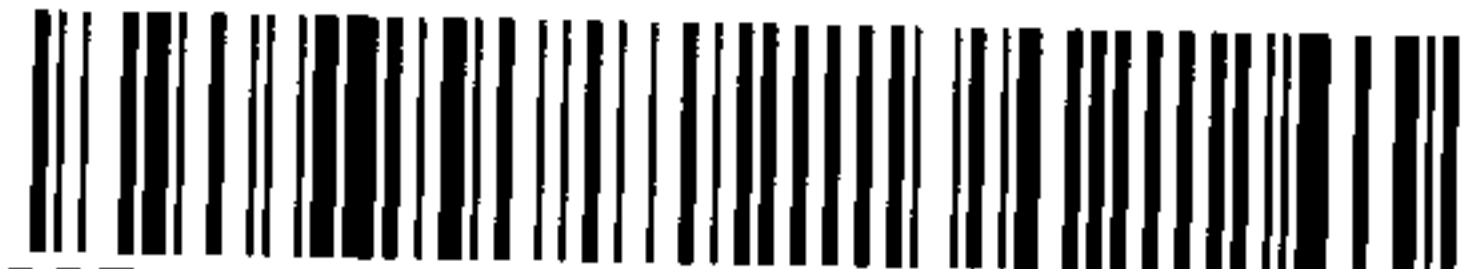


STATE OF ALABAMA)
)
SHELBY COUNTY)


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Shelby Cnty Judge of Probate, AL
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GENERAL DURABLE POWER OF ATTORNEY

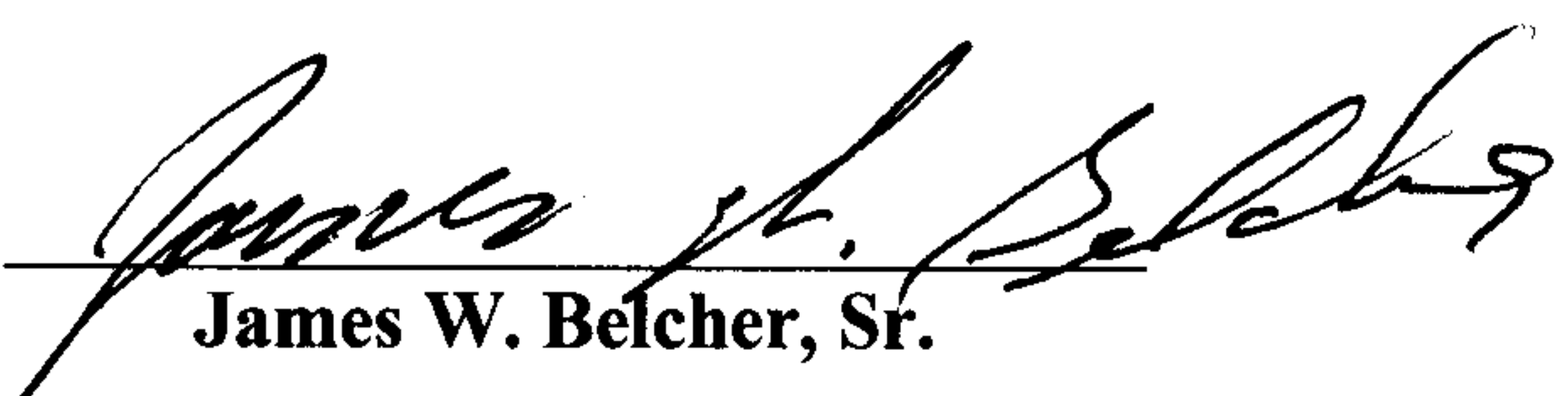
KNOW ALL MEN BY THESE PRESENTS:

1. That I, JAMES W. BELCHER, SR., a legal resident of Shelby County, State of Alabama, do hereby make, constitute, appoint and empower my wife, Billie Jean Depree Belcher, of Shelby County, State of Alabama, my true and lawful attorney for me and in my name, place and stead. If Billie Jean Depree Belcher ceases to act as attorney-in-fact hereunder by reason of death, incapacity, resignation or for any other reason, then my daughter, Carol J. Belcher of Montgomery County, State of Alabama, shall serve as my attorney-in-fact hereunder. The resignation of an attorney-in-fact may be evidenced by an instrument in writing delivered to the successor attorney-in-fact named above. The incapacity of an attorney-in-fact may be determined by a written statement of a physician delivered to the successor attorney-in-fact above.

