

*DURABLE POWER OF ATTORNEY*

*OF*

*SALLY MAY LANGLEY ADCOCK*

KNOW ALL MEN BY THESE PRESENTS, that I, SALLY MAY LANGLEY ADCOCK, of Shelby County, Alabama, have made, constituted and appointed, and by these presents do make, constitute and appoint my husband, LEE MARVIN ADCOCK, JR., my true and lawful agent and attorney-in-fact (hereinafter, together with any successor, referred to as "my Attorney-in-Fact"), with full power and authority to act in, manage and conduct all my estate and all my affairs, and for that purpose for me and in my name, place and stead, and for my use and benefit, and as my act and deed, to do and execute, or to concur with persons jointly interested with me therein in the doing or executing of, all or any of the hereinafter described acts, deeds, and things.

My Attorney-in-Fact is hereby authorized:

1. To collect and receive any money and assets to which I may be entitled; to deposit cash and checks in any of my accounts; to endorse for deposit, transfer or collection, in my name and for my account any checks payable to my order; to draw and sign checks for me and in my name, including any accounts opened by my Attorney-in-Fact in my name at any bank, savings society, money market fund or elsewhere; to receive and apply the proceeds of such checks as my Attorney-in-Fact deems best; and to close accounts;

2. To take all lawful steps to recover, collect and receive any amounts of money now or hereafter owing or payable to me; and, to compromise and execute releases or other sufficient discharges for such amounts;

3. To make loans, secured or unsecured, in such amounts, upon such terms, with or without interest and to such firms, corporations, and persons my Attorney-in-Fact deems appropriate;

4. To institute, prosecute, defend, compromise, or otherwise dispose of (and to appear for me in any proceedings before any tribunal for the enforcement or for the defense of) any claim, either alone or in conjunction with other persons, relating to me or to any property of mine or any other persons; to obtain, discharge and substitute counsel and to authorize appearance of such counsel to be entered for me in any action or proceeding; and, to compromise or arbitrate any claim in which I may be interested and for that purpose to enter into agreement or compromise or arbitration and perform or enforce an award entered into pursuant to such arbitration:



20100728000240150 1/6 \$27.00  
Shelby Cnty Judge of Probate, AL  
07/28/2010 10:20:16 AM FILED/CERT



5. To lease, sublet, sell, release, hire professional managers, convey or mortgage any real property owned by me (including my residence) or in which I have an interest upon such terms and conditions and under such covenants as my Attorney-in-Fact shall determine, including the sale of my real estate and to sign, execute and deliver deeds and conveyances therefore;

6. To purchase or otherwise acquire any interest in and possession of real property and to accept all deeds for such property on my behalf; and, to manage, repair, improve, maintain, restore, build, or develop any real property in which I now have or may have an interest;

7. To execute, deliver, and acknowledge deeds, deeds of trust, covenants, indentures, agreements, mortgages, hypothecations, bills of lading, bills, bonds, notes, receipts, evidences of debts, releases and satisfaction of mortgage, judgments, ground rents and other debts;

8. To collect, compromise, endorse, borrow against, hypothecate, release and recover any promissory note receivable, whether secured or unsecured, and any related deed of trust;


9. To buy, purchase, sell, repair, alter, manage and dispose of personal property of every kind and nature at private sale or public sale and to sign, execute and deliver assignments and bills of sale therefore;

10. To enter my safe deposit boxes and open new safe deposit boxes; to add to and to remove any of the contents of any such safe deposit boxes; and, to close any of such boxes;

11. To borrow money for my account on whatever terms and conditions deemed advisable, including borrowing money on any insurance policies issued on my life for any purpose without any obligation on the part of such insurance company to determine the purpose for such loan or application of the proceeds, and to pledge, assign, and deliver the policies as security;

12. To apply for and to receive any government, insurance and retirement benefits or payment options; to terminate such benefits; to change beneficiaries or ownership of such benefits; and, to assign rights or receive cash value in return for the surrender of any or all rights I may have in life insurance policies or benefits, annuity policies, plans or benefits, mutual fund and other dividend investment plans and retirement, profit-sharing and employee welfare plans and benefits;

