

STATE OF ALABAMA)

JEFFERSON COUNTY)

DURABLE POWER OF ATTORNEY

I, Jewel Pritchard, (hereinafter referred to as "Principal"), hereby revoke any and all prior powers of attorney that I may have granted. I hereby make, constitute and appoint my sister, Maxine Topazi, (hereinafter referred to as "Agent"), **separately and severally**, as my true and lawful attorney, to act in, manage and conduct all of my affairs, and, 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 any safety deposit box or vault at any time; to remove any or all contents thereof; to sign any papers or documents 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 agent may see fit.

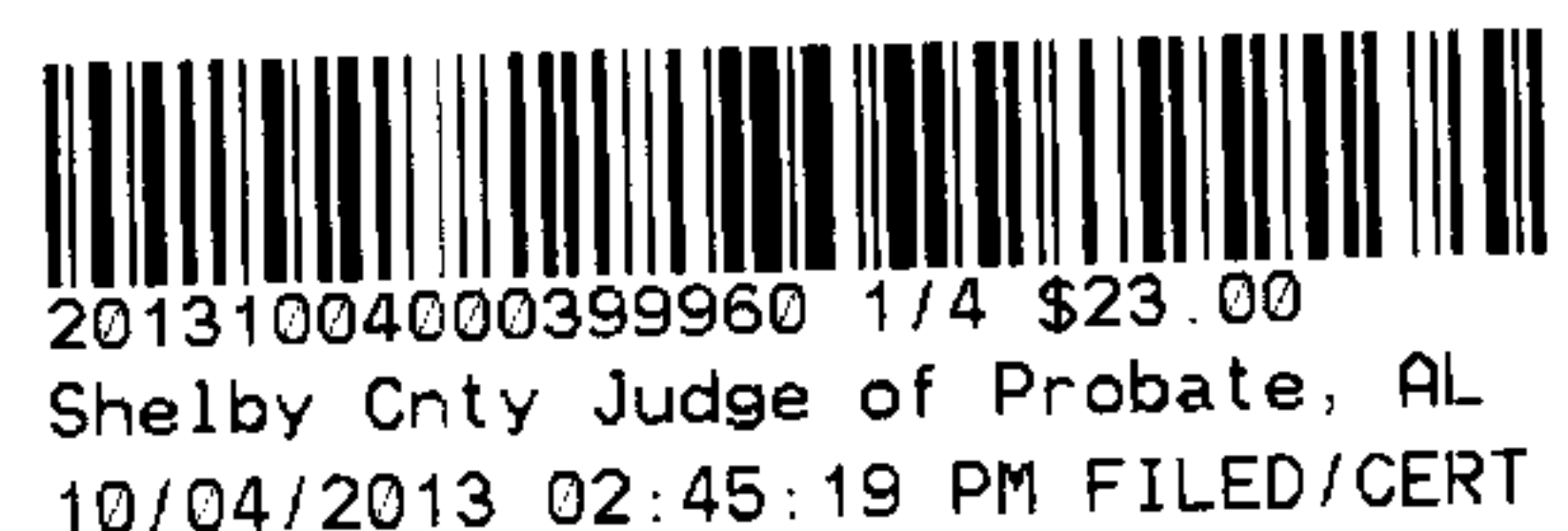
(b) To enter upon and take possession of any lands, tenements and hereditaments that may belong to me, or to the possession of which I may be entitled;

(c) To ask, collect and receive any rents, profits, issues or income of any and all such lands, tenements and hereditaments, or any part or parts thereof;

(d) To sign, make, execute and file any Federal or State income tax returns, claims for refund and to defend the estate against any proposed additional taxes;

(e) To make, execute and deliver any deed, mortgage or lease, whether with or without covenants and warranties, in respect of any such lands, tenements and hereditaments, or of any part or parts thereof, and to manage any such lands, and to manage, repair, rebuild or reconstruct any building, houses or other structures, or any part or parts thereof, and to manage any such lands, and to manage, repair, rebuild or reconstruct any buildings, houses or other structures, or any part or parts thereof, that may now or hereafter be erected upon any such lands;

(f) To extend, renew, replace or increase any mortgage or mortgages now or hereafter affecting any of my land, tenements and hereditaments and/or any personal property belonging to me, and, for any of such purposes, to sign, seal, acknowledge and deliver any bond or bonds, or to make, sign and deliver any note or notes, and any extension, renewal, consolidation or apportionment agreement or agreements, or any other instrument, whether sealed or unsealed, that may be useful or necessary to accomplish any of the foregoing purposes;



