


STATE OF ALABAMA)
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COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
08/28/2007 08:42:45AM FILED/CERT

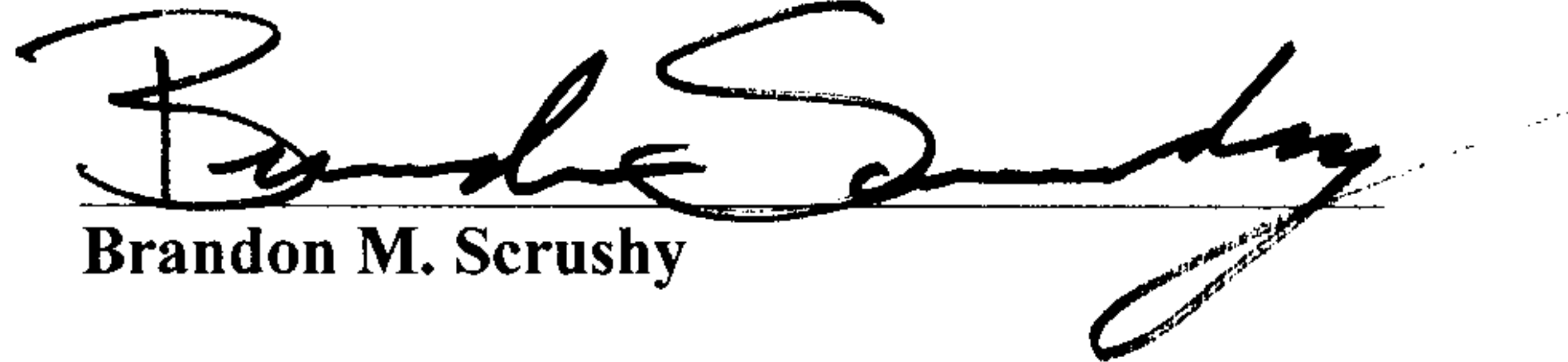
General and Durable Power Of Attorney

1. KNOW ALL PERSONS BY THESE PRESENTS: That I, **Brandon M. Scrushy**, hereby make, constitute and appoint **Gerald P. Scrushy**, as my true and lawful attorney, to act in, manage and conduct all of my affairs and, for that purpose, in my name, place and stead, to do and execute all or any of the following acts, deeds and things:
- a. To have and gain entry and access to my safety deposit box or vault at any time; to remove any or all contents thereof; to sign any papers or documents relating thereto; to deposit any papers, documents or securities in such safety deposit box or vault and to do with respect to any of the contents of said safety deposit box or vault as my said attorney may see fit;
 - b. To sell, lease, exchange or dispose of any of my real estate and/or personal property to any person or persons, for any price, and upon such terms and conditions, for cash or on credit, as he may deem fit, and to execute any contracts, conveyances, or other instruments whatsoever, with full covenants of warranty;
 - c. To demand, recover and receive, all and any sums of money, debts or effects, due, payable, coming or belonging to me;
 - d. To borrow sums of money from time to time from any person, firm or corporation, including the borrowing of any sums from any insurance company, and to make and execute promissory notes, mortgages, pledges of insurance policies and any other transfers of security;
 - e. To sign checks and otherwise withdraw funds from any bank accounts or other accounts, to endorse any checks, to deposit any checks or other sums in any bank account;
 - f. To purchase any goods, merchandise, stocks, bonds or other personal property, on my account and for such prices and in such amounts as he may deem proper;
 - g. To settle and adjust all accounts and demands now subsisting or which may hereafter subsist between me and any person or persons as he may deem proper;
 - h. To pay and discharge all debts and demands due or payable or which may hereafter become due and payable by me unto any persons, firms or corporations;
 - i. To redeem or cause to be redeemed any bonds, including United States Government Bonds, belonging to me;
 - j. To vote at the meetings of stockholders or other meetings of any corporation, to act as my attorney or proxy in respect of any stocks, shares or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments;
 - k. To commence and prosecute any suit or action which he shall deem proper for the recovery, possession or enjoyment of any thing or matter which is or which may hereafter be due, payable or belonging to me; to defend any suit or action which may be brought against me or in which I may be interested as he shall deem proper;