THIS GENERAL DURABLE POWER OF ATTORNEY SHALL NOT BE AFFECTED BY THE DISABILITY, INCOMPETENCY OR INCAPACITY OF THE PRINCIPAL.

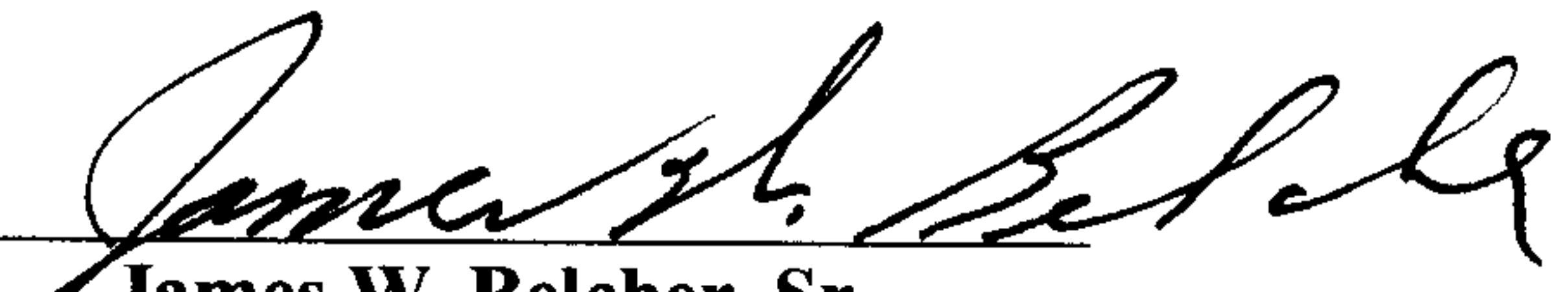
The power of my said attorney-in-fact shall include (without limitation of the aforementioned general power) the following:

- (a) Banking and other financial institution transactions.** The power to receive and receipt for any and all sums of money or payments due or to become due to me; to endorse all checks, including Social Security checks, promissory notes, drafts, and bills of exchange for collection; to deposit in my name in any bank or banks or savings institutions any and all monies collected or received by or for me; to pay any and all bills, accounts, claims and demands now or hereafter payable by me; to draw checks or drafts upon any and all bank accounts or deposits belonging to me; to purchase certificates of deposit from any bank or savings institution and dispose of the same; 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 at any bank, savings and loan association or brokerage house; to make deposits of money belonging to me or to my order in such accounts; to draw and issue checks on said monies on the signature of my said attorney-in-fact;
- (b) Trust management.** To add all of my assets deemed appropriate by my said attorney-in-fact to any trust I have created or of which I am a beneficiary by: assigning, transferring and delivering to said trust, its trustees or a nominee for said trust, its trustee or trustees, any or all of my stocks, bonds, other securities, cash brokerage amounts, commodity accounts and accounts in commercial or savings banks, savings and loan associations, credit unions or other financial institutions (all hereafter called "banks"), life insurance (other than insurance policies owned by my said attorney-in-fact on my life) and annuity or plans, real estate, mortgages, partnership interests, investments in tangible personal property and other assets or property of any kind (real,


