

SEP 3 1 43 PM '97

DURABLE POWER OF ATTORNEY	75 284 BK PG W.E. DAVIS CH GLK.
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KNOW ALL MEN BY THESE PRESENTS:

That I, **MATTIE SUE VAUGHN**, S.S.#411-09-7729, being over the age of twenty-one years and being a resident citizen of DeSoto County, Mississippi, living and residing at 2184 Shady Grove Cove, Hernando, Mississippi, 38632, do hereby make, constitute, and appoint my daughter, **SUE IVERSON**, of 291 Dogwood Cove, Hernando, Mississippi 38632 as my true and lawful attorney-in-fact, for me and in my name, for the purposes of the following:

1. To demand, sue for, collect, recover, and receive all goods, claims, debts, monies, interest and demands whatsoever now due, or that may hereafter be due or belong to me, and to make, execute, and deliver receipts, releases or other discharges therefore;

2. To make, execute, endorse, accept and deliver any and all bills of exchange, drafts, notes, and trade acceptances, and to sign and endorse checks and withdrawal requests on any bank account or savings account which I now possess or may acquire in the future and to pay all sums of money, at any time, or times, that may hereafter 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 said attorney-in-fact;

3. To purchase, for and on my behalf, such property, real, personal or intangible, including, but not limited to, stocks, bonds, notes, securities, certificates of deposit, and the like upon such terms and conditions as my attorney-in-fact may determine;

4. To sell any and all shares of stocks, bonds, or other securities now, or hereafter, belonging to me that may be issued by any association, trust, or corporation, whether private or public, and to make, execute and deliver an assignment, or assignments, of any such shares of stocks, bonds, or other securities;

5. 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 or corporation in such manner and in all respects as my said attorney-in-fact shall think wise and fit;

6. To enter into, make, sign, execute, and deliver, acknowledge and perform any contract, agreement, writing, or thing that may, in the opinion of my said attorney-in-fact, be necessary

delivered, acknowledged or performed;

7. To enter into any safe deposit box that I may have and remove therefrom any of the contents thereof;

8. To employ such brokers, banks, custodians, investment counsel, attorneys, and other agents, and to delegate to them such of their duties, rights, and powers, including among others, the right to vote on shares of stock held by them, as they may determine, and for such periods as he thinks proper;

9. To negotiate for the sale of, to sell, barter, exchange or dispose of any real estate of which I am now seized or possessed in fee simple, or for any less estate, to any person or persons, for any price, or in any manner whatsoever, and for those purposes to execute and acknowledge any deed or deeds, lease, or leases, or other assurances, with general covenants whatsoever, as my said attorney-in-fact may deem expedient;

10. To sell, mortgage, hypothecate and in any and every way and manner deal with any of my real estate, personalty, choses in action and other property, and to sign, seal, execute, acknowledge and deliver any agreements, mortgages and deeds of trust as may be necessary or proper;

11. To lease, rent, or otherwise encumber for a period of months or years any real estate, personalty, choses in action and other property in which in which I have any interest, and to sign, execute, acknowledge and deliver any agreements, leases, and contracts as may be necessary and proper for such price as my attorney-in-fact shall determine and for such periods as he may think proper;

12. 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 said attorney-in-fact, ought to be done, executed and performed or that, in the opinion of my said attorney-in-fact, 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 I hereby ratify and confirm all lawful acts done by my said attorney-in-fact in virtue hereof.

Every bank or other financial institution, insurance company, transfer agent, issuer, obligor, safe deposit company, title insurance company or other person, firm or corporation to which this power of attorney is presented is authorized to receive, honor, and give effect to all instruments signed pursuant to the foregoing authority without inquiring as to the circumstances of their issuance or the disposition of the property delivered pursuant thereto. All acts done by my attorney-in-fact pursuant to this power of attorney shall be binding upon me and my heirs and legal representatives.

That I hereby revoke any previous Powers of Attorney executed by me and it is my desire that this Power of Attorney shall remain in full force and effect until such time as I revoke the same.

This power of attorney shall not be affected in any way by my subsequent disability, incompetency, or incapacity. It is my intention and desire that it shall validly and effectively continue thereafter.

IN TESTIMONY WHEREOF, I have heretofore set my signature, this the 31st day of September 1997.

Mattie Sue Vaughn
MATTIE SUE VAUGHN

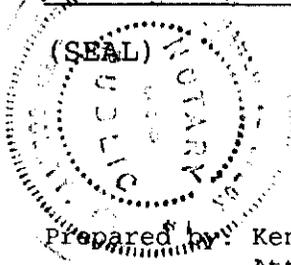
STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **MATTIE SUE VAUGHN**, who acknowledged to me that she signed the and delivered the above and foregoing instrument of writing on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 31st day of September, 1997.

Charlette M. Spick
NOTARY PUBLIC

My Commission Expires:
My Commission Expires on: November 14, 1999



Prepared by: Kenneth E. Stockton
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