

STATE OF ALABAMA)
SHELBY COUNTY)

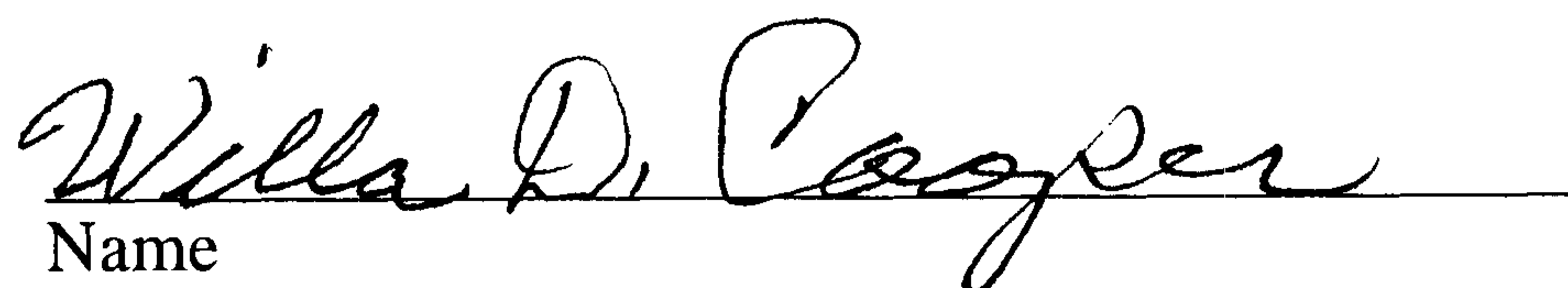
DURABLE GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

A. That I, WILLA D. COOPER, residing at 1211 Morningstar Lane, Alabaster, Shelby County, State of Alabama, have made and appointed and by these presents do hereby make, constitute, appoint and empower my son, Malcolm C. Cooper, of 1217 Morningstar Lane, Alabaster, Alabama, Shelby County, as my true and lawful attorney-in-fact for me and in my name, place and stead:

(1) To demand, receive, collect and hold any and all monies, securities, personal property, real property, of any kind or nature whatsoever, owned by, or belonging to me, or in which I may have any interest;

(2) To draw and issue checks on, and make deposits to, my checking account at any bank, savings and loan association or brokerage house and to receive and receipt in my name any money that is due or payable to me and to endorse in my name all checks, vouchers, drafts or money-orders made payable to me or to my order; and to deposit to and to make withdrawals from and to surrender for payment my savings accounts, savings certificates, certificates of deposit, money-market certificates, or any other funds which I may have at any savings and loan association, at any bank, or at any brokerage house;


Name

(3) To carry and maintain new or additional checking accounts or savings accounts (including, but not limited to, certificates of deposit and money-market certificates) for me and in my name in such bank, savings and loan association, and/or brokerage house as my said attorney-in-fact may deem best and to make deposits of money belonging to me or to my order in such accounts and disburse said monies on the signature of my said attorney-in-fact for any purposes in connection with my personal needs, support, maintenance and medical attention in any such amounts and for such purposes and at such times as my said attorney-in-fact may deem best; but no such bank, savings and loan association, or brokerage house shall be obligated to verify or ascertain the nature or purpose of any such disbursement made by said attorney-in-fact from any such checking or savings account;

(4) To have access at any time or times to any safe-deposit box rendered by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe-deposit box; and no bank, savings and loan association, or other institution where any such box should be located shall have any liability resulting from permitting my said attorney-in-fact having access to such safe-deposit box;

(5) To deal generally and in all respects and without restriction in my personal property of any nature whatsoever (including, but not limited to, any securities, stocks, bonds or debentures) in which I have or may have any interest; and to execute for me and in my name such bills of sale, pledges, security agreements, UCC-1 financing statements, transfers,

Willa D. Cooper
Name

assignments, leases, subleases sales agreements, and contracts of any kind or nature as deemed appropriate;

