

**GENERAL DURABLE POWER OF ATTORNEY CONTAINING HEALTH
CARE PROVISIONS EFFECTIVE UPON DISABILITY,
INCOMPETENCY OR INCAPACITY OF PRINCIPAL**

KNOW ALL MEN BY THESE PRESENTS: That I, ROBERT M. GANNON of the City of Anniston, County of Calhoun, State of Alabama, have made, constituted and appointed, and by these presents do make, constitute and appoint DONNA M. GANNON, my true and lawful Attorney and Agent (hereinafter called "Agent") for me in my name, place and stead, and for my behalf and benefit.

In the event DONNA M. GANNON, is unable or unwilling to serve as my Agent, I hereby nominate, constitute and appoint my son, ROBERT W. GANNON as my true and lawful Attorney and Agent. My Agent shall have the following powers:

I. PROPERTY POWERS

1. **GENERAL GRANT OF POWER:** To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Agent shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted;

(a) **Powers of Collection and Payment:** To forgive, request, demand, sue for, recover, collect, receive, and hold all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, intangible and tangible

property and property rights and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to, me or in which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;

(b) **Power to Acquire and Sell**: To acquire, purchase, exchange and grant options to sell, mortgage, pledge, lease, sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my Agent shall deem proper, with full authority to sign, endorse, execute and deliver any sales agreement, deed, bill of sale and all other instruments or documents pertaining to the sale of any of my real or personal property; and to enter into bonds, contracts, mortgages and deeds connected therewith;

(c) **Management Powers**: To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereafter acquire in my name and for my benefit, upon such terms and conditions as my Agent shall deem proper; To borrow money at interest rates then prevailing from any individual, bank or other source, and mortgage or pledge any property to any lender, including my attorney individually.

(d) **Banking Powers**: To make, receive and endorse checks and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other institutions, execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted;

(e) **Motor Vehicles**: To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, truck, pickup, van, motorcycle or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such

transfer assignment;

(f) **Business Interests**: To conduct or participate in any lawful business of whatever nature for me and in my name; to execute partnership agreements and amendments thereto; to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; to elect or employ officers, directors and agents; to carry out the provisions of any other type of agreement for the sale of any business interest or the stock therein; and to exercise voting rights with respect to stock, either in person or by proxy, and to exercise stock options;

(g) **Tax Powers**: To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any year or years; to consent to any gift and to utilize any gift-splitting provision or other tax election; and to prepare, sign and file any claims for refund of any tax; To appear and represent me in regard to and to take all actions convenient or appropriate in connection with taxes imposed by any municipal, state, United States or foreign authority relating to any tax liability or refund, abatement or credit (including interest or penalties) due or alleged to be due from or to me or any other person or organization, association or trust for which I am responsible for the preparation, signing, executing, verifying, acknowledging or paying of any tax due or filing of a return or report, including, without limitation, federal or state income or gift tax, and for such purposes to inspect or receive copies of any tax returns filed by or for me, reports, or other papers or documents, compromises, or adjustments of any and all claims, and to execute Internal Revenue Service forms 2848 and 2848-D, and any other forms required by the Internal Revenue Service, or any other governmental agency from time to time in regard to the granting of powers of attorney, and to name my attorney or any other person as my attorney thereunder.

To appoint and employ, with or without compensation, accountants, attorneys at law, investment counsel, agents, servants or other persons, including their agents and associates, and to dismiss or discharge the same and to appoint or employ any others in their stead as my true and lawful attorneys, to appear and represent me as to all matters covered by this Power of Attorney, or for any other purpose, including, but not limited to,

appearances before the Treasury Department of the United States, the Tax Court of the United States, United States Court of Claims, or any other court of the United States or the District of Columbia, or any state, municipal or foreign court, and any department or official of the United States Government or any state, municipal or foreign government; with full power and authority to such agents and attorneys to do any and all acts convenient or appropriate in connection with such matters, including the specific acts described above, and to substitute attorneys and agents subsequent to the date of such appointment and prior to any revocation thereof, and to delegate and revoke the authority so granted to them.