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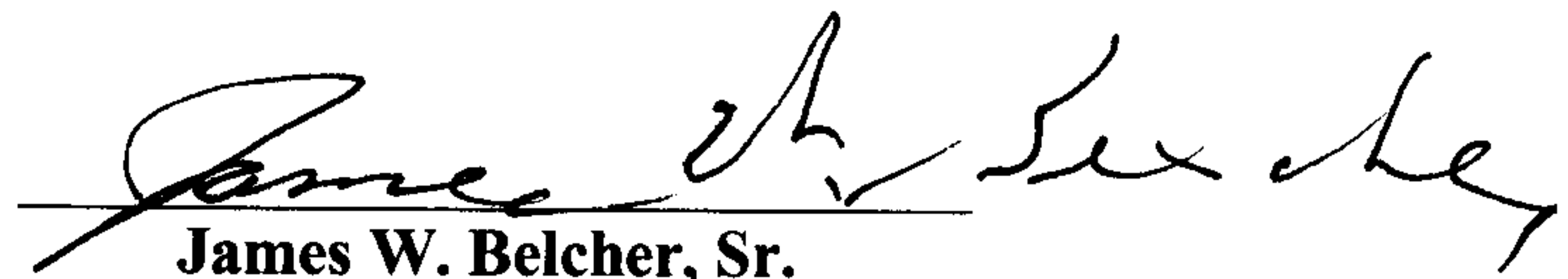
personal or mixed) owned by me. I direct all banks, brokers, transfer agents, registrars, insurance companies, employee benefit plans and individual retirement account custodians, trustees and administrators to accept the directions of my said attorney-in-fact to perform all acts necessary to make said transfers and beneficiary changes. In connection with adding all said assets to my trust or trusts, I authorize my said attorney-in-fact to: (i) execute and deliver any assignments, stock powers, deeds or trust instruments, (ii) sign my name to any instrument pertaining to or required in connection with the transfer of my property to said trust, (iii) give full receipts and discharges, (iv) reregister the title to stock certificates, bonds, notes, bills and other securities, (v) change the name on bank, brokerage and commodity accounts, (vi) withdraw any or all funds standing in my name in any bank, (vii) endorse and deliver to my trustee any checks, drafts, certificates of deposit, notes or other instruments for the payment of money payable or belonging to me, (viii) change life insurance beneficiaries, other than those of insurance policies owned by my said attorney-in-fact on my life, (ix) elect lump sum or optional settlements of life insurance (other than those of insurance policies owned by my said attorney-in-fact on my life) and annuity proceeds and proceeds from a qualified plan or an individual retirement account, (x) convey any real estate, interest in real estate, any mortgages and notes or any beneficial interest in a trust owning real estate, and (xi) record deeds of conveyance in the appropriate land records;

- (c) **Legal claims and litigation.** To make, settle, litigate or release any claim of any sort on my behalf or in my defense;
- (d) **Tax matters.** To execute and sign on my behalf any and all federal, state and local income (including federal and state estimated an state dividends and gains) and gift tax returns and to pay any tax due thereon; to represent me or to sign an Internal Revenue Service Form 2848 or 2848D (power of attorney), or comparable authorization, appointing a qualified lawyer, certified public accountant or enrolled agent to represent me before any office of the Internal Revenue Service or any state or local taxing authority, with respect to all types of taxes and years, and to specify thereon the types of taxes and years; to receive confidential information and to perform on my behalf the following acts with respect to any federal, state and local taxes: to receive and deposit, in any one of my bank accounts, or those of any revocable trust of mine, checks in payment of any refund of federal, state and local taxes, penalties and interest; to pay by check drawn on a bank account of mine or of any revocable trust of mine any such tax, interest and penalty, and I direct all banks in which I, or any revocable trust of mine, have accounts to permit my said attorney-in-fact to draw checks for payment of said items and to honor said checks; to execute waivers (including offers of waivers) of restrictions on assessment or collection of deficiencies in tax and waivers of notices of disallowance of claim for credit or refund; to execute consents extending the statutory period for assessment or collection of any such taxes; to execute offers in compromise; to execute closing agreements under Section 7121 or comparable provisions of the federal Internal Revenue Code or any state or local statutes or regulations; to delegate authority or to substitute another representative for any one previously appointed by me or my said attorney-in-fact; and to receive copies of all notices and other written communications involving my federal, state or local taxes at the home or office address of my said attorney-in-fact;
- (e) **Management of real and personal property.** 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 myself could do, including, but not limited to, the power to execute for

