

DURABLE POWER OF ATTORNEY

1. KNOW ALL MEN BY THESE PRESENTS: That I, **Ross A. Varin**, residing in Shelby County, Alabama, hereby make, constitute and appoint **Frances L. Varin**, of Wilsonville, Alabama as my true and lawful Attorney In Fact, 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 In Fact 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 my Attorney In Fact may deem fit, and to execute any contracts, conveyances, or other instruments whatsoever, with full covenants of warranty;

(c) To conduct or participate in any lawful business for me and in my name, including, without limitation, corporations, general or limited partnerships, limited liability partnerships or limited liability companies; to form, organize, incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; to elect or employ officers, directors and agents for any business; to carry out the provisions of any agreement for the sale of any business interest or the stock therein; and to exercise voting rights, either in person or by proxy, and to exercise stock options.

(d) To demand, recover and receive, all and any sums of money, debts or effects, due, payable, coming or belonging to me;

(e) 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;

(f) 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;

(g) With respect to my brokerage accounts, to effect purchases and sales (including short sales), to subscribe for and to trade in stocks, bonds, options, rights, and warrants or other securities, domestic or foreign, ~~whether dollar~~ or non-dollar denominated, or limited partnership interests or investments ~~and~~ trust units, ~~whether~~ or not in negotiable form, issued or unissued, foreign exchange, commodities, and contracts relating to same (including commodity futures) on margin or otherwise for my account and risk; to deliver to my broker securities for my account and to instruct my ~~broker~~ to deliver securities from my accounts to my attorney in fact or to

others, and in such name and form, including his own, as he may direct; to instruct my broker to make payment of moneys from my accounts with my broker, and to receive and direct payment therefrom payable to him or others; to sell, assign, endorse and transfer any stocks, bonds, options, rights and warrants or other securities of any nature, at any time standing in my name and to execute any documents necessary to effectuate the foregoing; to receive statements of transactions made for my account(s); to approve and confirm the same, to receive any and all notices, calls for margin, or other demands with reference to my accounts(s); and to make any and all agreements with my broker with reference thereto for me and in my behalf.

The power granted herein shall apply to all brokerage accounts that I may have from time to time and any brokerage accounts established by my Attorney-in-Fact. I further authorize my attorney in fact to execute on my behalf any powers of attorney in whatever form which may be required by any broker with whom I have deposited any securities.

(h) To purchase any goods, merchandise, stocks, bonds or other personal property, on my account and for such prices and in such amounts as my Attorney In Fact may deem proper;

(i) To settle and adjust all accounts and demands now subsisting or which may hereafter subsist between me and any person or persons as my Attorney In Fact may deem proper;

(j) 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;

(k) To redeem or cause to be redeemed any bonds, including United States Government Bonds, belonging to me;

(l) 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;

(m) To commence and prosecute any suit or action which my Attorney In Fact 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 my Attorney In Fact shall deem proper;

(n) 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;

(o) To deal with any retirement plans in which I am a participant, as well as any IRAs that I may own; to elect retirement; to direct the investments of any such retirement plan or IRA account; to change or select any payment options under such plans; to make "roll-overs" to other retirement plans or into an IRA; to borrow funds under the terms and conditions of any retirement plan; to change beneficiary designations;



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(p) To exercise any general or special power of appointment provided, however the exercise of any such power of appointment shall, to the extent possible, follow my current estate plan;

(q) To create a trust for my benefit, naming such trustee or trustees as my Attorney-in-Fact may select; provided that any such trust shall be revocable by my Attorney-in-Fact at any time upon notice to the trustees, shall have no beneficiaries other than me during my lifetime, shall last for my lifetime only and which provides that at my death the trust assets shall either be distributed to my estate or in the same manner as under my will; to transfer any of my property, real or personal, to any such Trust;

(r) To make application for any Federal or State Government benefits, including, without limitation, Social Security, Medicare and Medicaid benefits and to be named my Representative Payee;

(s) To establish a new residence or domicile for me within any state of the United States;

(t) To enter any mail box to which I shall have access, whether at a United States Post Office or elsewhere, and to surrender the box and terminate the lease at his discretion; to sign for any certified or registered mail directed to me, and to execute any order required to forward mail to any location selected by my attorney in fact.

(u) To make gifts, grants, or other transfers without consideration either outright or in trust (including the forgiveness of indebtedness) to such persons as my Attorney-in-Fact shall select, including any such person serving as my Attorney-in-Fact hereunder, and to make payments for the college and post-graduate tuition and medical care of my descendants, all as my Attorney-in-Fact, in my Attorney-in-Fact's sole discretion, determine to be desirable to implement plans intended to reduce present or future taxes, to be in my best interests, or in the best interests of my estate, or is in keeping with my prior pattern of giving; provided, however, any such gifts to any person serving as an Attorney-in-Fact hereunder shall not exceed, in any calendar year the limits of the annual exclusion as provided by §2503(b) and taking into account the availability of §2513 of the Internal Revenue Code of 1986, as amended from time to time.