Any reference to "income tax returns or forms" is meant to include forms 1040, 709 and 2848.

Any reference to "income tax years" is meant to include the years 1990 through 2020.

(h) **Safe Deposit Boxes:** To rent safe deposit boxes in my name as depositaries for my property, and to open and enter on my behalf any safe deposit box rented or held by me alone or jointly with others, at any time, to deposit in such box and to remove from such box any part or all of the contents thereof, including any security or tangible personal property, as often and as freely as I could do if personally present, to cancel or modify the lease under which such box is rented and to surrender or exchange the same; to drill the box in order to gain entry if the keys are misplaced.

(i) **Flower Bonds:** To purchase for and in my name United States Treasury Bonds issued before March 4, 1971, redeemable at par in payment of Federal estate taxes;

(j) **Power to Change Beneficiaries on Any Insurance Policies on My Life:** To change the beneficiaries on any insurance policies on my life, provided, however, that neither such right and power, nor any other rights and powers, shall be exercisable with respect to any policies of life insurance on the life of my said Agent herein named, which may at any time be owned by me;

(k) **Power to Hold Property and Make Investments:** To hold ~~or acquire~~ any property or securities, regardless of whether such property or securities are a so-

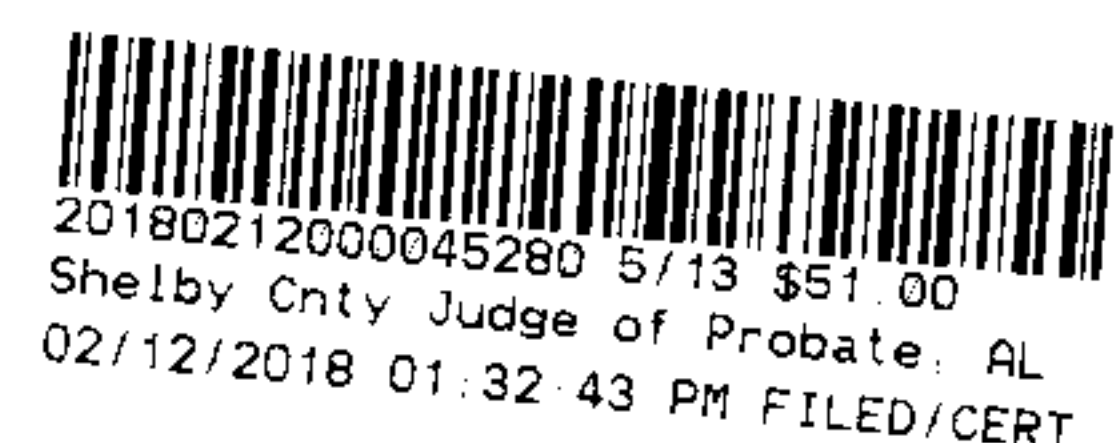
called "legal" investment, where such course is, in the said Agent's opinion, for my best interest;

(l) **Power to Deal with Securities and Commodities**: Notwithstanding any other provisions contained herein, my Agent has the power to buy, sell (including short sales) and trade in any stocks, bonds, options and other securities, commodities and contracts relating thereto on margin or otherwise in accordance with the terms and condition of any account that I currently have established in any brokerage firm. My brokerage firm/stock broker is authorized to follow the instructions of my agent in every respect concerning my account, and make payment of monies and deliveries of securities to the agent in my name as my agent may order and direct.

(m) **Miscellaneous**:

(i) Notwithstanding the provisions of (k) above, in the event any Agent named herein should be of the opinion at any time that he does not have the expertise to manage all or any part of my assets, I grant to said Agent the right and power to delegate the management powers hereinabove granted over all or any part of my assets to (a) any bank or trust company having at such time total resources of not less than One Hundred Twenty-Five Million Dollars, and (b) having a high rating (at least "A") as established by a rating service such as Standard & Poor's, Moody's or some similar rating services, and to enter into any management or agency agreements with the said bank or trust company pertaining thereto, with the right on the part of the Agent named herein to revoke and cancel any such agreement at any time upon not more than ninety (90) days' written notice to said bank or trust company;