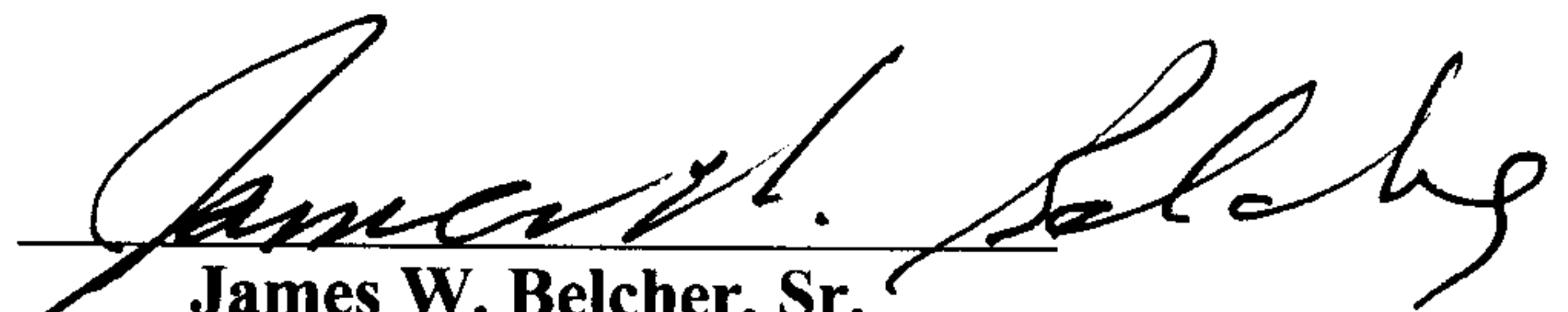

James W. Belcher, Sr.

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;

- (f) **Stock and bond transactions** To endorse, sell, assign, sign over and transfer all or any part of the shares of the capital stock of any corporation standing in my name, the shares of any investment fund or mutual fund standing in my name, and any bonds standing in my name; to vote my stock in each and every corporation in which I own voting stock; to exercise general supervision and control over any securities and other personal property of any nature whatsoever owned by or belonging to me; to collect dividends, profit, 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;
- (g) **Ability to contract.** To make, execute and acknowledge any and all contracts, orders, leases, bills of sale, deeds and instruments required in such management of my affairs;
- (h) **Make gifts.** To make gifts to members of my family and to any others whom my said attorney-in-fact has reason to believe I would have wished to benefit, and to give any amount (including an amount in excess of that allowed under Section 2503 of the Internal Revenue Code of 1986, or any amendment thereto) to any one donee pursuant to an estate plan designed to spend down my assets, and to purchase life, accident and health insurance on me, where possible using someone other than myself or my said attorney-in-fact as applicant-owner;
- (i) **Management of business.** If I am the owner of a closely held business, to arrange for the re-capitalization, reorganization or restructuring of said business, and my said attorney-in-fact is authorized to take all such acts in connection therewith as are necessary to implement said re-capitalization, reorganization or restructuring;
- (j) **Benefits from Social Security, Medicare, Medicaid, or other governmental programs, or military service.** 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 against or benefits from 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;
- (k) **Automobile registration.** To renew the registration and, if necessary, obtain one or more new license plates or stickers to be affixed on license plates for any motor vehicles to which I have title, to sell any such motor vehicles, transfer the registration and convey title to the purchaser or purchasers thereof;
- (l) **Medical/legal record access.** To waive any doctor-patient and lawyer-client privilege I may possess, so that my said attorney-in-fact may obtain access to medical and legal records and files and related information which otherwise might be privileged and could not be turned over to my said attorney-in-fact;

