

PLEASE RETURN TO:

MOSS & CONDON, LLC

300 UNION HILL DRIVE, SUITE 200
BIRMINGHAM, AL 35209

DURABLE POWER OF ATTORNEY


20040701000363690 Pg 1/6 26.00
Shelby Cnty Judge of Probate, AL
07/01/2004 12:45:00 FILED/CERTIFIED

THE STATE OF TEXAS

§

§

COUNTY OF HARRIS

§

KNOW ALL MEN BY THESE PRESENTS:

THAT I, VICKI JAN GODFREY, do hereby appoint my husband, ERNEST R. GODFREY, as my true and lawful attorney-in-fact, to have full power of substitution to appoint his successor or successors, to act in my name, place and stead and on my behalf having the authority customarily granted in a general power of attorney, including, but not by way of limitation, to do and execute all or any of the following acts, deeds and things, to-wit:

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

(2) To ask, demand, sue for, recover, collect, receive and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, choses in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which now are or hereafter shall be or become due, owing, payable or belonging to me or by any right, title, ways or means howsoever, and

upon receipt thereof or of any part thereof to make, sign, execute, and deliver such receipts, releases or other discharges for the same as my said attorney-in-fact shall think fit or be advised.

(3) To commence, prosecute, discontinue, or defend all actions or other legal proceedings touching my estate or any part thereof or touching any matter in which I or my estate may be in any way concerned; and to have, sue and take all lawful ways and means and legal and equitable remedies, procedures and writs in my name for the collection, recovery of any item or matter in which I have or may acquire an interest and to compromise, settle and agree for the same and to make, execute and deliver for me and in my name all endorsements, acquittances, releases, receipts or other sufficient discharges for the same.

(4) To lease, purchase, exchange and acquire and to bargain, contract and agree for the lease, purchase and exchange and acquisition of and to take, receive and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney-in-fact shall deem proper.

(5) To enter into and upon all and each of my real property, and to let, manage and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon.

(6) To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my attorney-in-fact shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warranty or otherwise as

my attorney-in-fact shall see fit, and to give receipts for all or any part of the purchase price or other consideration.

(7) To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name.

(8) To sign, endorse, execute, acknowledge, deliver, receive and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, 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, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, judgments, liens, security agreements, and other debts and obligations, and other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted.

(9) To deposit any monies which may come to my attorney-in-fact as such attorney-in-fact with any bank or banker or other person either in my or my attorney-in-fact's name, and to employ or expend as my attorney-in-fact shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any debts, or interest payable by me, or taxes, assessments, insurance, and expenses due and payable or to become due and payable or otherwise for my use and benefit, or to invest of my attorney-in-fact's name or any nominee in any stocks, shares, bonds, securities or other property, real or personal, as my attorney-in-fact may think proper, and to

receive and give receipts for any income or dividend arising from such investments, and to vary or dispose of such investments.

(10) To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney-in-fact may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements and other instruments which may be necessary or proper.

(11) To engage, employ, and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, contractors, engineers, architects, custodians or other persons in and about the performance of these presents as my attorney-in-fact shall think fit.

(12) To vote at the meetings of stockholders, members or other meetings of any corporation or company, or otherwise to act as my attorney-in-fact or proxy in respect of any stocks, shares, membership or partnership interests, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments.

(13) To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executor, administrator, or trustee or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.

(14) To exercise any powers granted to an attorney-in-fact as set out in the Texas Durable Power of Attorney Act, Section 492, subsections (1) through (8), and any amendments thereto.

(15) In general, to do all other acts, deeds, matters and things whatsoever in or about my estate, property, and affairs, or to concur with persons jointly interested with myself

therein in doing all acts, deeds, matters, and things herein particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own person if personally present and competent.

This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, acts, rights, or powers herein does not limit or restrict, and it is not to be construed or interpreted as limiting or restricting, the general power herein granted to my attorney-in-fact.

This general power of attorney revokes any previous powers of attorney granted by me.

This power of attorney shall not terminate on my disability or incompetency. All acts done by my attorney-in-fact pursuant to this power, during any period of my disability or incompetence, shall have the same effect and shall inure to the benefit of and bind me as if I were not disabled or incompetent.

My attorney-in-fact, and any successors, shall not be obligated to furnish any bond or other security.

Any authority granted to my attorney-in-fact herein shall be limited so as to prevent this power of attorney from causing my attorney-in-fact to be taxed on my income and from causing my estate to be subject to a general power of appointment by my attorney-in-fact, as that term is defined in Section 2041 of the United States Internal Revenue Code.

I hereby ratify and confirm all that my attorney-in-fact, or her successor or successors, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers granted herein.

I hereby bind myself to indemnify my attorney-in-fact and any of her successors who shall so act against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorneys' fees which my attorney-in-fact at any time may sustain or incur in connection with carrying out the authority granted in this power of attorney.

This Durable Power of Attorney shall commence on June 10, 2004 and terminate on September 9, 2004, unless revoked by me in writing prior to such termination.