(ii) I grant full and absolute authority to the Agent named herein to make annual gifts to my children, as well as to their spouses and to their children, in amounts not exceeding \$10,000.00 annually with respect to any one of them; provided, however, any time any child of mine, or the spouse or children of said child, shall be serving and acting as Agent pursuant to this power, he or she shall not have the right, power, or authority to make any such gift to himself or herself in excess of \$5,000.00 per year, and to make gifts to charity in amounts not exceeding twenty percent (20%) of my Federal Adjusted Gross Income in any one year;



Any decisions made by the said Agent with respect to the matters set forth hereinabove in subsections (i) and (ii) shall be final, binding and conclusive upon all of the beneficiaries of my estate, and said Agent shall be released and discharged of and from all liability for any such decisions that he may make in good faith with respect thereto.

(n) **Trusts**: To create a Trust for my benefit. To place assets in a Trust.

(o) **Government Benefits**: To make application for and receive on my behalf Government Benefits such as benefits under Social Security, Medicare and Medicaid;

(p) **Powers of Appointment**: To exercise any general or special power of appointment exercisable by me.

(q) **Disclaimers**: To disclaim interests in property pursuant to the Alabama Uniform Disclaimer of Property Interests Act, as the same may be amended.

(r) **Pay Existing Charitable Commitments** : To pay all pledges, subscriptions or other commitments, oral or written, which my attorney shall deem shall have been made by me (whether before or after execution hereof) to, or for the benefit of, any church or other religious organization, any educational organization, any community chest fund, or foundation or united appeal in which any such organization shall participate, any hospital and any other eleemosynary institution, whether or not the same shall be exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").

(s) **Make Additional Charitable Commitments**: To make pledges, subscriptions or commitments, oral or in writing, to or for the benefit of any church or other religious organization, any educational organization, any community chest fund or foundation or united appeal in which any such organization shall participate, any hospital and any other eleemosynary institution which my attorney may believe to be exempt under Section 501(c)(3) of the Code, or be otherwise entitled to the benefit of any deduction allowed by Section 170 of the Code, in amounts which shall, in the opinion of my attorney, correspond with the amounts which I have heretofore given or am currently giving, together with any increase therein which my attorney may determine I would have made had I been made acquainted with the facts which my attorney believes would justify any such

increase.

(t) **Represent My Interest in Any Business:** To engage in, continue, dispose of or terminate any business, including farming and timbering, as a partner (general or limited) or as a sole proprietor; to incorporate or join with other in incorporating any business, property or assets of mine; and to make changes from time to time, by organization, incorporation, sale, exchange, reorganization or dissolution of any character, in the style or form of the ownership or the conduct of any business or venture.

(u) **Handle My Mail, Documents and Animals:** To open, read, respond to and redirect my mail; to represent me before the U.S. Postal Service in all matters relating to mail service; to establish, cancel, continue or initiate my membership in organizations and associations of all kinds; to take and give or deny custody of all my important documents, including but not limited to my will, codicils, trust agreements, deeds, leases, life insurance policies, contracts and securities and to disclose or refuse to disclose such documents; to obtain and release or deny information or records of all kinds relating to me, any interest of mine or to any person for whom I am responsible; to house or provide for housing, support and maintenance of any animals or other living creatures that I may own and to contract for and pay the expenses of their proper veterinary care and treatment; and if the care and maintenance of such animals or other living creatures shall become unreasonably expensive or burdensome in my attorney's opinion, to irrevocably transfer such animals to some person or persons, organization or organizations, willing to care for and maintain them.

(v) **Delegate to a Third Person Any of the Powers Granted Herein:** To delegate any or all of the powers I have granted herein to my attorney to a third person, upon such terms and conditions and for such duration as my attorney may deem appropriate from time to time, regardless of whether such powers constitute ministerial or discretionary powers, so that any third party selected by my attorney shall be authorized to act as "my attorney" hereunder just as if I had originally appointed such third person herein to perform the powers granted to such third party person by my attorney; such delegation shall be done by a written instrument executed by my attorney that shall be attached as an exhibit to this durable power of attorney.