(g) To obtain insurance of any kind, nature or description whatsoever, on any of my lands, tenements, and hereditaments and/or in connection with the management, use or operation thereof an/or any personal property belonging to me and/or in respect of the rents, issues and profits arising therefrom, and to make, execute and file proof or proofs of all loss or losses sustained or claimable thereunder, and all other instruments in and about the same, and to make, execute and deliver receipts, releases or other discharges therefore, under seal or otherwise;

(h) To demand, sue for, collect, recover and receive all goods, claims, debts, moneys, interests and demands whatsoever now due, or that may hereafter be due or belong to me (including the right to institute any action, suit or legal proceeding for the recovery of any land, buildings, tenements or other structures, or any part or parts thereof, to the possession of which I may be entitled), and to make, execute and deliver receipts, releases or other discharges, under seal or otherwise;

(i) To make, execute, endorse, accept, collect and deliver any and all bills of exchange, checks, drafts, notes and trade acceptances;

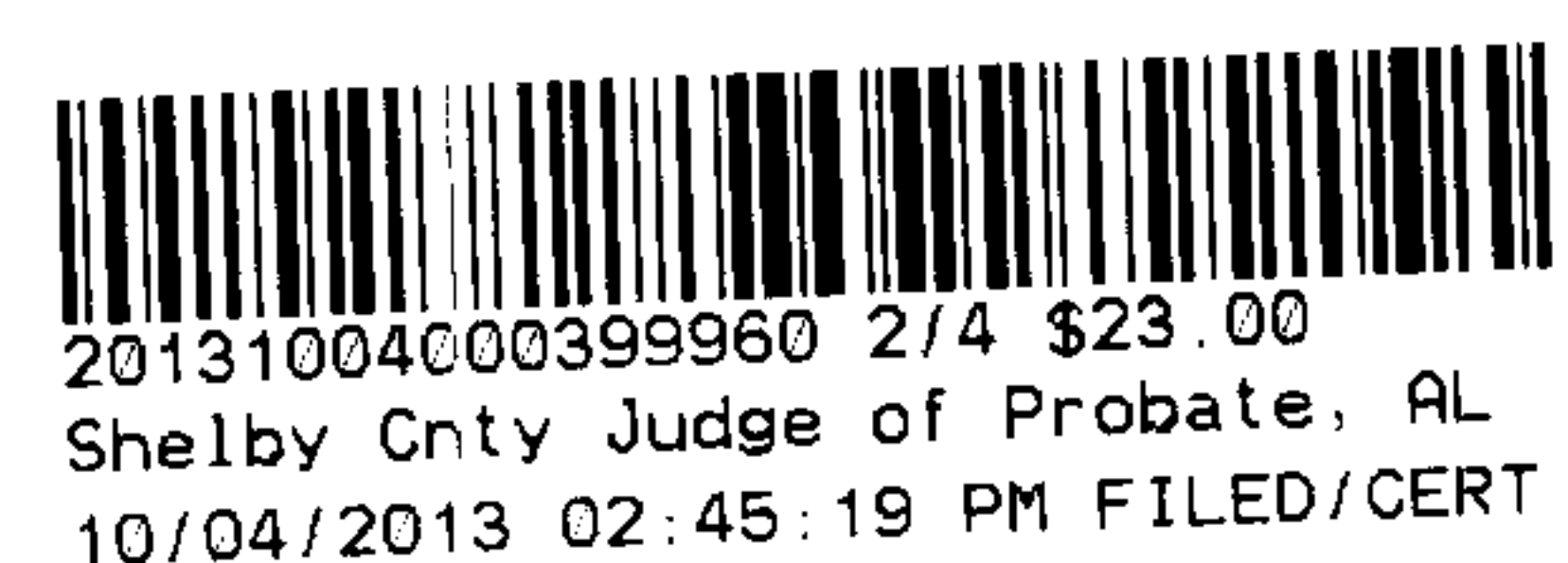
(j) To pay all sums of money, at any time or times, that may be owing by me upon any bill of exchange, check, draft, note or trade acceptance, made, executed, endorsed, accepted and delivered by me, or for me, and in my name, by my agent;

(k) To sell, mortgage, or hypothecate any and all shares of stock, bonds, or other securities now or hereafter belonging to me, and to make, execute and deliver any assignment or assignments of any shares of stock, bonds or other securities, either absolutely or as collateral security;

(l) To defend, settle, adjust, compound, submit to arbitration and compromise all actions, suits, accounts, reckonings, claims and demands whatsoever that now are, or hereafter shall be, pending between me and any person, firm association or corporation, in such manner and in all respects as my agent shall think fit;

(m) To file any proof of debt, or take any other proceedings, under the Bankruptcy Act, or under any law of any state or territory of the United States, in connection with any such claim, debt, money or demand, and, in any such proceeding or proceedings, to vote in the election of any trustee or trustees, or assignee or assignees, and to demand, receive and accept any dividend or dividends, or distribution or distributions, that may be or become payable;

