

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That I, Jalal Masoud, of the City of Memphis,, County of Shelby, State of Tennessee, have made, constituted and appointed, and by these presents do make, constitute and appoint Ahmad S. Kayed of the City of Southaven, County of DeSoto, State of Mississippi, my true, sufficient and lawful attorney, for me and in my name, place and stead to specifically:

(a) manage, sell, lease, mortgage, or otherwise dispose of or encumber my business known as Minute Man Market, Inc., on such terms and conditions as she shall deem fit;

(b) demand, sue for, collect, recover and receive all goods, claims, debts, moneys, interests, and demands of any kind whatsoever now due or that may hereafter be due or belong to me that in any way pertain to the business known as Minute Man Market, Inc., owned by me;

(c) rent, let or lease any rental property owned by me;

(d) 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 so employed such salaries, wages or other remuneration as our said attorney shall think fit that in any way pertains to the business Minute Man Market Inc., owned by me;

(e) to demand, sue for, and enforce payment of, and receive and receipt for all moneys or other property now belonging to or hereafter to belong to me;

(f) to settle and adjust all claims or accounts between me and any other person regarding the Minute man Market Inc.;

This power of attorney shall not be affected by the subsequent disability or incompetence of the principals. This document is intended to be a durable power of attorney in accordance with Section 87-3-13, MCA, 1972, (Supp. 1984).

This document must be recorded to make it a viable Power of Attorney.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

26 day of June, 1996.

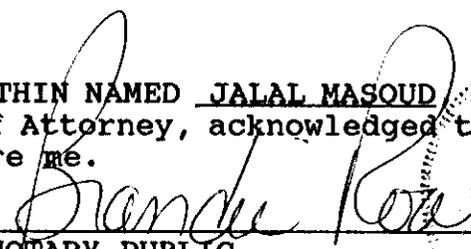


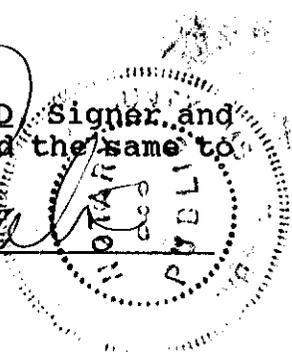
JALAL MASOUD

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF DESOTO

PERSONALLY APPEARED THE WITHIN NAMED JALAL MASOUD Signer and
Sealer of the foregoing Power of Attorney, acknowledged the same to
be his free act and deed, before me.



NOTARY PUBLIC


My Commission Expires:
2-9-98

Prepared by S. Anne Jackson
9054 Wilbranch Rd., Southaven 38671
1-601-342-1444

STATE MS. - DESOTO CO.

AUG 15 3 31 PM '96

BK 72 PG 503
W.F. DAVIS CH. CLK.