II. PERSONAL POWERS

1. **GENERAL GRANT OF CARE OF MY PERSON:** I further authorize and empower my attorney named herein to determine my place of residence from time to time, to pay my ordinary household expenses, to arrange for and pay the cost of medical, dental, nursing, hospital, convalescent and other health care and treatment, including admission to hospitals, nursing homes, rest home or other care facilities or institutions; to consent to treatment, and to make application for insurance, pension or employee benefits related to such health care and treatment, including, but not limited to, benefits under Social Security, Medicare and Medicaid; to obtain on my behalf copies of medical reports, summaries or other related information concerning me made or taken before or after the date of this instrument, and to execute any written consents on my behalf for the disclosure of such reports, summaries, or related information as may be required under any applicable federal statute, statutes of any state of the United States, or ordinances, rules or requirements of any local governmental municipality, authority or agency.

2. **HEALTH CARE POWERS:** In the exercise of the following powers, I suggest that my Personal Agent consult with my regular physician, but the decision of my Personal Agent will govern. These powers are an expansion of any other health care provisions contained herein. I hereby authorize my Personal Agent who is then so serving:

(a) **Gain Access to Medical and Other Personal Information:** To request, review and receive any information, verbal or written, regarding my personal affairs or my physical or mental health, including medical and hospital records, and to execute any releases or other documents that may be required in order to obtain this information.

(b) **Employ and Discharge Others:** To employ and discharge physicians, psychiatrists, dentists, nurses, therapists and other professionals as my Agents deem appropriate for my physical, mental and emotional well-being; and to pay them reasonable compensation.

(c) **Authorize, Consent or Refuse Consent, to Medical Care:** To authorize or to give or withhold consent to my medical care, surgery or any other medical procedures or tests; to arrange for my hospitalization, convalescent care or home care; and to revoke,

withdraw, modify or change consent to my medical care, surgery or any other medical procedures or tests, hospitalization, convalescent care or home care which I or my Agents may have previously allowed or impliedly consented to due to emergency conditions. I ask my Agents to be guided in making any such decisions by any personal preferences I may have expressed regarding such care. Based on any such preferences, my Agents may summon paramedics or other emergency medical personnel and seek emergency treatment for me, or may choose not to do so, as my Agents deem appropriate in light of my expressed wishes and my medical status at the time. My Agents are authorized, when dealing with hospitals and physicians, to execute all pertinent documents, including any waivers of or releases from liability required by any hospital or physician to implement any decision regarding medical treatment, the failure to institute treatment or the termination of treatment.

"Medical care" shall also encompass nutrition and hydration.

(d) **Authorize, Consent, or Refuse Consent, to Psychiatric Care:** Upon the execution of a certificate by two (2) independent psychiatrists who have examined me, and in whose opinion I am in immediate need of hospitalization because of mental disorders, alcoholism or drug abuse, to arrange for my voluntary admission to an appropriate hospital or institution for treatment of the diagnosed problem or disorder; to arrange for private psychiatric or psychological treatment for me; to refuse consent for any such hospitalization, institutionalization, or private psychiatric or psychological care; and to revoke, modify, withdraw or change any consent to such hospitalization, institutionalization or private treatment which I or my Agents may have given at an earlier time.

(e) **Protect Rights of Privacy:** To exercise my right of privacy and liberty, to make decisions regarding my medical treatment and my right to be left alone even though the exercise of such rights might hasten death or run counter to conventional medical advice. My Agents may take appropriate legal action, if necessary in their judgment to enforce my rights in this regard.

(f) **Self-executing:** It is my intention that this instrument shall serve both as a self-executing document and as a delegation of power to my Agent, and shall be deemed an exercise of all rights that I may have under the United States Constitution, the

Constitution of the State of my domicile, State and Federal laws, rules, regulations and decisions, judicial and administrative, to refuse medical treatment.