(n) To hire accountants, attorneys at law, clerks, workmen and others, and to remove them, and appoint others in their place, and to pay and allow to the persons to be so employed such



salaries, wages or other remuneration, as my attorney shall think fit;

(o) To constitute and appoint, as substitute for my agent, one or more other agents, for me, with full power of revocation; and

(p) To make medical decisions concerning my care and treatment including the selection of treatment and treating physicians. My agent has the authority to pick up my prescriptions at any pharmacy where they are being filled;

(q) Without in any way limiting the foregoing, generally to do, execute and perform any other act, deed, matter or thing whatsoever, that ought to be done, executed and performed, or that, in the opinion of my agent ought to be done, executed or performed in and about the premises, of every nature and kind whatsoever, as fully and effectually as I could do if personally present and grant to my agent the authority to do all acts that a principal could do;

(r) This power of attorney shall not be affected by disability, incompetency, or incapacity that may be suffered by me, and all acts done by my agent pursuant to this durable power of attorney during any period of my disability, incompetency or incapacity, shall bind me and my successors in interest as if I were competent, not disabled and not incapacitated, all in accordance with **Title 26, Sections 1A-101 et seq. of the Alabama Code of 1975**, as amended;

(s) In the event that a Court determines that it is necessary to appoint a guardian, curator, conservator or other fiduciary charged with the management of my property or my estate, then I hereby nominate by this Durable Power of Attorney, Maxine Topazi, to serve as such guardian, curator, conservator or other fiduciary, **either individually or jointly**, and it is my understanding that she shall serve unless there be good cause for disqualification. This nomination is made in accordance with **Title 26, Section 1A-101, et. seq. of the Alabama Code of 1975** as amended.

(t) To make gifts, including property, both real and person, cash or securities to any other party or to herself, although she is acting as agent, as long as such gifts are consistent with my testamentary plan, up to an amount per person equal to the annual exclusion under **Internal Revenue Code §2503(b)**, or to carry out any plan or pattern of family and/or charitable gifts which have been established or clearly contemplated by me; to make such gifts that may be in excess of the annual exclusion amount as long as such gifts are part of the estate plan clearly contemplated by me along with the advice of my attorney; or which, in the opinion of counsel for my agent, my agent would be permitted to make, and which would be considered advisable under the then circumstances to make from my assets as if it were my guardian or conservatorship estate,



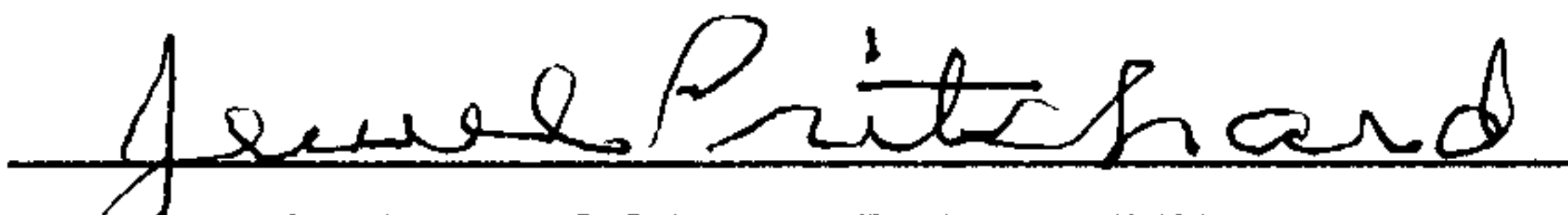
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including the making of additions to any then existing trust or trusts (whether created by me or others); or to complete any gifts which shall be necessary to any plan contemplated by me and directed by counsel so that I may accelerate my qualification for any public benefits which may be available to me and preserve a portion of my estate for the benefit of my lineal descendants; provided, that any said gifts described in this Paragraph shall be made pursuant to my testamentary plan, and only after my life care needs are provided for;

(u) I authorize my agent to have complete control over all funds in or on deposit or will be on deposit with Regions Bank or any other bank and the sole authority to write checks, withdraw funds and redeposit existing funds in my behalf in the said Regions Bank or any other bank and give her the sole discretion to determine which debts or obligations will be paid from these funds without any limitation of the powers I have granted to my agent elsewhere in this instrument.

And I, Jewell Pritchard, do hereby ratify and confirm all whatsoever that my agent, or any substitute for my agent, shall do, or cause to be done, in or about the premises, by virtue of this power of attorney.

This 4th day of October, 2013.



Jewell Pritchard SSN 417-20-1553


STATE OF ALABAMA }

JEFFERSON COUNTY }

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

Given under my hand and official seal, this 4th day of October, 2013.


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Notary Public
My Commission Expires: 5-1-15