

STATE OF ALABAMA)
 : SS.
 BIBB COUNTY)

30:50
30:50

DURABLE POWER OF ATTORNEY

2006 2339
Recorded in the Above
MISCELLANEOUS Book & Page
02-28-2006 01:35:56 PM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama



20060313000116680 1/8 \$32.00
Shelby Cnty Judge of Probate, AL
03/13/2006 02:01:32PM FILED/CERT

I, S. E. BELCHER, JR. of Bibb County, Alabama, hereby appoint ALAN H. BELCHER (herein called "my attorney") my true and lawful agent and attorney, for me and in my name to perform any or all of the following acts with reference to any interest from time to time owned by me in property, real or personal, wherever located (herein called "property"), or other matters in which I from time to time may have a personal or financial interest:

1. To deposit in or withdraw from any bank, trust company, savings association, safe deposit company, broker or other depository or agent any moneys or other property and to examine or receive related records, including statements of account and canceled checks.

2. To rent safe deposit boxes in my name as depositaries for my property, and to open and enter on my behalf any safe deposit box rented or held by me alone or jointly with others, at any time to deposit in such box and to remove from such box any part or all of the contents thereof, including any security or tangible personal property, as often and as freely as I could do if personally present, to cancel or modify the lease under which such box is rented and to surrender or exchange the same.

3. To retain, invest in, acquire by purchase, subscription, lease or otherwise, manage, sell at public or private sale, wholly or partly for cash or on credit, contract to purchase or sell, grant or exercise options to purchase, options to sell or conversion rights, assign, transfer, convey, deliver, endorse, exchange, pledge, mortgage, abandon, improve, repair, maintain, insure, lease for any term and otherwise deal with all property, and to release and waive any right of homestead therein, if any.

4. To enter upon and demand possession of, maintain, manage, improve, subdivide, resubdivide, raze, alter, dedicate, vacate, partition, release, lease or renew, amend or extend leases for any term, contract to make leases, grant options to lease or to purchase the whole or any part of the reversion, contract regarding the manner of fixing present or future rentals, grant easements or charges of any kind on or with respect to, and cultivate, irrigate and operate, all interests in real estate now or hereafter owned by me, including beneficial interests in any trust and leasehold interests, and related improvements, equipment and supplies, along or with others, by general or limited partnerships, trust agreements, joint ventures, corporations, associations, sharecrop agreements, leases, management or agency agreements, participation in government programs or otherwise.

5. To borrow money at interest rates then prevailing from any individual, bank or other source, and mortgage or pledge any property to any lender, including my attorney individually.

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Jerry C. Pow, Probate Judge, Bibb County, Alabama

6. To determine my place of residence from time to time, to pay my ordinary household expenses, to arrange for and pay the costs of medical, dental, nursing, hospital, convalescent and other health care and treatment, including admission to hospitals, nursing homes, rest homes or other care facilities or institutions; to consent to treatment, and to make application for insurance, pension or employee benefits related to such health care and treatment, including, but not limited to, benefits under Social Security, Medicare and Medicaid; to obtain on my behalf copies of medical reports, summaries or other related information concerning me made or taken before or after the date of this instrument, and to execute any written consents on my behalf for the disclosure of such reports, summaries, or related information as may be required under any applicable federal statute, statutes of any state of the United States, or ordinances, rules or requirements of any local governmental municipality, authority or agency.

7. To demand, sue for, receive and otherwise take steps to collect or recover all debts, rents, proceeds, interest, dividends, annuities, securities for money, goods, chattels, bequests, income from property, damages and all other property to which I may be entitled or which are or may become due me from any person or organization; to commence, prosecute or enforce, or to defend, answer or oppose, contest and abandon all legal proceedings in which I am or may hereafter be interested; and to settle, compromise or submit to arbitration any accounts, debts, claims, disputes and matters now existing or which may hereafter arise between me and any other person or organization and to grant an extension of time for the payment or satisfaction thereof on any terms, with or without security.

8. To continue to carry, purchase, cancel or dispose of fire, casualty, property or income protection, medical, hospital, life, liability or other insurance and to pay any premiums thereon, designate or change beneficiaries, select alternate modes of payment of benefits and to otherwise deal with any such policies as if my attorney were the owner thereof.