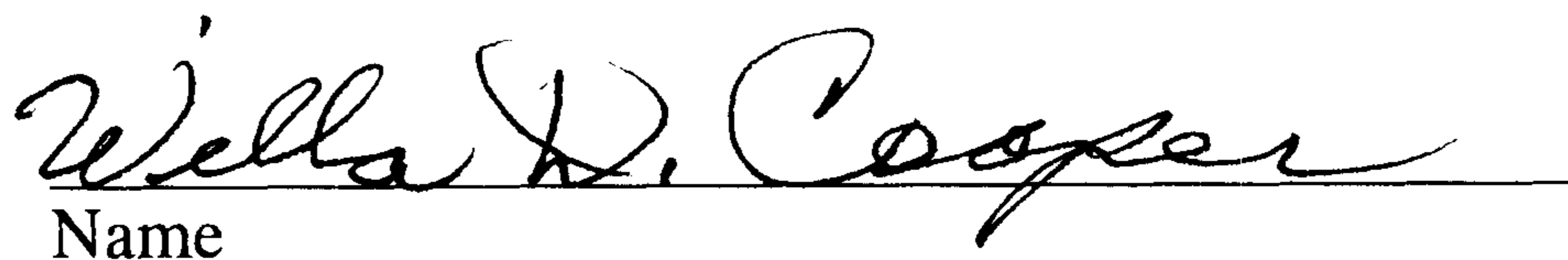
(6) To make disbursements of monies belonging to me in such manner, at such times and for such purposes as my said attorney-in-fact may deem desirable or best for the maintenance, upkeep, repair or any other purposes in connection with any real estate or personal property owned, in whole or in part by me; to operate, manage, control and lease, any and all real estate owned, in whole or in part by me; to collect, demand and receive the rents, issues, incomes and profits derived from any such real property; and to exercise in all respects general control and supervision over any real estate owned by me, in whole or in part;

(7) To vote my stock in each and every corporation in which I own voting stock;

(8) To exercise general supervision and control over any securities and other personal property of any nature whatsoever owned by or belonging to me and to collect dividends, profits, interest or accruals therefrom and thereon, and to sell, transfer, pledge, hypothecate, or otherwise dispose of same, all as my said attorney-in-fact may deem best;

(9) To use generally any monies and property belonging to me as my said attorney-in-fact may deem best;

(10) To exercise in all respects full management, control and powers with respect to all my property, whether the same be real, personal or mixed and wherever located, as I


Name

myself could do; including, but not limited to, the power to execute for me and in my name, such warranty deeds, grant deeds, quitclaim deeds, other conveyances, contracts of sale, mortgages, mortgage notes, leases and subleases on each parcel of real estate in which I own an interest, including, but not limited to, my interest in my homestead property located at 1211 Morningstar Lane, Alabaster, Alabama, 35007.

(11) To liquidate any of my assets and to make such investments, or reinvestments, of any monies belonging to me as my attorney-in-fact may deem best;

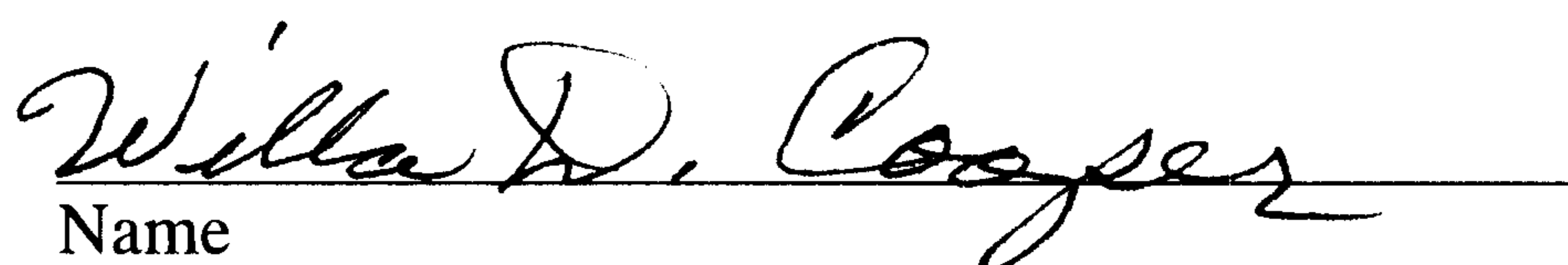
(12) To demand, claim, receive, sue for, and recover any and all monies or rights of any nature whatsoever and from whatever source derived (including, but not limited to, claims or benefits against the Social Security Administration, Medicare, and any insurance company insuring me for medical, surgical, hospital, disability or other insurance benefits that may now be due to me or which may at any time hereafter become due me), and to give in all respects proper receipts, releases and acquittances therefor; but there shall be no liability on the part of any obligor or debtor making payments to my said attorney-in-fact to see to the application of the proceeds of such payments, collections or remittances;

