

STATE MS.-DE SOTO CO.
FILED

May 13 3 26 PM '96

**POWER OF ATTORNEY
LIMITED AND DURABLE
(MISSISSIPPI)**BK 71 PG 548
W.E. DAVIS CH. CLK.STATE OF MISSISSIPPI
COUNTY OF DESOTO**This is a Limited Power Of Attorney.**

1. Parties and Purpose. Know all men by these presents, that we, the undersigned principals, JENNIE DOBBINS TAYLOR, LUCIOUS DOBBINS, JR., WILLIE L. DOBBINS, CORNELIUS DOBBINS RAND, JUDY DOBBINS, EARNEST DOBBINS, ROBERT LEE DOBBINS, and DELOISE DOBBINS OLIVER, do hereby appoint PEGGY JEAN DOBBINS, Social Security No. 587-42-5889, to be our true and lawful attorney-in-fact, to act in our names, place and stead, and on our behalf to do and execute all or any of those acts, deeds, and things reasonable and necessary to negotiate, conclude, effect and administer a contract with the Soil Conservation Service of the U.S. Department Of Agriculture for the prevention of further erosion of land owned by us, to wit:

- (a) The land in question is located one (1) mile north of Byhalia Road on Laughter Road, in Section 36, Range 7 West, Township 2 South, DeSoto County, Mississippi.
- (b) Severe gully erosion is occurring where field drainage flows into a main ditch. A grade

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stabilization structure is needed to stop the erosion. The field needing treatment is #4, consisting of 10 acres, and a plat thereof is attached hereto as Exhibit A.

2. General Powers. To exercise, do, or perform any act, right, power, duty or obligation whatsoever that we now have or may acquire the legal right, power or capacity to exercise, do or perform in connection with, arising out of or relating to the purpose stated in Paragraph 1 above.

3. Construction As To Gender, Etc. Any reference in this Power of Attorney to any gender shall be deemed to include any other gender, and a reference to the singular shall include the plural, and vice-versa, unless the context indicates that such reading would be inappropriate.

4. This Instrument Construed To Be Limited Power Of Attorney. This instrument is to be construed and interpreted as a Limited Power of Attorney, and is strictly limited to the purposes and authority stated herein.

5. Effective Date Of Power Of Attorney. This Power of Attorney, while limited and durable, does not become effective until our attorney-in-fact has filed this Power of Attorney, Limited And Durable, with the Chancery Clerk of DeSoto County, Mississippi.

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6. Revocation Of Previous Power Of Attorney. This Power of Attorney revokes any previous powers of attorney granted by us for the purpose stated in Paragraph 1 above.

7. Duration Of Power Of Attorney. This Power of Attorney, once it becomes effective, remains so for sixty (60) months, or until it is specifically revoked by us, or any of us, in writing, and such revocation is filed with the Chancery Clerk of DeSoto County, Mississippi, whichever be sooner. Provided, however, that upon revocation of this Power of Attorney as described above, by any one or more of us, said Power of Attorney shall remain in full force and effect as to those of us not so revoking. Further, any revocation hereof by any or all of us shall in no way affect the validity of any act done by our attorney-in-fact while this Power of Attorney was in full force and effect. The power is exercisable notwithstanding the lapse of time since the execution of this instrument.

8. Subsequent Mental Or Physical Debility. This Power of Attorney shall not be affected by any subsequent mental or physical debility, or incapacity of any of us. Thus, it shall remain in full force and effect and shall not be revoked by operation of law, all pursuant to Section 87-3-1, Mississippi Code of 1972.

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9. Bond Waived. Our attorney-in-fact shall not be obligated to furnish bond or other security.

10. Compensation Of Attorney-In-Fact. Our attorney-in-fact shall be entitled to reasonable compensation for services rendered.

11. Authority Limited For Tax Reasons. Any authority granted to our attorney-in-fact shall be limited so as to prevent this Power of Attorney from causing our attorney-in-fact to be taxed on our income and from causing our estate to be subject to a general power of appointment by our attorney-in-fact, as that term is defined in Section 2041 of the Internal Revenue Code.

12. Ratification Of Action Taken By Attorney-In-Fact. We hereby ratify and confirm all that our attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein.

13. Indemnification Of Attorney-In-Fact. We hereby bind ourselves to indemnify our attorney-in-fact against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorney's fees which our attorney-in-fact at any time may sustain or incur in connection with carrying out the authority granted in this power.