13. To take custody of my stocks, bonds and other investments of all kinds, or give orders for the sale, surrender or exchange of any such investments and to receive any proceeds therefore; to sign and deliver assignments, stock and bond powers and other documents required for any such sale, assignment, surrender or exchange; to give orders for the purchase of stocks, bonds and other investments of any kind; to give instructions as to the registration thereof and the mailing of dividends and interest therefrom; and to deposit coupons attached to any coupon bonds, whether now owned by me or hereafter acquired;

  
20100728000240150 2/6 \$27.00  
Shelby Cnty Judge of Probate, AL  
07/28/2010 10:20:16 AM FILED/CERT





20100728000240150 3/6 \$27.00  
Shelby Cnty Judge of Probate, AL  
07/28/2010 10:20:16 AM FILED/CERT

14. To purchase for me United States of America Treasury Bonds of the kind which are redeemable at par in payment of federal estate taxes: to borrow money and obtain credit in my name from any source for such purpose, to make, execute, endorse and deliver promissory notes, drafts, agreements or other obligations for such bonds and, as security therefore, to pledge, mortgage and assign any stocks, bonds, securities, insurance values and other properties, real or personal, in which I may have an interest; and, to arrange for the safekeeping and custody of any such Treasury Bonds;

15. To open or maintain accounts with stockbrokers (on cash or on margin); and, to buy, sell, endorse, transfer, hypothecate and borrow against any shares of stock, bonds or other securities;

16. At all meetings of shareholders (whether general, regular or special) of any corporation whose shares I own to vote on any questions which may arise at any such meeting, and to do everything respecting such shares of stock, including the calling of meetings of directors or stockholders or making and giving consents and ratifications, and any other act which I could do if personally present, intending hereby to confer upon my Attorney-in-Fact full power and authority to do (with reference to such shares of stock) everything which I might or could do as owner of such shares;

17. To continue the operation of any business belonging to me or in which I have a substantial interest in such manner as my Attorney-in-Fact may deem advisable or to sell, liquidate or incorporate any business (or interest therein) on such terms as my Attorney-in-Fact may deem advisable and in my best interests;

18. To procure, change, carry or cancel insurance of such kind and in such amounts as my Attorney-in-Fact deems advisable to protect from risks affecting property or persons due to liability, damage or a claim of any sort; to claim any benefits or proceeds on my behalf; and, to purchase medical insurance for any dependent of mine;

19. To join with my spouse or my spouse's estate in filing income or gift tax returns for any years for which I have not filed such returns and to consent to any gifts made by my spouse as being made one-half by me for gift tax purposes, even though such action subjects my assets to additional liabilities;

20. To prepare, sign and file federal, state and local income, gift or other tax returns of all kinds, claims for refunds, requests for extensions of time, petitions to the United States Tax Court or other courts regarding tax matters and any and all other tax related documents, including, without limitation, receipts, offers, waivers, consents (including, but not limited to, consents and agreements under Internal Revenue Code 2032A, or its successor), powers of attorney, and closing agreements: to exercise any elections I may have under federal, state and local tax law; and, generally to act on my behalf in all tax matters of all kinds and for all periods before all persons representing the Internal Revenue Service and any other taxing authority, including receipt of confidential information and the posting of bonds;

21. To make gifts, as listed below, either outright or in trust or, in the case of minors, in accordance with the Uniform Gifts to Minors Act and, for gifts made in trust, to execute a deed of trust for such purpose designating one or more persons, including my Attorney-in-Fact, as original or successor trustee. This power includes the right to make additions to an existing trust and does not



require my Attorney-in-Fact to treat the donees equally or proportionately and may entirely exclude one or more permissible donees. The pattern followed on the occasion of any such gift (or gifts) needs not be followed on the occasion of any other gift (or gifts). The power to make such gifts, however, shall be limited as to donees to my spouse, my lineal descendants and recognized charities (IRC Section 501 (c)(3) organizations) and such gifts to any recipient shall be made in an amount not in excess of the then annual donee exclusion from the federal gift tax under the Internal Revenue Code;