(13) To arrange for and to contract with, in my name, such physicians, doctors, surgeons, dentists, optometrists, nurses (RNs, LPNs or merely practical nurses), sitters, companions, pharmacies, surgical and prosthetic goods suppliers, hospitals, infirmaries, clinics, nursing homes, convalescent homes or institutions, rooming homes, retirement homes,

Willa L. Cooper
Name

homes for the elderly, and other organizations or institutions of a similar nature, for furnishing me with general or special care and attention, surgery, dental surgery and care, optometrical attention and needs, pharmaceutical and surgical and prosthetic items, health and convalescent care, which my said attorney-in-fact deems necessary, desirable or appropriate for my health, comfort and welfare;

(14) (a) To prepare, to sign and to file for me all Federal and State income tax returns, gift-tax returns, ad valorem tax assessments, and all other tax returns; (b) to claim, receive, endorse and collect checks in payment of refunds of taxes, penalties or interest; (c) to execute waivers of restriction on assessments or collections of deficiencies in tax, or waivers of notice of disallowance of claims for credits or refunds; (d) to execute consents to extend the time limit for assessment or collection of tax; (e) to execute closing agreements under IRC §7121, and under other related or similar Federal and State statutes; (f) to act for me at any conferences, hearing, audit, or appeal in the Internal Revenue Service or in the Alabama (or other State) Department of Revenue, or in the Appellate or Review Division of either; (g) to file and conduct suit for me in any Court regarding any claim or controversy regarding taxes assessed against me or collected from me; (h) to act for me and to sign any document for me (in any proceeding, case, or controversy) before any federal, state, county, municipal or other governmental body; and (i) to delegate authority or to substitute another representative, attorney or certified public accountant to act for me and in my stead, in connection with any authorization described in this paragraph;


Name

(15) To borrow on or against the cash-surrender value of any life insurance policy issued on my life; and to sign or execute such forms as said insurance companies may require for such loans;

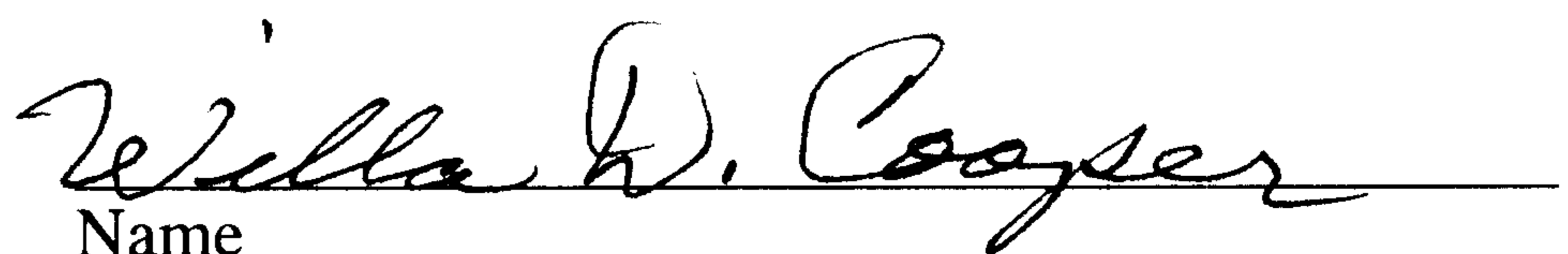
(16) To pay all reasonable bills for attorneys, accountants and others who perform services for me, and/or for my attorney-in-fact while acting under this power of attorney;