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14. The following is a specimen of the handwriting and form of signature to be used by our attorney-in-fact authorized in the foregoing instrument:

PEGGY JEAN DOBBINS
JENNIE DOBBINS TAYLOR
LUCIOUS DOBBINS, JR.
WILLIE L. DOBBINS
CORNELIUS DOBBINS RAND
JUDY DOBBINS
EARNEST DOBBINS
ROBERT LEE DOBBINS
DELOISE DOBBINS OLIVER

BY *Peggy Jean Dobbins*
ATTORNEY-IN-FACT

15. Dated this 7th day of May, 1996.

Signature of Principals: *Jennie Dobbins Taylor*
JENNIE DOBBINS TAYLOR

Social Security No. 425-90-1353

Addresses of Principals: 409 Laughter Road
Hernando, MS 38632

Signature of Principals: *Lucious Dobbins, Jr.*
LUCIOUS DOBBINS, JR.

Social Security No. 428-50-2140

Addresses of Principals: 455 Laughter Road
Hernando, MS 38632

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Signature of Principals: Willie L. Dobbins
WILLIE L. DOBBINS

Social Security No. 428-86-3126

Addresses of Principals: 3835 College Road
Olive Branch, MS 38654

Signature of Principals: Cornelius Dobbins Rand
CORNELIUS DOBBINS RAND

Social Security No. 426-94-0160

Addresses of Principals: 4521 Aldridge
Memphis, TN 38109

Signature of Principals: Judy Dobbins
JUDY DOBBINS

Social Security No. 587-28-2986

Addresses of Principals: 686 Laughter Road
Hernando, MS 38632

Signature of Principals: Earnest Dobbins
EARNEST DOBBINS

Social Security No. 587-32-3535

Addresses of Principals: 4016 Germantown Road
Memphis, TN 38134

Signature of Principals: Robert Lee Dobbins
ROBERT LEE DOBBINS

Social Security No. 415-92-6733

Addresses of Principals: 336 Lillian Drive
Memphis, TN 38109

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MISSISSIPPI 38654

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Signature of Principals: Deloise Dobbins Oliver
DELOISE DOBBINS OLIVER

Social Security No. 411-94-3706

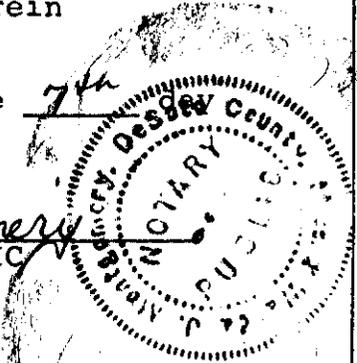
Addresses of Principals: 4585 Paula Drive
Memphis, TN 38116

STATE OF Mississippi
COUNTY OF DeSoto

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, JENNIE DOBBINS TAYLOR, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that she executed and delivered the same as her free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 7th of May, 1996.

Lubuda J. Montgomery
NOTARY PUBLIC



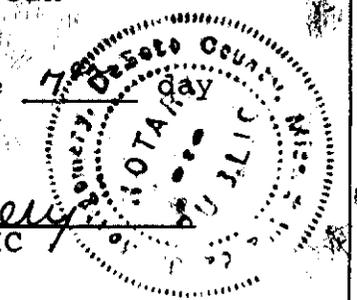
MY COMMISSION EXPIRES:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
~~MY COMMISSION EXPIRES: April 4, 1997~~
BONDED THRU HEIDEN-MARCHETTI, INC.

STATE OF Mississippi
COUNTY OF DeSoto

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, LUCIOUS DOBBINS, JR., to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that he executed and delivered the same as his free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 7th day of May, 1996.

Lubuda J. Montgomery
NOTARY PUBLIC



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NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
~~MY COMMISSION EXPIRES: April 4, 1997~~
BONDED THRU HEIDEN-MARCHETTI, INC.

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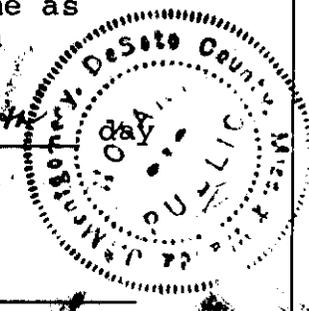
(601) 895-7670
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STATE OF Mississippi
COUNTY OF DeSoto

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, WILLIE L. DOBBINS, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that he executed and delivered the same as his free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 7th day of May, 1996.