- l. To sign, make, execute and file any Federal or State income tax returns, claims for refund and to defend me against any proposed additional taxes;
- m. To file claims for medical insurance and to obtain information from any insurance company with respect to any policy of health or medical insurance under which I am insured; to have access to my medical records and to obtain information of any type from any physician or other health care professional who may be treating me;
- n. To generally do and perform all matters and things, transact all business, make, execute and acknowledge all contracts, orders, deeds or other conveyances, mortgages, leases and to execute all other instruments of every kind which may be necessary or proper to effectuate all powers hereinabove specifically granted, or any other matter or thing appertaining or belonging to me, with the same full powers, and to all intents and purposes, with the same validity as I could, if personally present (giving and granting unto my said attorney, full power to substitute one or more attorneys under him/her, and the same at his/her pleasure to revoke); and hereby ratifying and confirming whatsoever my said attorney shall and may do, by virtue hereto
- o. To execute any and all contracts of every kind or nature.
- p. To make health care decisions on my behalf and to execute any and all instruments of every kind or nature necessary to further my health care which shall include the following:
 - (1) To consent, refuse, or withdraw consent to any and all types of medical care, treatment, surgical procedures, diagnostic procedures, medication, and the use of mechanical or other procedures that affect any bodily function, including (but not limited to) artificial respiration, nutritional support and hydration, and cardiopulmonary resuscitation;
 - (2) To have access to medical records and information to the same extent that I am entitled to, including the right to disclose the contents to others;
 - (3) To authorize my admission to or discharge (even against medical advice) from any Hospital, nursing home, residential care, assisted living or similar facility or service;
 - (4) To contract on my behalf for any health care related service or facility on my behalf, without my Agent incurring personal financial liability for such contracts;
 - (5) To employ and discharge medical, social service, and other support personnel responsible for my care;
 - (6) To authorize, or refuse to authorize, any medication or procedure intended to relieve pain even though such use may lead to physical damage, addiction, or hasten the moment of (but not intentionally cause) my death;
 - (7) To take any other action necessary to do what I authorize here, including (but not limited to) granting any waiver or release from liability required by any hospital, physician, or other health care provider; signing any documents relating to refusals of treatment or the leaving of a facility against medical advice, and pursuing any legal action in my name, and at the expense of my estate to force compliance with my wishes as determined by my Agent, or to seek actual or punitive damages for the failure to comply.
2. The powers herein granted to my said Attorney-in-Fact shall be exercisable by him at any time upon my execution of this document and at any time hereafter.
3. This Power of Attorney shall remain in full force and effect until revoked in writing and any party dealing with my said Attorney-in-Fact at any time shall be fully protected and is hereby discharged,

released and indemnified from so doing in respect of any matter relating hereto unless such particular party shall have received prior notice in writing of the revocation of this power.

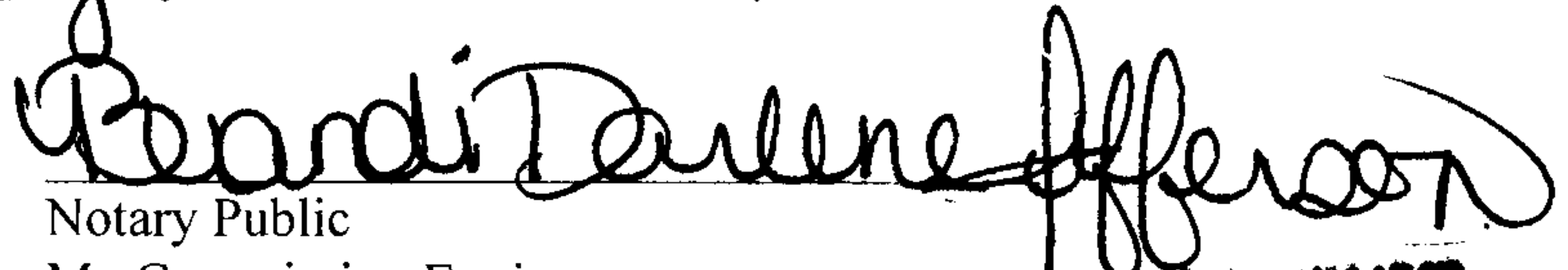
4. This power of attorney shall not be affected by my disability, incompetency or incapacity and may be exercised notwithstanding any such disability, incompetency or incapacity and notwithstanding any uncertainty as to whether I am dead or alive.


Brandon M. Scrushy

STATE OF ALABAMA)
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COUNTY OF SHELBY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that **Brandon M. Scrushy**, whose name is signed to the foregoing Power of Attorney, acknowledged before me on this day, that, being fully informed of the contents of the foregoing instrument, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on July 11, 2007.


Notary Public
My Commission Expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**
MY COMMISSION EXPIRES: June 28, 2009