(17) To do and perform any and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully and to all intents and purposes as I might or could do if personally present or able, with full power of subscription and revocation, hereby ratifying and confirming all that my said attorney-in-fact may do;

(18) To act on my behalf in all transactions necessary for the purchase of certain issues of United States Treasury Bonds which are redeemable at par in payment of Federal Estate Taxes levied upon my estate;

(19) To exercise, pursuant to (a) §2518 of the Internal Revenue Code, as amended, (b) §43-8-290, et seq., of the 1975 Code of Alabama, as amended, and (c) any other applicable provisions of any state law, any disclaimer or disclaimers over any interest or property that would otherwise pass to me from any source whatsoever;

(20) To exercise my rights under the Health Insurance Portability and Accountability Act of 1996 (HIPPA) and to authorize disclosures of medical information under HIPPA on my behalf, and further to allow my attorney-in-fact to receive, review and handle medical information from any and all medical providers in my place and stead.


Name

In general, my attorney-in-fact is authorized to do anything and everything in respect to all of my affairs that I myself might or could do if personally present, and manage and conduct my property, business, and affairs in such manner as may be approved by my attorney-in-fact. The enumeration of specific items, rights, acts or powers enumerated in this Durable General Power of Attorney 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. I hereby intend to give my agent the fullest power and authority, not intending in any way to limit such full, wide and general powers, but giving and granting to my attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and desirable to be done, in my name and behalf, and under seal or otherwise. I further authorize my attorney-in-fact to make, execute and deliver any and all such instruments in writing as my attorney-in-fact may approve, all as fully and to all intents and purposes as I might or could to personally present, and I hereby ratify and confirm all that my attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

B. I recognize that for a period of time the attorney-in-fact hereunder may be unaware of the termination of this agreement if such termination occurs by operation of law. As a further consideration for the acceptance of my attorney-in-fact of the appointment hereunder, I hereby waive (and bind my heirs, assigns and personal representatives to such waiver) any and all claims which I, my heirs or assigns or personal representatives may have

Willie D. Cooper
Name

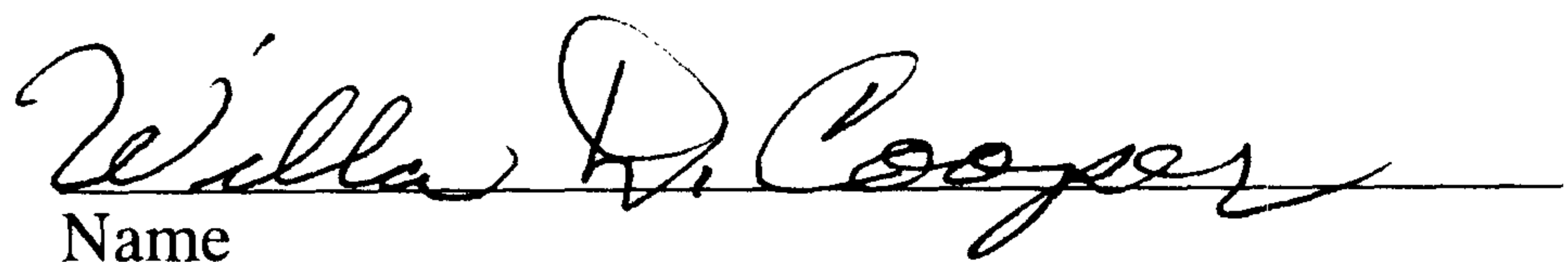
against said attorney-in-fact for any action said attorney-in-fact takes in good faith after any such termination, pursuant to the terms of this agreement or of any instructions given to said attorney-in-fact by me.

C. This general power of attorney is a durable power of attorney as provided for by Alabama Act Number 81-98, which is codified in §26-1-2, of the 1975 Code of Alabama, as amended, and shall not be affected by my disability, incompetency, or incapacity, but shall be exercisable notwithstanding my subsequent disability, incompetency or incapacity.