9. To sell and dispose of, as my attorney shall deem best, by private sale or otherwise, any shares of stock I now hold or may hereafter hold in any corporation, and any bonds or securities of the United States, any state, or any municipal corporations or private company, and to receive the consideration from the sale thereof, and for me and in my name to execute such transfers or assignments as shall be necessary to assign my said shares, bonds or securities to the purchaser or purchasers, and to pay any and all reasonable charges in connection with the handling of my securities.

10. To exercise in person or by general or limited proxy all voting and other rights, powers and privileges and to take all steps to realize all benefits with respect to stocks or other securities including the power to enter into or oppose, alone or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations or other changes in the financial structure of any corporation.

11. To retain, continue, operate, manage, organize, acquire, invest in, terminate and dispose of, alone or with others, proprietorships, corporations, limited or general partnerships, joint ventures, land trusts and other business or property holding organizations under the laws of any jurisdiction; to lease, sell, purchase or otherwise transfer any property to or from, make further investments in or advance or loan funds to, with or without security, and incur obligations on account of or for the benefit of, any such

organization; and to employ any persons for such purposes and delegate to them such powers and discretions as my attorney considers advisable.

12. To undertake performance of any and all acts, whether or not otherwise specifically enumerated herein, including the sale of any property or the borrowing of any funds, which my attorney considers necessary or appropriate in order to purchase United States Treasury Bonds redeemable at par in payment of federal estate taxes; provided, however, that nothing herein shall be construed as requiring my attorney to acquire any such bonds.

13. To appear and represent me in regard to and to take all actions convenient or appropriate in connection with taxes imposed by any municipal, state, United States or foreign authority or government relating to any tax liability or refund, abatement or credit (including interest or penalties) due or alleged to be due from or to me or any other person or organization, association or trust for which I am responsible for the preparation, signing, executing, verifying, acknowledging or paying of any tax due or filing of a return or report, and for such purposes to inspect or receive copies of any tax returns filed by or for me, reports, or other papers or documents, compromises, or adjustments of any and all claims, and to execute Internal Revenue Service Forms 2848 and 2848-D, and any other forms required by the Internal Revenue Service or any other governmental agency from time to time in regard to the granting of powers of attorney, and to name my attorney or any other person as my attorney thereunder.

14. To prepare, draw, make, sign, execute, seal, acknowledge, verify, discount, accept, endorse, with or without recourse on me, waive demand, notice and notice of protest, file and deliver on my behalf, any and all checks, options, orders, notes, drafts, overdrafts, certificates of deposit, bills of exchange, deeds, directions to land trustees, mortgages, leases, powers of sale, bonds (of indemnity or otherwise) and contracts, transfers, assignments, proxies, agreements, receipts, releases, release deeds, composition agreements, discharges, income or personal or intangible property or gift or other tax returns, estimates, declarations, certificates, schedules, statements, claims of abatement, refund or credit, protests, requests, (including requests for rulings from proper authorities), applications, waivers (including waiver of restrictions on the assessment or collection of any deficiency or additional tax), acceptances (including acceptance of any determination or proposed determination of additional tax or overassessment or overpayment of tax, including interest and penalties), consents or waivers or agreements for a later determination and assessment and collection of taxes than is provided by applicable statutes of limitations, closing agreements (whether in respect of a tax liability or a specific matter or otherwise), petitions, pleadings, motions, stipulations, consents and any other papers, documents or writings or things, with or without guarantees, surety obligations, covenants, warranties, indemnifications, representations, powers of substitution, affirmations or otherwise.

15. To appoint and employ, with or without compensation, any accountants, attorneys at law, investment counsel, agents, servants or other persons, including their agents and associates, and to dismiss or discharge the same and to appoint or employ any others in their stead as my true and lawful attorneys, to appear and represent me as to all matters covered by this power of attorney, or for any other purpose, including, but not limited to, appearances before the Treasury Department of the United States, the Tax Court of the United States, the United States Court of Claims, or any other court of

the United States or the District of Columbia, or any state, municipal or foreign court, and any department or official of the United States government or any state, municipal or foreign government; with full power and authority to such agents and attorneys to do any and all acts convenient or appropriate in connection with such matters, including the specific acts described above, and to substitute attorneys and agents subsequent to the date of such appointment and prior to any revocation thereof, and to delegate and revoke the authority so granted to them.

