

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

GENERAL DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a General and Durable Power of Attorney, that I, **FRANCES LEE BUTLER**, the undersigned, a resident of the County of Shelby, State of Alabama, do hereby make, constitute and appoint **JUDY BATSON**, a resident of the County of Jefferson, 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.

To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Attorney in Fact full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Attorney in Fact shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted;

To forgive, request, demand, sue for, recover, collect, receive, and hold all such sums of money, debts, dues, commercial papers, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all real and personal property, intangible and tangible property and property rights and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to, me or in which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery thereof, and to adjust,

sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;

To acquire, purchase, exchange and grant options to sell, mortgage, pledge, lease, sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my Attorney in Fact shall deem proper, with full authority to sign, endorse, execute and deliver any sales agreement, deed, bill of sale, and all other instruments or documents pertaining to the sale of any of my real or personal property; and to enter into bonds, contracts, mortgages and deeds connected therewith;

To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereafter acquire in my name and for my benefit, upon such terms and conditions as my Attorney in Fact shall deem proper;

To make, receive and endorse checks and drafts, deposits and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations, and other institutions, execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted;

To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, truck, van, motorcycle or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment;

To prepare, sign and file income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any year or years; to consent to any gift and to utilize any gift-splitting provisions or other tax election; and to prepare, sign and file any claims for refund of any tax;

To have access at any time or times to any safe deposits box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposits box, and any institution in which any such safe deposits box may be located, shall not incur any liability to me or my estate as a result of permitting

Attorney in Fact to exercise this power;

To hold or acquire any property or securities, without being bound by any provision of law restricting investments by trustees, where such course is, in the said Attorney in Fact's opinion, for my best interest;

This instrument is to be construed and interpreted as a durable and 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.

The rights, powers and authority of my said Attorney in Fact herein granted shall commence and be in full force and effect on the 15th day of September, 2002, the authority conferred herein shall not be affected by disability, incompetency, or incapacity of the principal; and such rights, powers and authority shall remain in full force and effect thereafter until the death, disability, incompetency, or incapacity of the said Attorney in Fact, or until the revocation of this general durable power of attorney upon written notice by the principal. Any action taken in good faith pursuant to the foregoing authority without actual knowledge of my death shall be binding upon me, my heirs, assigns and personal representatives.

* * * * *

IN WITNESS WHEREOF, as Principal, I have signed this General Durable Power of Attorney, at Birmingham, Alabama, this 15th day of September, 2002, and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.



FRANCES LEE BUTLER

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **FRANCES LEE BUTLER**, 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 this instrument, the said **FRANCES LEE BUTLER**, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 10 day of September 2002.

Kathina Walker
Notary Public
My Commission Expires: 4/16/04

PREPARED BY:

Shami S. Malone
CHAMBLEE, ENNIS, WEEMS & MALONE, L.L.C.
Attorneys at Law
5582 Apple Park Drive
Birmingham, Alabama 35235
(205)-856-9111