STATE MS.-DESOTO CO.
FILED
DEC 5 10 24 AM '97
BK 76 PG 208
W.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI

COUNTY OF TATE

GENERAL DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that I, ROGALYN CAROL WHISTLE, a resident of Hernando, DeSoto County, Mississippi, appoint CHARLES KEITH WHISTLE, as my Attorney-in-Fact and he is hereafter referred to as "my Attorney-in-Fact" in this document.

I intend to create a General Durable Power of Attorney and, therefore, the powers granted herein shall not be affected by my subsequent disability of incapacity. The effective date of this General Durable Power of Attorney is the date of this document.

My Attorney-in-Fact is authorized:

1. To collect and receive any money and assets to which I may be entitled; to deposit cash and checks in any of my accounts; to endorse for deposit, transfer, or collection, in my name and for my account, any checks payable to my order; to draw and sign checks for me and in my name, including any accounts opened by my said Attorney-in-Fact in my name at any bank or banks, loan accounts, savings society, money market funds, or elsewhere, and to receive and apply the proceeds of such checks as my Attorney-in-Fact deems best; and to close accounts;

2. To take all lawful steps to recover, collect, and receive any amounts of money now or hereafter owing or payable to me; and to compromise and execute releases or other sufficient discharges for them;

3. To make loans, secured or unsecured, in such amounts, upon such terms, with or without interest, and to such firms, corporations, and persons as shall be appropriate;

4. To institute, prosecute, defend, compromise or otherwise dispose of and to appear for me in any proceedings at law or in equity or otherwise before any tribunal for the enforcement or for the defense of any claim, either alone or in conjunction with other persons, relating to me or to any property of mine or any other persons, and to obtain, discharge, and substitute counsel and authorize appearance of such counsel to be entered for me in any such action or proceeding; and to compromise or arbitrate any claim in which I may be in any manner interested, and for that purpose to enter into agreements or compromises or arbitrate, or arbitrate and perform or enforce any award entered in arbitration;

5. To lease, sublet, let, sell, transfer, release, hire professional managers, convey, and mortgage any real property owned by me, including my residence, or in which I have an interest, upon such terms and conditions and under such covenants as my said Attorney-in-Fact shall think fit, including the sale of my real estate, and to sign, seal, execute, and deliver deeds and conveyances therefor, including the right to describe such real estate by appropriate metes and bounds;

6. To purchase or otherwise acquire any interest in and possession of real property, and to accept all deeds for such property on my behalf; and to manage, repair, improve, maintain, restore, build, or develop any real property in which I now have or may have an interest;

7. To execute, deliver, and acknowledge deeds, deeds of trust, covenants, indentures, agreements, mortgages, hypothecations, bills of lading, bills, bonds, notes, receipts, evidence of debts, releases, and satisfactions of mortgage, judgment, ground rents, and other debts;

8. To collect on, compromise, endorse, borrow against, hypothecate, release, and recover any promissory note receivable, whether secured or unsecured, and any related deed of trust;

9. To buy, purchase, sell, repair, alter, manage, and dispose of personal property at private sale or public sale of every kind and nature, and to sign, seal, execute and deliver assignments and bills of sale therefor;

10. To enter my safe deposit boxes and to open new safe deposit boxes; to add to and to remove any of the contents of any such safe deposit boxes; and to close out any of the boxes;

11. To borrow money for my account on whatever terms and conditions may be deemed advisable, including the right to borrow money on any insurance policies issued on my life for any purpose without any obligation on the part of such insurance company to determine the purpose for such loan or application of the proceeds, and to pledge, assign, and deliver the policy or policies as security;

12. To apply for and receive any government insurance and retirement benefits to which I may be entitled, and to exercise any right to elect benefits or payment options; and to terminate, to change beneficiaries or ownership, to assign rights, to borrow or receive cash value in return for the surrender of any or all rights I may have in life insurance policies or benefits, annuity policies, plans or benefits, mutual fund(s) and other dividend investment plans, and retirement, profit-sharing, and employee welfare plans and benefits without any obligation on their part to determine the purpose for such requests;

13. To take custody of my stocks, bonds, and other investments of all kinds; to give orders for the sale, surrender, or exchange of any such investments, and to receive the proceeds therefor; to sign and deliver assignments, stock and bond powers, and other documents required for any such sale, assignment, surrender, or exchange; to give orders for the purchase of stocks, bonds, and other investments of any kind, and to settle for same; to give instructions as to the registration thereof and the mailing of dividends and interest therefrom; and to clip and deposit coupons attached to any coupon bonds, whether now owned by me or hereafter acquired;