16. To pay, as my attorney shall think fit, any debts or interest payable by me, or taxes, assessments and expenses due and payable or to become due and payable for my use and benefit or for the use and benefit of any person whom I have a legal obligation to support.

17. To transfer, assign and convey any property or interest in property which I may own to any trust of which I am a beneficiary and under the terms of which I expressly have the power, exercisable alone or with others, to amend or revoke such trust, whether such trust was created before or after the execution of this power of attorney.


18. To create any trust of which I am sole beneficiary and under the terms of which I expressly have the power to amend or revoke such trust and the proceeds of which are payable to my estate at the time of my death.

19. To pay my pledges to and make such gifts as I have regularly made to charitable organizations described in Section 170(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws and to make such gifts to persons, or for their benefit, as I have regularly made.

20. To make gifts to my family, to charity, and to other persons or entities as my attorney may decide in his or her sole discretion, whether or not I have made gifts to said persons or entities during any prior year, in such amounts as determined by my attorney in his or her sole discretion, including gifts which may exceed or otherwise fail to qualify for the federal or state gift tax annual exclusion.

21. To take and do any and all acts and execute any and all instruments and take all steps that are necessary or appropriate to purchase for me and on my behalf U. S. Treasury Bonds, which are redeemable at par for the payment of Federal Estate Tax purposes in such quantities and in such amounts as my Attorney shall deem necessary or appropriate.

22. Finally (without prejudice to and in enlargement of the authority above conferred) to execute each and every instrument, undertake each and every obligation, and to take from time to time any and all action of whatsoever nature and with relation to any matters whatsoever, whether or not specifically mentioned herein, and to exercise in respect thereto as full and complete power and discretion as I myself might or could do.


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Exercise Of Powers And Ratification Of Actions

The powers and authorities granted herein shall not be affected, impaired or exhausted by any non-exercise thereof or by any one or more exercises thereof. My attorney shall exercise or fail to exercise the powers and authorities granted herein in each case as my attorney, in my attorney's absolute discretion, deems desirable or appropriate under existing circumstances.

I hereby ratify and confirm as good and effectual, at law or in equity, all that my attorney, and any agents and attorneys appointed by my attorney, and their agents, associates and substitutes, may do by virtue hereof. However, despite the above provisions, nothing herein shall be construed as imposing a duty on my attorney to act or assume responsibility for any matters referred to above or other matters, even though my attorney may have power or authority hereunder to do so.


Severability Of Powers

If any power or authority hereby sought to be conferred upon my attorney should be invalid or unexercisable for any cause or not recognized by any person or organization dealing with my attorney, the remaining powers and authorities given to my attorney hereunder shall nevertheless continue in full force and effect.

General Power Conferred Upon Attorney

This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific terms, 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, provided, however, that no power herein granted to my attorney in fact shall allow him to appoint the property to himself, his creditors, his estate, or the creditors of his estate, in such a manner to be deemed a general power of appointment

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under Section 2041 or Section 2514 of the Internal Revenue Code, as amended, or any subsequent Federal Internal Revenue Law.

Durability And Time Of Effectiveness


The rights, powers and authority of my said attorney herein granted shall commence and be in full force and effect from the date hereof; the authority granted herein shall not be affected by my disability, incompetency, or incapacity; and such rights, powers and authorities shall remain in full force and effect hereafter until revoked by written notice from me to my said attorney. 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.

Guardian and Conservator

I hereby nominate by this Durable Power of Attorney, as my guardian, conservator, curator, or other fiduciary, ALAN H. BELCHER, for consideration by the Court if proceedings to appoint a fiduciary for and on my behalf are commenced. It is my intention that the Court shall make its appointment of ALAN H. BELCHER in accordance with my express wish herein. I direct that no bond or other security shall be required of my guardian, conservator, curator, or other fiduciary, in any jurisdiction for the faithful performance of his or her respective duties as guardian, conservator, curator, or other fiduciary.