(g) **Change of Domicile or Residence**: I authorize my Agent to establish a new residence or domicile for me, from time to time and at any time, within or without Alabama, and within or without any other state, and within or without the United States, for the purpose of exercising effectively the powers granted to my Agent in this document.

(h) **Discussion with Attorney-in-fact**: I have discussed my wishes with my attorney-in-fact and my successor attorney-in-fact, and authorize him/her to make all and any health care decisions for me, including decisions to withhold or withdraw any form of life-sustaining procedure. I expressly authorize me agent (and successor agent) to make decisions for me.

III. OTHER MATTERS

1. **INTERPRETATION**: This instrument is to be construed and interpreted as a general durable power of attorney. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my Agent.

2. **THIRD PARTY RELIANCE**: Third parties may rely upon the representations of my Agent as to all matters relating to any power granted to my Agent, and no person who may act in reliance upon the representations of my Agent or the authority granted to my Agent shall incur any liability to me or my estate as a result of permitting my Agent to exercise any power.

3. **EFFECTIVENESS OF POWER OF ATTORNEY**: This instrument is to be construed and interpreted as a general durable power of attorney effective only upon my disability, incompetency or incapacity, it being my intent that the authority conferred herein upon my said Agent shall be exercisable only upon my subsequent disability, incompetency or incapacity. For the purposes of the powers and authority herein granted to my said Agent, I shall be presumed to be physically or mentally disabled or incompetent upon the presentation of a certificate or other writing executed by a physician duly licensed to practice medicine in any state in the United States or in any other country stating that at such time I have become physically incapacitated, or feeble minded or epileptic or so

mentally or physically defective by reason of age, sickness, use of drugs, the excessive use of alcohol or for other causes that I am unable to take care of my property, and, in consequence thereof, I am liable to dissipate or lose the same, or to become the victim of designing persons. When the certificate or other writing of such physician relating to my physical or mental condition at such time, all as hereinabove set forth, shall be attached to this power of attorney, my Agent will then be authorized to represent to all third parties that the powers and authority granted to him as herein set forth have become fully effective, and that no person who may act in reliance upon such representation of my Agent or the authority granted to my Agent herein shall incur any liability to me or my estate as a result of permitting my Agent to exercise any such power.

4. **NOMINATION OF GUARDIAN OR CURATOR:** In the event court proceedings are hereafter commenced to appoint a guardian, curator, conservator or other fiduciary to take charge of, manage and conserve my property, I hereby nominate and appoint my Agent(s) above-named as my guardian, curator, or other fiduciary; any Agent serving in any such capacity shall serve without posting bond.

5. **AUTHORITY TO EXERCISE CONTENTS OF LIVING WILL:** In the event I have created and have still in existence a "Living Will" or similar document reflecting my desires and requests for medical treatment (or the withholding of medical treatment), I hereby empower my Agent who is then serving to carry out my directions in such document(s) as the Agent deems appropriate.

6. **REVOCATION OF PREVIOUS POWER OF ATTORNEY:** By executing this document, I hereby revoke all previous General Powers of Attorney made by me.

7. **POWER TO AMEND AND REVOKE:** I hereby reserve to myself the right to amend or revoke this instrument.

IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney.


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DATED at Anniston, Alabama, on the 1st day of September, 1998.

Signature of Attorney

Donna M. Gannon
DONNA M. GANNON
Attorney-in-Fact

Signature of Principal

Robert M. Gannon
ROBERT M. GANNON
Principal

Robert W. Gannon
ROBERT W. GANNON
Substitute Attorney-in-Fact

STATE OF ALABAMA

CALHOUN COUNTY

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

Given under my hand and official seal this the 1 day of September, 1998.

(SEAL)

[Signature]
Notary Public
My Commission Expires: 11/30/99

STATE OF ALABAMA

CALHOUN COUNTY

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

Given under my hand and official seal this the 1 day of September, 1998.

(SEAL)

[Signature]
Notary Public
My Commission Expires: 11/30/99


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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA

CALHOUN COUNTY

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

Given under my hand and official seal this the ____ day of _____, 1998.

(SEAL)

Notary Public
My Commission Expires: _____


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