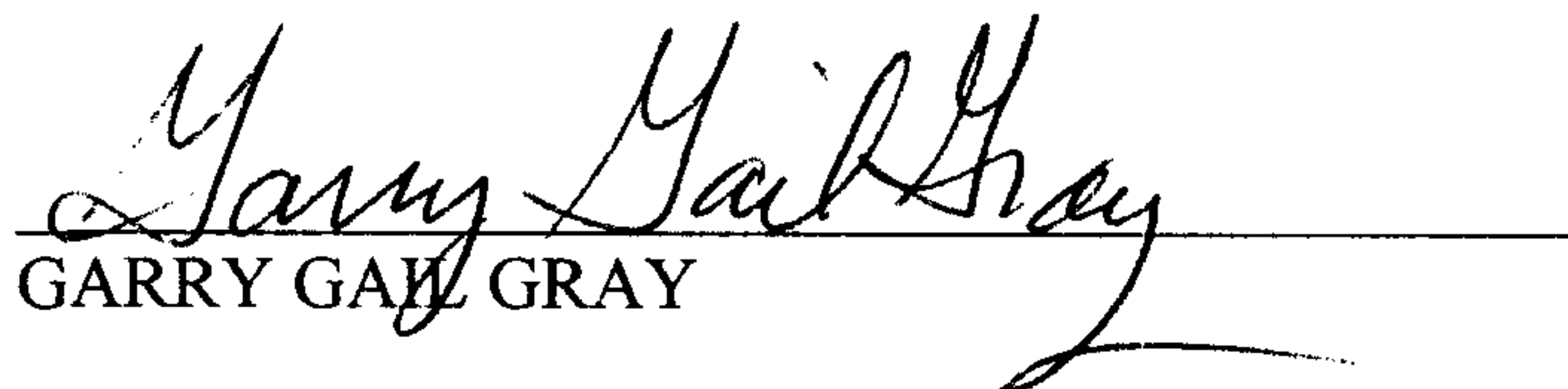
Additionally, I understand that this appointment will permit my attorney-in-fact to authorize the giving or withdrawing of any medical procedure on my behalf, even though it might be against medical advice, including, without limitation, withholding forced feeding through tubes or otherwise; to remove me from any medical institution, nursing home, or similar medically supervised environment, including removing me to another state, even if such removal is contrary to medical advice; and to pay heed to my thoughts and desires as expressed in any health care advance directive that I may have executed.

Agent shall be entitled to reimbursement for all reasonable costs incurred and paid by Agent on my behalf pursuant to any provision of this Durable Power of Attorney, but Agent shall not be entitled to compensation for his services rendered hereunder.

I hereby ratify and confirm all that KELLEY HOUSTON GRAY, as my true and lawful attorney, shall lawfully do or cause to be done by virtue of these presents, giving and granting unto my said attorney-in-fact full power and authority to do any and all acts necessary and proper to be done in and about the premises.

Notwithstanding any provision herein to the contrary, Agent shall not satisfy any legal obligation of Agent out of any property subject to this Durable Power of Attorney, nor may Agent exercise this power in favor of Agent's estate or creditors.

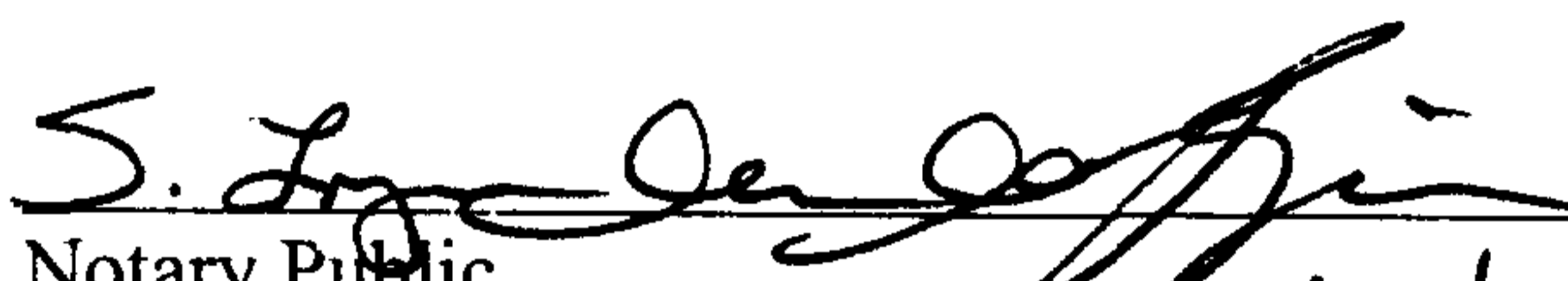
WITNESS my hand and seal this 18th day of November, 2003.


GARRY GAIL GRAY

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public, in and for said State and County, hereby certify that GARRY GAIL GRAY, 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, she executed and delivered the same voluntarily on the day the same bears date.

Given under my hand and official seal this 18th day of November, 2003.



Notary Public
My Commission Expires: 4/24/07