22. To execute a deed of trust, designating one or more persons (including my Attorney-in-Fact) as original or successor trustee(s) and to transfer to the trust any or all property owned by me as my Attorney-in-Fact may decide, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate, or be applied for my benefit, and upon my death, any remaining balance of principal or unexpended income of the trust shall be distributed to my estate. Furthermore, this deed of trust shall be amendable and revocable at any time by me or my Attorney-in-Fact;

23. To add at any time any or all of the property owned by me to any trust in existence for my benefit when this power was created, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate or be applied for my benefit during my lifetime and upon my death any remaining principal and unexpended income of the trust is directed to be distributed to my estate;

24. To withdraw and receive the income or corpus of any trust over which I may have a right of withdrawal, and to request and receive the income or corpus of any trust with respect to which the trustee thereof has the discretionary power to make distributions to or on my behalf, and to execute a receipt and release or a similar document for the property so received;

25. To convey or release any contingent or expectant interests in property, marital property rights, and any rights of survivorship incident to a joint tenancy or a tenancy by entirety;

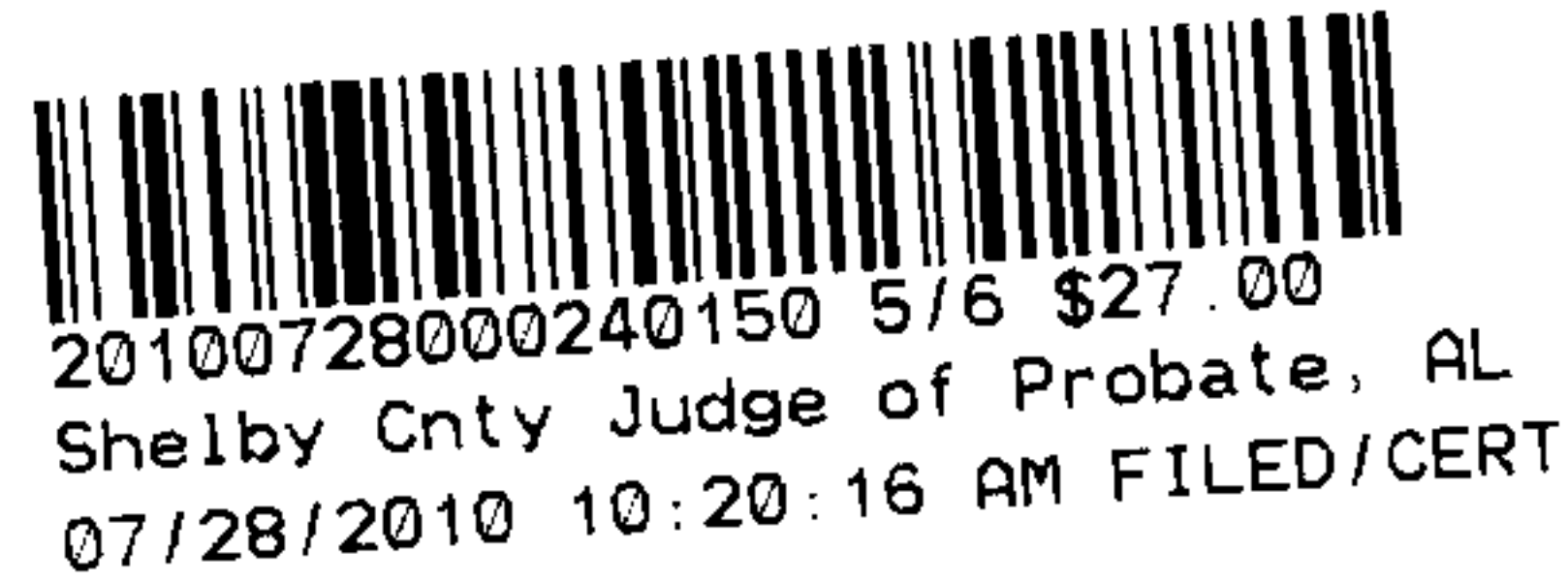
26. To elect to take against the will and conveyances of my spouse after death; to disclaim any interest as a result of such election; to retain any property which I have the right to elect to retain; to file petitions pertaining to the election, including petitions to extend the time for electing, and petitions for orders, decrees, and judgments; and, to take an other necessary actions to effectuate me election;