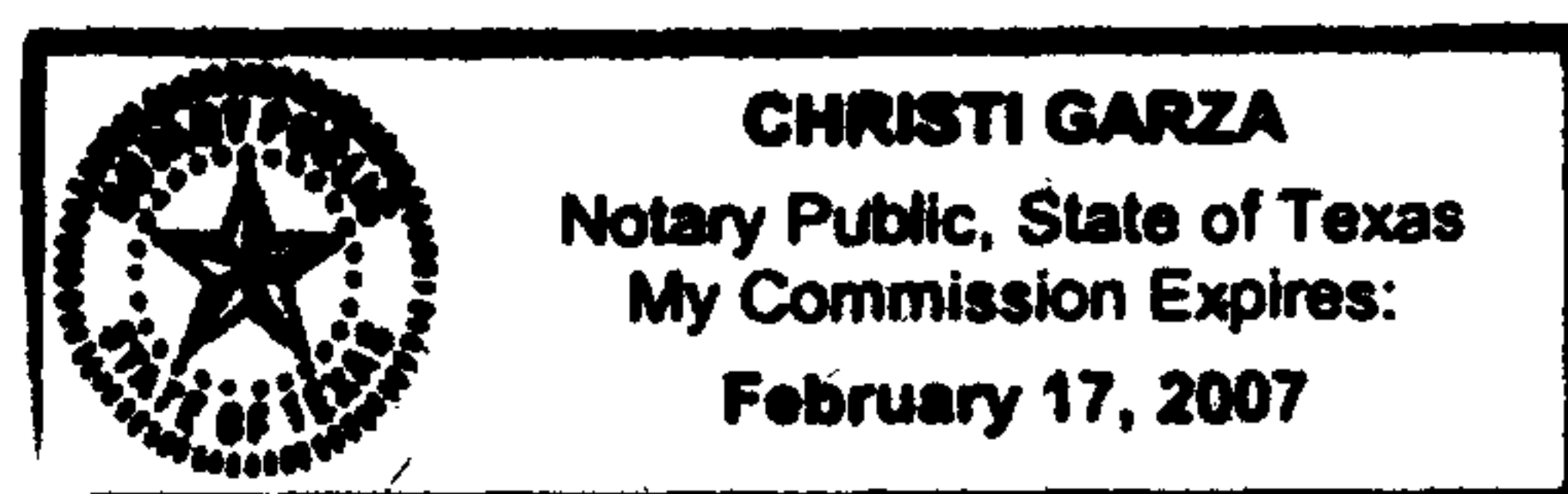
In Witness Whereof, as Principal, I have signed this Durable Power of Attorney at Houston, Texas, this 21 day of JUNE 2004, and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.

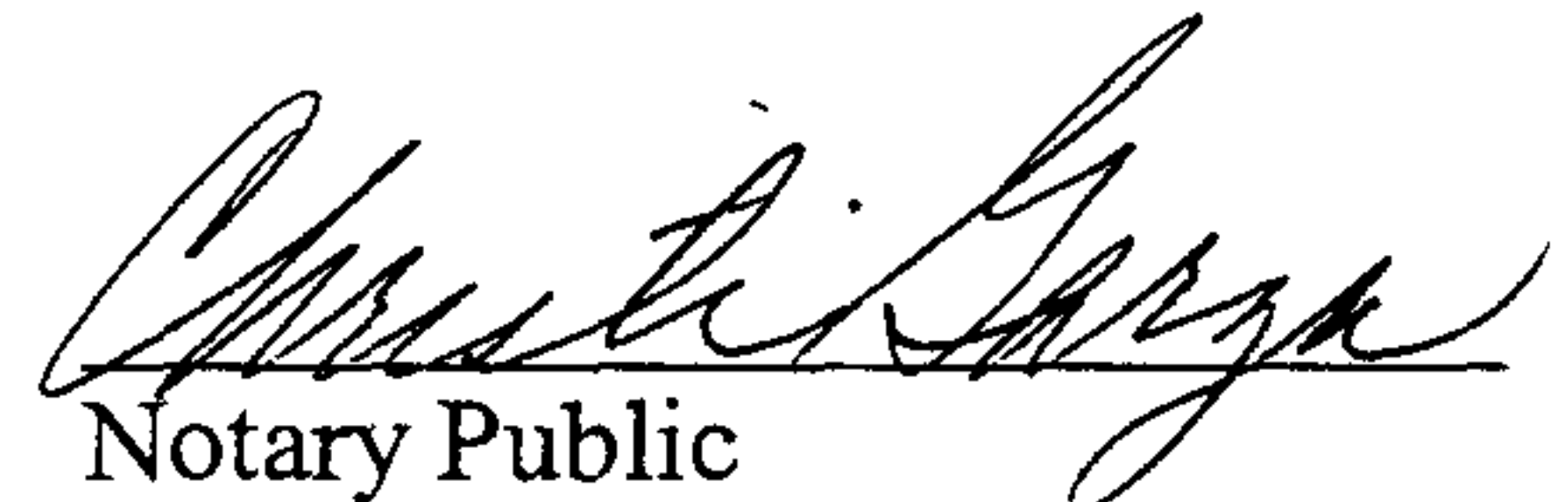

(Seal)

THE STATE OF TEXAS
Harris COUNTY

I, Christi Garza, Notary Public in and for said County in said State, hereby certify that Vicki Jan Godfrey, 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, [he or she] executed the same voluntarily on the day the same bears date.

Given under my hand this the 21st day of June, 2004




Notary Public