(v) 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 In Fact, full power to substitute one or more attorneys and giving him the pleasure to revoke); and hereby ratifying and confirming whatsoever my said Attorney In Fact shall and may do, by virtue hereto.

2. If the said Frances L. Varin shall die, resign, become incompetent or otherwise cease to serve as my Attorney-in-Fact hereunder, then I make, constitute and appoint, Vicki L. Jubeck, as my Attorney In Fact successor, with all of the powers, duties and authorities originally granted to my Attorney-in-Fact herein.


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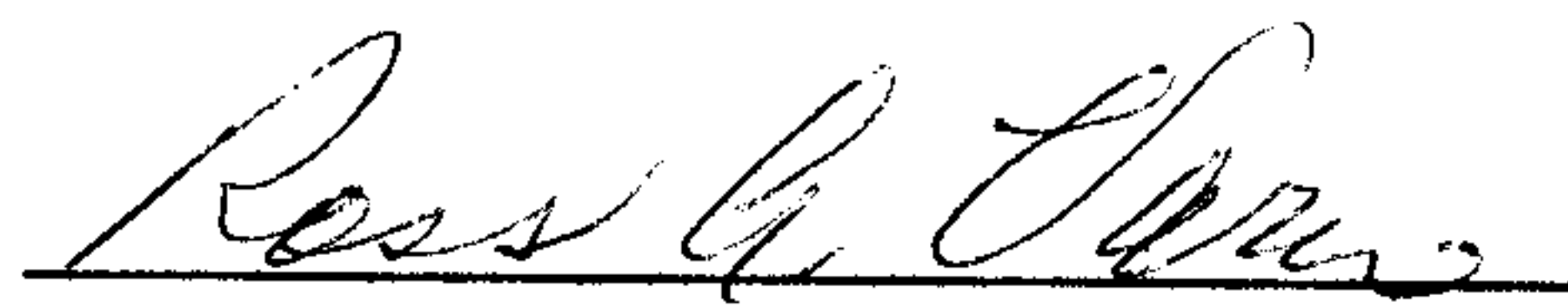
3. If at any time proceedings are commenced in any court to appoint a guardian, conservator or other fiduciary for me, then I nominate Frances L. Varin to serve as such fiduciary, and I direct that no bond be required with respect to this appointment. If Frances L. Varin shall die, resign, become incompetent or otherwise cease to serve as such fiduciary, then I nominate Vicki L. Jubeck, to serve as such fiduciary, and I direct that no bond be required with respect to this appointment.

4. THIS POWER OF ATTORNEY SHALL BECOME EFFECTIVE ONLY UPON MY DISABILITY, INCOMPETENCY OR INCAPACITY AND SHALL THEREAFTER NOT BE AFFECTED BY SUCH 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. FOR PURPOSES OF THIS POWER OF ATTORNEY, I SHALL BE DEEMED TO BE INCAPACITATED IF MY ATTORNEY-IN-FACT PRESENTS A LETTER FROM A PHYSICIAN LICENSED TO PRACTICE MEDICINE IN ANY STATE OF THE UNITED STATES, STATING THAT HE OR SHE HAS PERSONALLY EXAMINED ME AND DETERMINED THAT I NEED ASSISTANCE IN HANDLING MY AFFAIRS.

5. THIS POWER OF ATTORNEY SHALL CEASE TO BE EFFECTIVE AT SUCH TIME AS A PHYSICIAN LICENSED TO PRACTICE MEDICINE IN ANY STATE OF THE UNITED STATES DECLARES IN WRITING THAT HE OR SHE HAS PERSONALLY EXAMINED ME AND DETERMINED THAT I NO LONGER NEED ASSISTANCE IN HANDLING MY AFFAIRS.