27. To release or disclaim on my behalf any interest in property acquired by intestate, testate or inter vivos transfer, including through exercising or surrendering any right to revoke a revocable trust;

28. To renounce any fiduciary positions to which I have been or may be appointed, including (but not limited to) personal representative, trustee, guardian, Attorney-in-Fact, and officer or director of a corporation or political or governmental body; and, to resign such positions in which capacity I am presently serving; and

29. To employ lawyers, investment counsel, accountants, physicians, dentists and other persons to render services to me or my estate and to pay the usual and reasonable fees and





compensation of such persons for their services.

30. My attorney-in-fact shall have full authority to request and receive my medical records pursuant to the requirements of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA").

Upon the death or disability or, for any reason, the inability of my Attorney-in-Fact to serve, I hereby constitute and appoint my children, LEE MARVIN ADCOCK, III and JON MICHAEL ADCOCK to serve jointly hereunder as successor attorneys-in-fact, with all of the powers included herein. My Attorney-in-Fact may resign at anytime and if I am not capable of appointing a successor and no successor has been named in this document, I empower my Attorney-in-Fact to appoint a successor and such successor shall have all the powers herein granted.

Accordingly,

A. All acts done by my Attorney-in-Fact pursuant to this power during any period of my disability or incapacity shall have the same effect and inure to the benefit and bind me and my successors in interest as if I were competent and not disabled;

B. This power may be accepted and relied upon by anyone to whom it is presented until such person either receives written notice of revocation by me or has actual knowledge of my death;

C. All actions of my Attorney-in-Fact shall bind me and my heirs, distributees, legal representatives, successors and assigns, and for the purpose of inducing anyone to act in accordance with the powers I have granted herein, I hereby represent, warrant and agree that, if this Power of Attorney is terminated or amended for any reason, I and my heirs, distributees, legal representatives, successors and assigns will hold such party harmless from any loss suffered or liability incurred by such party while acting in accordance with this power prior to that party's receipt of written notice of any such termination or amendment;

D. I revoke all prior general powers of attorney that I may have executed prior to this date and I retain the right to revoke or amend this Power of Attorney and to substitute other attorneys in place of the Attorney-in-Fact appointed herein. Amendments to this Power of Attorney shall be made in writing by me personally (not by my Attorney-in-Fact) and they shall be attached to the original of this power of attorney;

E. I understand that this Power of Attorney is an important legal document. Before executing this document, my attorney explained to me the following:

- (1) This document provides my Attorney-in-Fact with broad powers to dispose, sell, convey and encumber my real and personal property;
- (2) The powers granted in this Power of Attorney will exist for an indefinite period of time unless I limit their duration by the terms hereof or revoke this Power. These powers will continue to exist notwithstanding my subsequent disability or incapacity: and

(3) I have the right to revoke or terminate this Power of Attorney at any time.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of July, 2010.

Signed, sealed and delivered

in the presence of:

Sally May Langley Adcock  
SALLY MAY LANGLEY ADCOCK

Josh R. Clom  
Unofficial Witness

Bobbi J. Haysen  
Notary Public


STATE OF NORTH CAROLINA

GASTON COUNTY

ACKNOWLEDGMENT

Before me, a notary Public in and for said County and State, personally appeared Sally May Langley Adcock whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of this conveyance, she executed the same voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 26<sup>th</sup> day of July, 2010.

  
20100728000240150 6/6 \$27.00  
Shelby Cnty Judge of Probate, AL  
07/28/2010 10:20:16 AM FILED/CERT

Bobbi J. Haysen

Notary Public

Commission Expires: April 7, 2012