D. This durable general power of attorney may be exercised by my attorney-in-fact (1) in the State of Alabama, or (2) in any other state of the United States, or (3) in any foreign country.

E. Notwithstanding any provision herein to the contrary, my attorney-in-fact shall not satisfy any legal obligation of an attorney-in-fact hereunder out of any property subject to this power of attorney, nor may said attorney-in-fact exercise this power in favor of an attorney-in-fact, an attorney-in-fact's estate, an attorney-in-fact's creditors or the creditors of one attorney-in-fact's estate.

F. Notwithstanding any provision herein to the contrary, my said attorney-in-fact shall have no power or authority whatsoever with respect to any trust created by such attorney-in-fact as to which I am a trustee.


Name

G. I, Willa D. Cooper, nominate Malcolm C. Cooper as guardian(s), curator(s) or fiduciary(ies) to be considered by a court of competent jurisdiction if a proceeding to appoint a fiduciary for me is instituted.

H. Revocation. This Durable General Power of Attorney shall remain in full force and effect until my death, unless and until I revoke or terminate same by an appropriate instrument duly executed by me and recorded in the Probate Court of Shelby County, Alabama.

I. I hereby authorize my attorney-in-fact to use photostatic copies, Xerox copies, or other machine copies of this executed Durable General Power of Attorney for the purpose of presenting a third-party with notice of this Durable General Power of Attorney, and of the power of my attorney-in-fact to act hereunder, and any such third-party shall be entitled to rely upon the presentation of such a copy.

J. I hereby authorize my attorney-in-fact to certify under oath before a Notary Public to any third-party that this Durable General Power of Attorney is valid, that the principal is still alive, that the principal is disabled, incompetent or incapacitated as defined herein, and that this Durable General Power of Attorney has not been revoked, and any such third-party shall be entitled to rely upon such a certification which is sworn to by my attorney-in-fact before a Notary Public.

K. 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,


Name

the general powers herein granted to my said attorney-in-fact.

L. Notwithstanding anything in this Durable General Power of Attorney to the contrary, if at any time, either before or after the expiration of this Durable General Power of Attorney, the person to whom this power is granted has transferred a life insurance policy or policies, or any incidents of ownership thereof, to me individually, or as a fiduciary, or as a trustee of any irrevocable trust, then such person receiving this power shall have no right to the ownership, or to the exercise of any rights to the policy, including the rights to any incidents of ownership thereof.

M. If Malcolm C. Cooper ceases to act as attorney-in-fact hereunder by reason of death, incapacity or resignation, then I appoint Yuvonda J. Youngblood, of 5127 New Hope Road, Columbus, Mississippi, as my true and lawful attorney-in-fact hereunder.

The resignation of the original attorney-in-fact may be evidenced by an instrument in writing delivered to the successor attorney-in-fact named above. The incapacity of the original attorney-in-fact may be determined by a statement of a physician delivered to the successor attorney-in-fact.

I recognize that my attorney-in-fact will devote considerable time and effort and may incur personal expenses in and about carrying out and administering this appointment for me. My said attorney-in-fact is therefore entitled to pay (remunerate) and reimburse himself/herself/themselves in reasonable amounts, at any time, and from time to time, for the services performed hereunder that become necessary. I trust the person whom I have

Willie D. Cooper
Name

appointed as my attorney-in-fact and I therefore honor and respect his/her decision in paying
and reimbursing himself/herself under this instrument.

IN TESTIMONY AND WITNESS WHEREOF, I have hereunto set my hand and seal
on this 22nd day of November, 2005.

Willa D. Cooper
WILLA D. COOPER
Social Security No.: 424-42-2143

WITNESS:

Linda B. Murphy

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County and in said State, hereby
certify that **WILLA D. COOPER**, whose name is signed to the foregoing Durable General
Power of Attorney instrument and who is known to me, acknowledged before me on this day,
that, being informed of the contents of the said Durable General Power of Attorney instrument,
she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 22nd day of November, 2005.

[Signature]
NOTARY PUBLIC
My Commission Expires: 6/29/2010
(S E A L)

Willa D. Cooper
Name