Libuda J. Montgomery
NOTARY PUBLIC



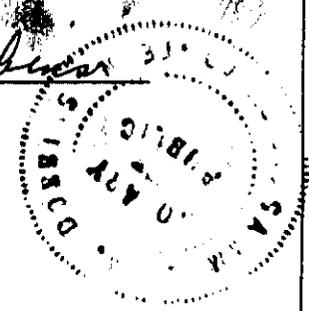
MY COMMISSION EXPIRES:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: April 4, 1997
BONDED THRU HEIDEN MARCHETTI, INC.

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, CORNELIUS DOBBINS RAND, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that she executed and delivered the same as her free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 8th day of MAY, 1996.

Cornelius M. Dobbins
NOTARY PUBLIC



MY COMMISSION EXPIRES:
Dec. 23, 1997

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OLIVE BRANCH
MISSISSIPPI 38654

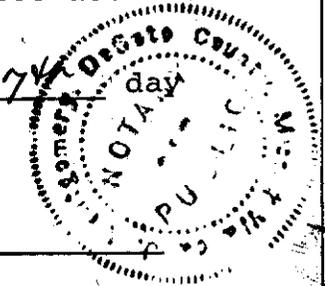
(601) 695-7670
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STATE OF Mississippi
COUNTY OF DeSoto

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, JUDY DOBBINS, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that she executed and delivered the same as her free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 7th day of May, 1996.

Linda J. Montgomery
NOTARY PUBLIC



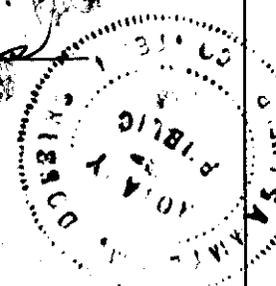
MY COMMISSION EXPIRES:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: April 4, 1997
BONDED THRU HEIDEN-MARCHETTI, INC.

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, EARNEST DOBBINS, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that he executed and delivered the same as his free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 8th day of May, 1996.

Ernest M. Dobbins
NOTARY PUBLIC



MY COMMISSION EXPIRES:

Dec. 23, 1997

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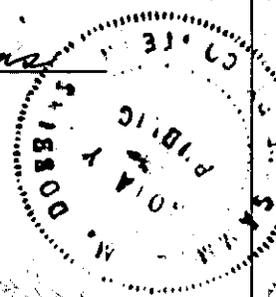
STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, ROBERT LEE DOBBINS, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that he executed and delivered the same as his free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 8th day of MAY, 1996.

Samuel M. Dobbins
NOTARY PUBLIC

MY COMMISSION EXPIRES:
Dec. 23, 1997



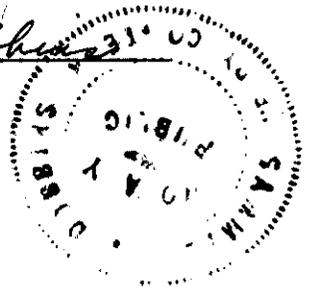
STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, a Notary Public in and for said County and State, duly commissioned and qualified, DELOISE DOBBINS OLIVER, to me known to be the person described in and who executed the foregoing instrument, and who acknowledged that she executed and delivered the same as her free act and deed, and for the purposes therein contained.

WITNESS my hand and seal of office this the 8th day of MAY, 1996.

Samuel M. Dobbins
NOTARY PUBLIC

MY COMMISSION EXPIRES:
Dec. 23, 1997



PREPARED BY AND RETURN TO:

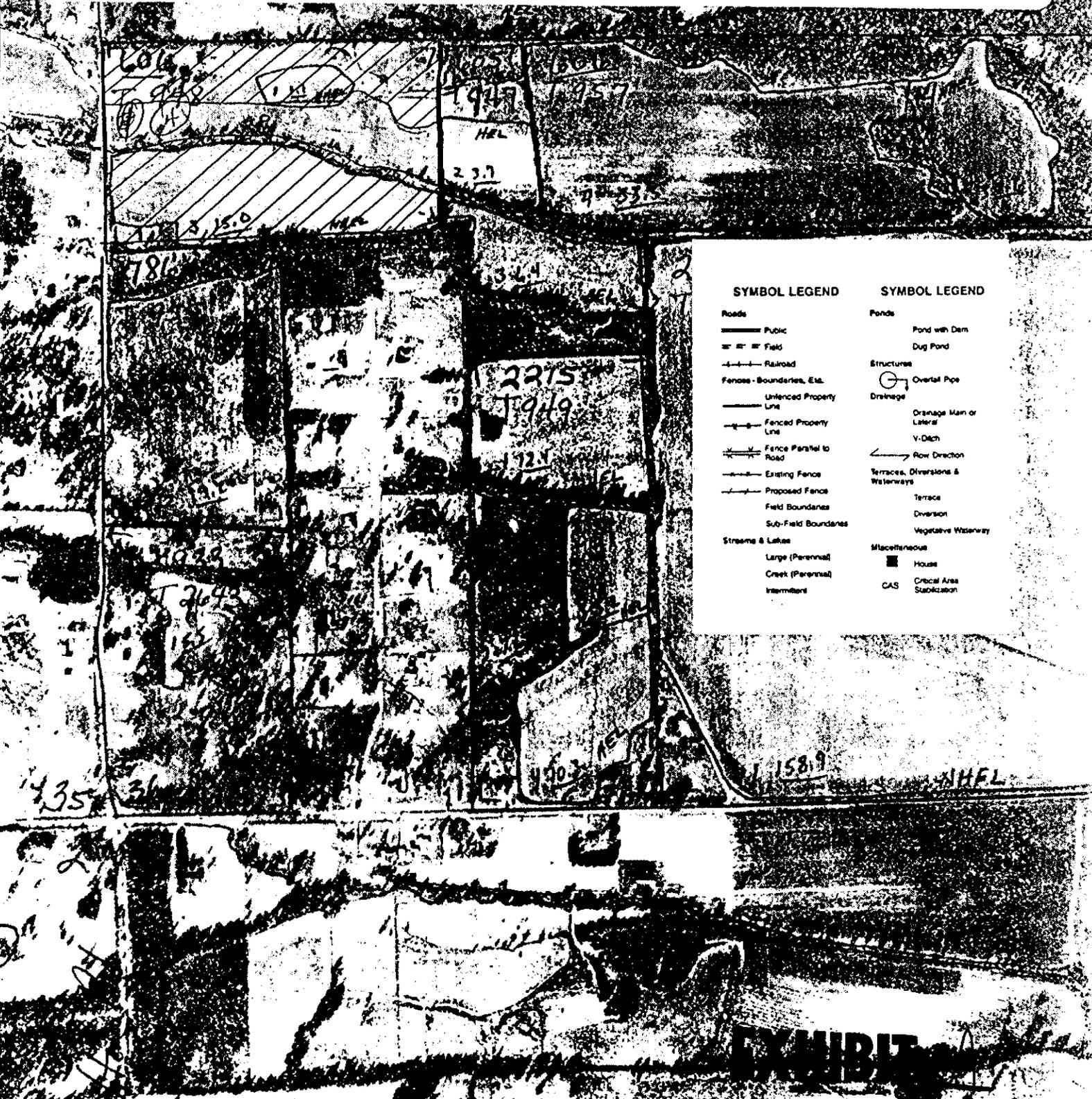
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CONSERVATION PLAN MAP

Owner Peggy Dobbins Operator _____
 County DeSoto State MS. Date 3-30-96
 Approximate acres 10 Approximate scale 1" = 660
 Cooperating with DeSoto COUNTY Conservation District _____
 Plan identification _____ Photo number N-5
 Assisted by RA Schuyler USDA Soil Conservation Service



SYMBOL LEGEND

- Roads
 - Public
 - Field
 - Railroad
- Fences - Boundaries, Etc.
 - Unfenced Property Line
 - Fenced Property Line
 - Fence Parallel to Road
 - Existing Fence
 - Proposed Fence
 - Field Boundaries
 - Sub-Field Boundaries
- Streams & Lakes
 - Large (Perennial)
 - Creek (Perennial)
 - Intermittent

SYMBOL LEGEND

- Ponds
 - Pond with Dam
 - Dug Pond
- Structures
 - Overfall Pipe
- Drainage
 - Drainage Main or Lateral
 - V-Ditch
 - Row Direction
- Terraces, Diversions & Waterways
 - Terrace
 - Diversion
 - Vegetative Waterway
- Miscellaneous
 - House
 - CAS Critical Area Stabilization

EXHIBIT