Binding Effect

I expressly agree that all acts done hereunder by my attorney, prior to the receipt by my attorney or any parties with whom my attorney has dealt pursuant to this power of attorney of actual notice of revocation of this authority, whether by my death or otherwise, shall be binding upon me and upon my heirs and legal representatives.


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Reliance

No person relying upon this power of attorney in good faith and without actual notice of revocation of this authority shall incur any liability to me or to my estate as a result of permitting my attorney to exercise any power or discretion on my behalf granted herein, nor shall any person dealing with my attorney be required to see to the application and disposition of any moneys, stocks, bonds, securities or other property paid to or delivered to my attorney, or my attorney's substitute, pursuant to the provisions hereof.

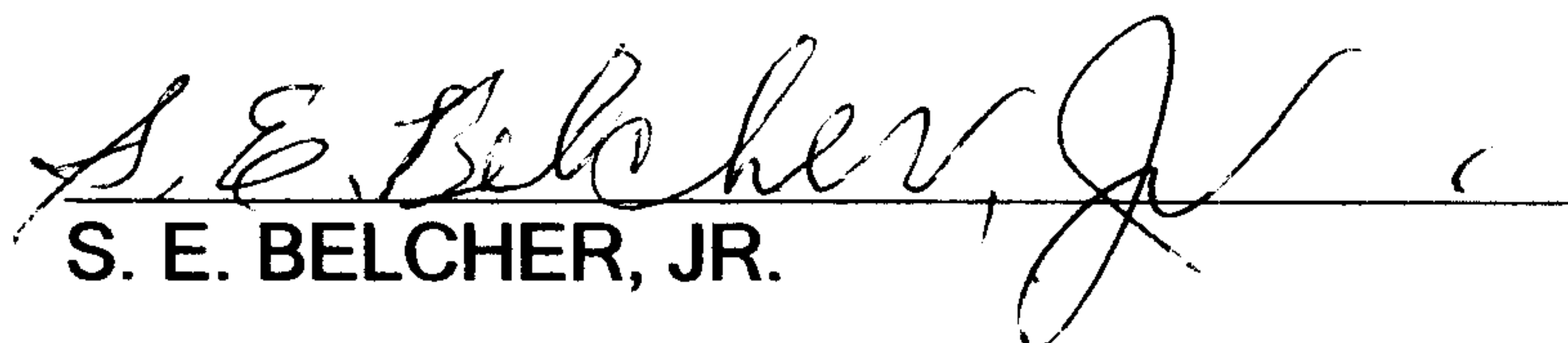
Applicable Law

This power of attorney shall be governed by the laws of the State of Alabama.

Counterparts


Reproductions of this executed original (with reproduced signatures and the certificate of acknowledgment) shall be deemed to be original counterparts of this power of attorney.

IN WITNESS WHEREOF, I have signed this power of attorney on this the 6th day of April, 2005.


S. E. BELCHER, JR.

STATE OF ALABAMA)
 : ss.
Bibb COUNTY)

I, the undersigned, a Notary Public in and for the State of Alabama at Large, do hereby certify that S. E. BELCHER, JR., whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that he signed the foregoing instrument as his free and voluntary act on the day the same bears date, for the uses and purposes therein set forth.


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GIVEN under my hand and official seal of office this 6th day of April, 2005.

Alanna Rogers
Notary Public in and for the
State of Alabama at Large
My Commission Expires August 22, 2008

This instrument was prepared by:
PHELPS, JENKINS, GIBSON & FOWLER, L.L.P.
Attorneys at Law
P. O. Box 020848
Tuscaloosa, Alabama 35402-0848
Telephone: (205) 345-5100

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MISCELLANEOUS Book & Page
02-28-2006 01:35:56 PM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama
Book/Pg: 2006/2339
Term/Cashier: SCAN1 / karen1
Tran: 6460.439995.525426
Recorded: 02-28-2006 13:37:55
PJF Probate Judge Fee 2.00
REC Recording Fee 21.00
Total Fees: \$ 23.00

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03/13/2006 02:01:32PM FILED/CERT