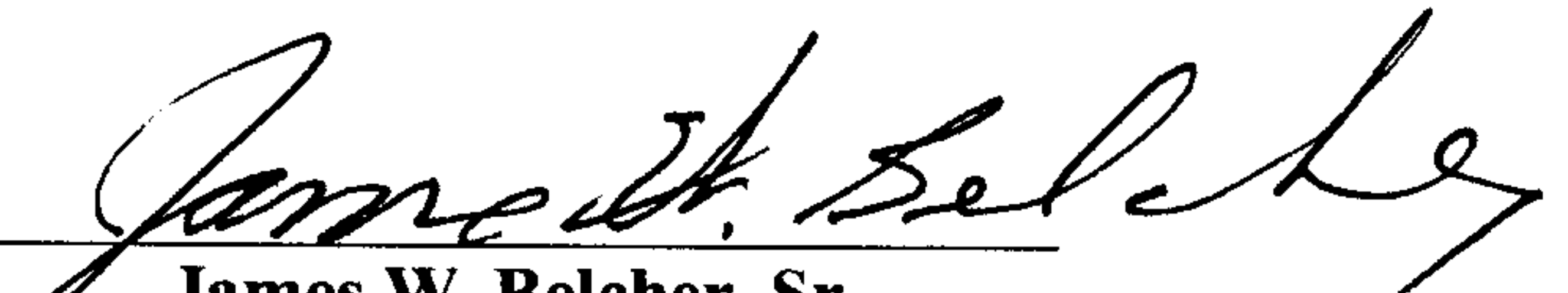

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- (m) Home care management.** In event of my incapacity, whether such incapacity occurs as a result of illness, accident, advanced age or for any other reasons, if it is at all possible for me to be cared for at home, my said attorney-in-fact shall have power to arrange for such home care and pay all said costs, including the expenses of round-the-clock private duty nurses or the equivalent, the rental or purchase of hospital type furniture, medical equipment and supplies (including special beds, wheel chairs, tables, bathroom fixtures and stair glides) as well as the temporary or permanent installation of any equipment of this nature in any home owned or rented by me;
- (n) Health care management.** To arrange and 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, 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, surgical and prosthetic items, health and convalescent care, which my attorney-in-fact deems necessary, desirable or appropriate for my health, comfort and welfare;
- (o) Property management.** To make disbursements of monies belonging to me in such manner, at such times and for such purposes as my 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 by me; to operate, manage, control and lease any and all real estate owned 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 belonging to me;
- (p) Health care proxy.** In the event that I am unconscious or for any other reason unable to make decisions concerning appropriate medical treatment, my said attorney-in-fact shall have the power to make such decisions, in consultation with the doctors in attendance on me and any other of my closest relatives who may be present or immediately available; provided, however, that nothing herein shall negate the provisions of my living will, if any, and my attorney-in-fact is prohibited from ordering or consenting to any medical treatment or medical care that is contrary to my living will, if any;
- (q) Miscellaneous**
1. To purchase or acquire in any manner whatever United States government bonds eligible for the payment of the federal estate tax, in whatever amount my said attorney-in-fact deems advisable, and to borrow from any lender at the said lender's then current interest rate in order to purchase or acquire said bonds and, if necessary, to pledge said bonds or any of my other assets as collateral for said loan;
 2. To have the right to examine and obtain copies of my last will and testament, any codicil or codicils thereto, any inter vivos trusts and amendments thereto executed by me and any and all related papers and documents;


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3. To have access to any and all warehouses, safe deposit boxes, drawers, and vaults, the title to which is in my name alone or in my name and that of one or more third persons, including the unrestricted right to remove any or all of the contents from said warehouse, boxes, drawers and vaults and to surrender and terminate the lease of said warehouse space, boxes, drawers and vaults, even if this requires authorizing a depository to enter a box or vault forcibly by having said box or vault drilled into (or otherwise);
 4. To disclaim, in whole or in part, any and all property interests, partially or fully, as well as any and all powers, as completely as I could do if competent;
 5. 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;
 6. To employ and dismiss attorneys, accountants, agents, custodians, investment advisors, servants or other persons; and to pay all reasonable bills for such persons performing services for me or for my attorney-in-fact while acting on my behalf under this General Durable Power of Attorney;
 7. To establish a new residency or domicile for me, from time to time and at any time, within or outside the state, for such purposes as my attorney-in-fact shall deem appropriate, including but not limited to any purpose for which this General Durable Power of Attorney was created;
 8. To enter into, amend, alter, or rescind marital property agreements with my spouse or with my spouse's attorney or guardian, on such terms as my attorney-in-fact shall deem to be in my best interest;
- (w) Failure to honor General Durable Power of Attorney:** To sue any person, firm or corporation for damages for refusal to (i) honor this General Durable Power of Attorney and (ii) comply with the directions of my said attorney-in-fact acting hereunder.