14. To borrow money and obtain credit in my name from any source for such purpose; to make, execute endorse, and deliver promissory notes, bills of exchange drafts, agreements, or other obligations for such bonds and, as security therefor, to pledge, mortgage and assign any stock, bonds, securities, insurance values,

and other properties, real or personal, in which I may have an interest; and to arrange for the safekeeping and custody of any such Treasury Bonds;

15. To open or maintain accounts with stockbrokers (on cash or on margin); to buy, sell, endorse, transfer, hypothecate, and borrow against any shares of stock, bonds, or other securities;

16. To vote at all meetings of shareholders, whether general, regular, or special, of any corporation whose shares or any of whose shares I am the owner, on any and all questions which may arise at or come before any such meeting, and to do each and every thing respecting such shares of stock, including the calling of meetings of directors or stockholders, or making and giving consents and ratifications, and any and every other act or thing which I might or could do if personally present, intending hereby to confer upon my Attorney-in-Fact full power and authority to do, with reference to such shares of stock, any and everything whatsoever which I myself might or could do as owner of such shares.

17. To continue the operation of any business belonging to me or in which I have a substantial interest for such time and in such manner as my Attorney-in-Fact may deem advisable, or to sell or liquidate or incorporate any business, or interest therein, at such time and on such terms as my Attorney-in-Fact may deem advisable and in my best interests, including representing me at shareholders' meetings and voting proxies;

18. To procure, change, carry, or cancel insurance, of such kind and in such amounts as my Attorney-in-Fact deems advisable, against any and all risks affecting property or persons against liability, damage, or claim of any sort; to claim any benefits or proceeds on my behalf, and to purchase medical insurance for any dependent of mine;

19. To join with my spouse or my spouse's estate in filing income or gift tax returns for any years for which I have not filed such returns, and to consent to any gifts made by my spouse as being made one-half by me for gift tax purposes, even though such action subjects my estate to additional liabilities;

20. To prepare, sign, and file federal, state, or local income, gift, or other tax returns of all kinds, claims for refund, requests for extensions of time, petitions to the United States Tax Court of other courts regarding tax matters, and any and all other tax related documents, including, without limitation to, receipts, offers, waivers, consents, powers of attorney, and closing agreements; to exercise any elections I may have under federal, state, or local tax law; and generally to act in my behalf in all tax matters of all kinds and for all periods before all persons representing the Internal Revenue Service and any other taxing authority, including receipt of confidential information and the posting of bonds;

21. To make any gifts without consideration my Attorney-in-Fact determines to be reasonable to my spouse, my children, or any one of them or to any of my grandchildren or to any other person or entity either outright or in trust, except that no gifts may exceed the available annual exclusion from gift taxes in any year.

22. To execute a trust agreement, designating one or more persons (including my Attorney-in-Fact) as original or successor trustees, and to transfer to the trust any or all property owned by me as my Attorney-in-Fact may decide, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate, or be applied for my benefit, and upon my death any remaining balance of principal or unexpended income of the trust shall be distributed to my estate. Furthermore, the trust agreement shall be amendable and revocable at any time and from time to time, in whole or in part, by me or my Attorney-in-Fact;

23. To add, at any time or times any or all of the property owned by me to any trust in existence for my benefit when this Power was created, provided that the income and principal of the trust shall be distributable to me or be applied for my benefit during my lifetime, and upon my death any remaining principal and unexpended income of the trust is directed to be distributed to my estate;

24. To withdraw and receive the income or corpus of any trust over which I may have a right of withdrawal, and to request and receive the income or corpus of any trust with respect to which the trustee thereof has the discretionary power to make distributions to or on my behalf, and to execute a receipt and release or such similar document for the property so received;

25. To convey or release any contingent or expectant interests in property, marital property rights, and any rights of survivorship incident to joint tenancy or tenancy by entirety;

26. To elect to take against the will and conveyances of any person after death, if appropriate, and disclaim any interest in property which I am required to disclaim as a result of such election; to retain any property which I have the right to elect to retain; to file petitions pertaining to the elections, including petitions to extend the time for electing and petitions for orders, decrees, and judgments; and to take all other actions which my Attorney-in-Fact deems appropriate in order to effectuate the election;

27. To release or disclaim on my behalf any interest in property acquired by intestate, testate, or inter vivos transfer, including exercising or surrendering any right to revoke a revocable trust;

28. To renounce any fiduciary positions to which I have been or may be appointed including, but not limited to, personal representative, trustee, guardian, attorney-in-fact, and officer or director of a corporation or political or governmental body; to resign such positions in which capacity I am presently serving; and to settle on a receipt and release or other informal method as my Attorney-in-Fact deems advisable;

29. To employ lawyers, investment counsel, accountants, and other persons to render services for or to me or my estate, and to pay the usual and reasonable fees and compensation of such persons for their services; and

30. To do any and all acts to transact any business affairs for me the same as though I were present to handle them myself.

