

LIMITED DURABLE POWER OF ATTORNEY

**State of Alabama }
County of Shelby }**

KNOW ALL MEN BY THESE PRESENTS, that **ELIZABETH T. SHIELDS**, whose address is 5051 Carillon Way, Charlotte, NC 28270, (hereinafter referred to as "Principal") does by these presents make, constitute and appoint, **WALTER C. SHIELDS, JR.** and/or his designated representative as my true and lawful agent(s) and Attorney-in-Fact (hereinafter referred to as "Agent") to do and perform for me and in my name, place and stead, and for my use and benefit, to execute the promissory note, mortgage, lien waiver and any and all documents necessary to obtain a First Mortgage Loan and a Home Equity Line of Credit on the below described property being more particularly described as the following real estate, situated in SHELBY County, Alabama:

Lot 1263, according to the Survey of Highland Lakes, 12th Sector, Phase III, an Eddleman Community, as recorded in Map Book 33, Page 46, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Together with nonexclusive easement to use the private roadways, Common Area all as more particularly described in the Declaration of Easements and Master Protective Covenants for Highland Lakes, a Residential Subdivision, recorded as Instrument #1994-07111 and amended in Inst. #1996-17543 and amended in Inst. # 1999-31095 in the Probate Office of Shelby County, Alabama, and the Declaration of Covenants, Conditions and Restrictions for Highland Lakes, a Residential Subdivision, 12th Sector, Phase III, recorded as Instrument No. 20040510000244590 in the Probate Office of Shelby County, Alabama (which, together with all amendments thereto, is hereinafter collectively referred to as, the "Declaration").

With a property address of 2000 Bluestone Circle, Birmingham, AL 35242, including, but not limited to the Notes, Mortgages, any applicable Riders thereto, Settlement Statements, HUD Certifications, FNMA 1009 Affidavit and Agreements, Name Affidavits, Compliance Agreements, Truth in Lending Statements, Lien Waivers and any other documents required for said loan for the above described property. Said First Mortgage shall be an Interest Only, 5/1 Adjustable Rate Mortgage from Regions Bank d/b/a Regions Mortgage, in the amount of Four Hundred Seventeen Thousand Dollars, amortized over (30) years, with a starting interest rate of 3.50%, fixed for the first five years and adjusting annually thereafter. Said Second Mortgage shall be a Home Equity Line of Credit from Regions Bank. in the amount of Fifty Thousand Dollars (\$50,000.00) with an initial interest rate of 4.25% based on the Prime Rate as prime may change from time to time.

I further give and grant unto my said Attorney-in-Fact and agent full power and authority to do and perform every act necessary and proper to be done and the exercise of any of the foregoing powers as fully as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my Agent shall lawfully do or cause to be done by virtue hereof.

This power of attorney shall not be effected by disability, incompetency or incapacity of Principal.

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Shelby Cnty Judge of Probate, AL
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The execution and delivery by Agent of any conveyance, paper, instrument or document in my name and behalf shall be conclusive evidence of Agent's approval of the consideration therefore and of the form and contents thereof, and that the Agent deems the execution thereof on my behalf necessary or desirable.

IN WITNESS WHEREOF, the undersigned has executed this limited power of attorney on this the 4th day of September, 2009.

Emily Shields
Witness

Elizabeth T. Shields
ELIZABETH T. SHIELDS

STATE OF North Carolina }
COUNTY OF Mecklenburg }

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that ELIZABETH T. SHIELDS, whose name is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing, she executed the same voluntarily on the day the same bears date.

Given under my hand this 4th day of September, 2009.

(AFFIX SEAL)

Philip J. Lugay
NOTARY PUBLIC
My commission expires: April 12, 2014

This instrument prepared by:
Clayton T. Sweeney, Attorney at Law
2700 Highway 280 East, Suite 160
Birmingham, AL 35223