In general, my attorney-in-fact is authorized to do anything and everything in respect to managing and conducting all of my affairs that I myself might or could do if personally present for my use and benefit and to do and perform all acts affecting my business, property or affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present and acting for myself. The specifically enumerated powers in paragraphs (a) through (w) above are in aid and exemplification of the full, complete and general power herein granted and are not in limitation of definition thereof. 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, and 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 do if personally present. I hereby ratify and confirm whatsoever my said attorney-in-fact shall lawfully do or cause to be done by authority of this instrument.


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2. Appointment of guardian and conservator. I hereby nominate the said James W. Belcher, Sr., Shelby County, State of Alabama, as the conservator of my estate and the guardian of my person if proceedings to appoint a fiduciary for me are hereafter commenced during my life. In the event that James W. Belcher, Sr. does not become or shall resign or choose not to serve, I nominate Carol J. Belcher, Montgomery County, State of Alabama, as conservator of my estate and guardian of my person. Pursuant to Section 26-2A-139, Code of Alabama, 1975, as amended, I hereby exempt my conservator from giving bond.

3. Effective Date. This General Durable Power of Attorney shall become effective upon my signature to this instrument and shall then remain in full force and effect until revoked as hereinafter provided or until my death. Notwithstanding the provisions of this Paragraph 3, the powers granted hereunder shall not be considered terminated upon my death with respect to any person, partnership, corporation, association or other entity who, without actual knowledge thereof, acts or relies in good faith upon the powers and authorities exercisable hereunder.

4. Revocation. This General Durable Power of Attorney has been granted by me with the expectation that my said attorney-in-fact may desire to file this instrument for record in the Probate Court of Shelby County, Alabama, and to exhibit certified copies to any persons with whom he deals hereunder. This General Durable Power of Attorney shall remain in full force and effect until my death, unless and until I revoke or terminate same by an appropriate written instrument duly executed by me at any time before my disability, incompetency, or incapacity, or during any period I have recovered from any such disability, incompetency, or incapacity, and has been filed for record in the said Probate Court of Shelby County, Alabama.

I recognize that for a period of time my attorney-in-fact 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 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.

5. Use of Photo Copies. I hereby authorize my attorney-in-fact to use photostatic copies, xerox copies, or other machine copies of this executed General Durable Power of Attorney for the purpose of presenting a third-party with this General Durable 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.

6. Authorization of Validity. I hereby authorize my attorney-in-fact to certify under oath before a Notary Public to any third-party that this General Durable 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 General Durable Power of Attorney has not been revoked, and any such third-party shall be entitled to rely upon such a certification to be sworn to be my attorney-in-fact before a Notary Public.


James W. Belcher, Sr.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 7th day of JUNE, 2007.

Bridgette Broadhead
Witness Bridgette Broadhead (print)

James W. Belcher, Sr.
JAMES W. BELCHER, SR.
668 Waterford Lane
Calera, AL 35040

Witness _____ (print)

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned authority, in and for said county and state, hereby certify that **JAMES W. BELCHER, SR.**, whose name is signed to the foregoing General Durable Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of said General Durable Power of Attorney, he executed the same voluntarily on the day the same bears date in my presence and in the presence of the two subscribing witnesses.

Given under my hand and official seal this the 7th day of JUNE, 2007.

Cathy Johnson
Notary Public

SEAL

My Commission Expires:

25 July 2010

James W. Belcher, Sr.
James W. Belcher, Sr.