I further provide as follows:

31. Except as my Attorney-in-Fact may waive same from time to time, he shall be compensated as such in accordance with the fee schedule of a corporate fiduciary located in my county of domicile, which fiduciary my Attorney-in-Fact may select, and which schedule would be applicable if such corporate fiduciary were serving as a trustee of my assets.

32. All acts done by my Attorney-in-Fact pursuant to this Power during any period of my disability or incapacity shall have the same effect and inure to the benefit and bind me and my successors in interest as if I were competent and not disabled.

33. This Power may be accepted and relied upon by anyone to whom it is presented until either such person receives written notice of revocation by me; the establishment of a guardianship for me; or my death.

34. If my Attorney-in-Fact fails or ceases to serve, I name JULIE WACKER HANJANI of 105 2nd Avenue S.W., Hutchinson, Minnesota 55350, as my Successor Attorney-in-Fact. My Successor Attorney-in-Fact shall have all of the rights and privileges as my originally named Attorney-in-Fact.

35. The incapacity of my Attorney-in-Fact or any Successor Attorney-in-Fact shall be deemed a resignation by such individual as Attorney-in-Fact or Successor Attorney-in-Fact, as the case may be. For purposes of this paragraph, a person's incapacity shall be deemed to exist (a) when the person's incapacity has been declared by a court of competent jurisdiction, or (b) when a conservator or guardian for such person has been appointed, or (c) upon execution of a certificate by two (2) physicians (neither of whom is related to such person and each of whom is licensed to practice medicine in the state of residency of such person) which states the physicians' opinion that the person is physically or mentally incapable of managing his or her personal or financial affairs. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the physicians' certificates, as the case may be.

36. All actions of my Attorney-in-Fact shall bind me and my heirs, distributees, legal representatives, successors, and assigns, and for the purpose of inducing anyone to act in accordance with the powers I have granted herein, I hereby represent, warrant, and agree that if legal representatives, successors, and assigns will hold such party or parties harmless from any loss suffered or liability incurred by such party or parties while acting in accordance with this Power prior to that party's receipt of written notice of any such termination or amendment.

37. I revoke all prior General Powers of Attorney that I may have executed, and I retain the right to revoke or amend this Power of Attorney and to substitute other attorneys in places of the Attorney-in-Fact appointed herein. Amendments to this Power of Attorney shall be made in writing by me personally (not by my Attorney-in-Fact) and they shall be attached to the original of this Power of Attorney.

38. I understand that this Power of Attorney is an important legal document. Before executing this document, my attorney explained to the following:

(a) This document provides my Attorney-in-Fact with broad powers to dispose, sell, convey, and encumber my real and personal property;

(b) The powers granted in this Power will exist for an indefinite period of time unless I limit their duration by the terms of this Power or revoke this Power. These powers will continue to exist notwithstanding my subsequent disability or incapacity; and

(c) I have the right to revoke or terminate this Power at any time.

39. Questions pertaining to the validity, construction, and powers created under this instrument shall be determined in accordance with the laws of the State of Mississippi.

WITNESS my signature, this, the 25th of November, 1997.

Rogalyn Carol Whistle
ROGALYN CAROL WHISTLE

Witness:

John T Samay

STATE OF MISSISSIPPI

COUNTY OF TATE

Personally appeared before me, the undersigned authority in and for said county and state, on this the 25th of November, 1997, within my jurisdiction, the within named ROGALYN CAROL WHISTLE, who acknowledged that she executed the above and foregoing instrument.

(SEAL)

NOTARY PUBLIC

My Commission Expires:
June 30, 1999

PREPARED BY:
LAMAR & HANNAFORD, P.A.
ATTORNEYS AT LAW
214 S. WARD STREET
SENATOBIA, MISSISSIPPI 38668
PHONE: 601-562-6537