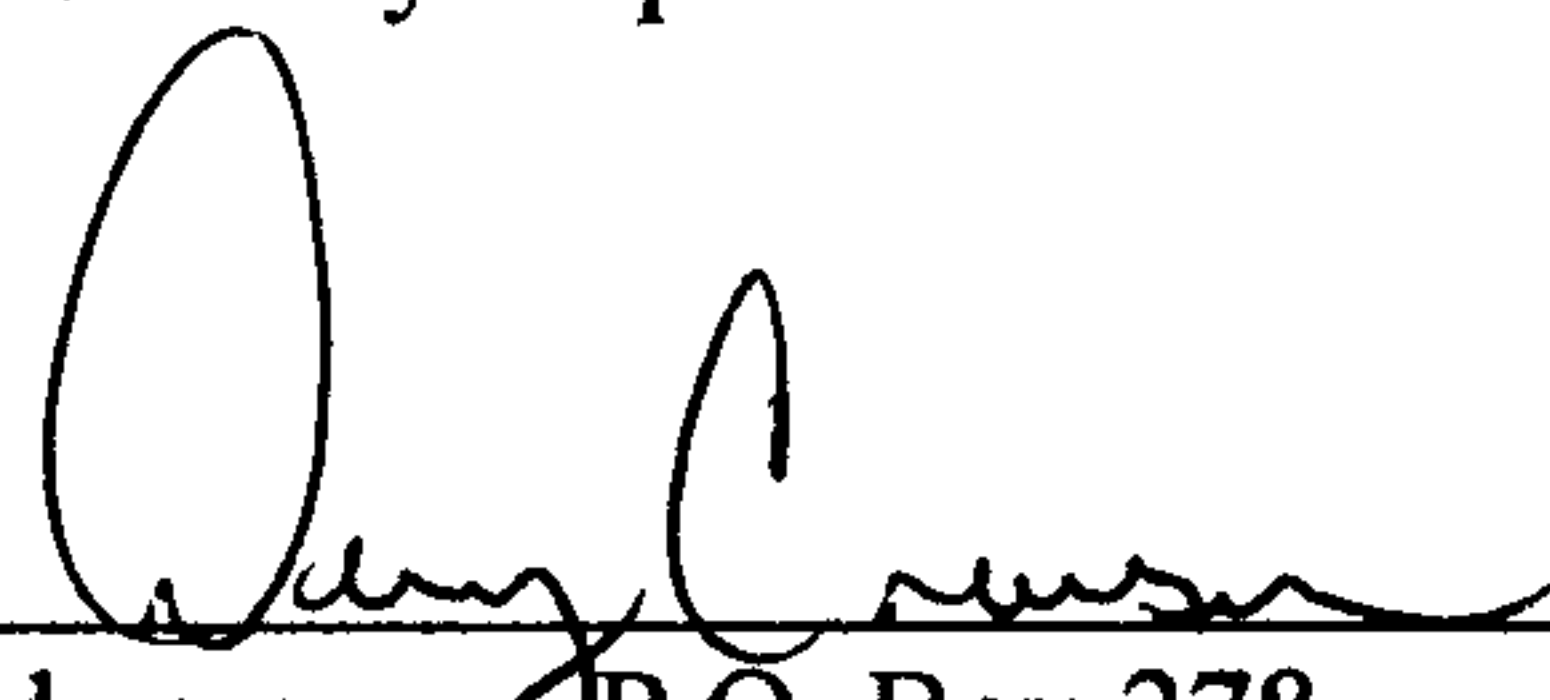
6. Once this Power of Attorney becomes effective and until this Power of Attorney terminates, the powers herein granted to my said Attorney-in-Fact shall be exercisable by my Attorney-in-Fact at any time and from time to time.

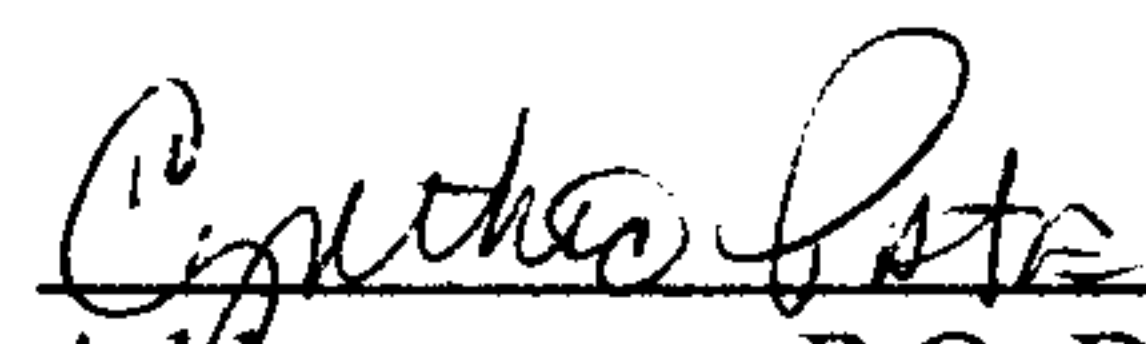
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 18 day of January, 2002.

 (SEAL)
Ross A. Varin


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The person signing above has been personally known to me and I believe Ross A. Varin to be of sound mind. I did not sign his signature for him or at his direction and I am not appointed as the health care proxy under any Advance Directive for Health Care executed by Ross A. Varin. I am not related to the person signing above by blood, adoption, or marriage, entitled to any portion of his estate according to the laws of intestate succession or under any will executed by him or codicil thereto, or directly financially responsible for his medical care.


Address: P.O. Box 278
105 N. Main Street
Columbiana, AL 35051


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Columbiana, AL 35051

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Ross A. Varin, whose name is signed to the foregoing Power of Attorney and who is known to me, 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 this the 18 day of January, 2002.


Notary Public

My Commission Expires: 9/25/03

(NOTARIAL SEAL)


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Prepared by
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