STATE MS.-DESOTO CO.

MAY 4 4 13 PM '99

BK 80 PG 797
W.E. DAVIS CH. CLK.

BOOK 80 PAGE 797

This Instrument Prepared By:
American Family Security and Elder
Care Group Legal Services Plan, Inc.
709 Taylor Street
P.O. Box 280240
Nashville, TN 37208
Tel. No. 1-877-465-7526
Tel. No. N/A

GENERAL DURABLE

POWER OF ATTORNEY

STATE OF MISSISSIPPI)
COUNTY OF DESOTO)

KNOW ALL MEN BY THESE PRESENTS:

That I, Lillian J. Brown, residing at 4670 Homestead, Olive Branch, Desoto County, Mississippi 38654, do hereby name, constitute and appoint my husband, Balford T. Brown, my true and lawful Attorney-in-fact. If my husband is unable or unwilling to serve, then I name Christopher B. Brown to be my alternate Attorney-in-fact. My Attorney-in-fact is authorized to do in my name, place and stead all acts and things which I might do for myself, including, but not limited to, the following:

1. To make gifts, outright or in trust, to any of my lineal descendants not excluded from my Revocable Living Trust to the full extent of my Unified Credit for federal and state gift tax purposes and the annual exclusions of $10,000.00 per donee, if and only if, the value of my estate is greater than the Unified Credit exception equivalent amount so as to subject my estate to federal estate tax liability

2. To elect to receive any retirement death proceeds, whether under a qualified pension, profit sharing, Keogh, individual retirement account or any other retirement plan, in any manner permitted by the terms of the particular retirement plan, to the extent of the interest of the plan participant to select the form of distribution. My Attorney-in-fact shall not be liable to any beneficiary for the death benefit election ultimately selected. My Attorney-in-fact may disclaim all or part of the benefits of any retirement plan payable to her as a beneficiary. Such disclaimer of benefits shall be payable in accordance with the beneficiary designation of such plan.

3. To collect and receive, adjust and compromise accounts, rents, notes and payments due me from any source whatever.

4. Endorse and negotiate checks, drafts and all other instruments of payment or exchange.

5. Pay, withdraw, settle and discharge from my bank accounts, funds and other resources, all statements of account, contract and other obligations made by me or on my behalf.

6. Purchase, hire and contract for goods and services in my name and for and on my account.

7. Execute leases and contracts of sale for real property and negotiate and settle all matters relating to real property which I own or have an interest therein to convey property in fee simple with or without warranty.

8. Open, close, add to or withdraw from checking accounts, savings accounts and other accounts now or hereafter existing at any bank, savings and loan or other financial institution; purchase and sell certificates of deposit, bonds, bills, stocks and other securities and make investments all with powers of a fiduciary pursuant to Mississippi Code of 1972, §91-1-101 et. seq., which are hereby incorporated herein by specific reference.

And I do hereby ratify and confirm all acts and things done by my said attorney, and no one dealing with him shall have need for any reason to inquire into the disposition and application of proceeds delivered and received for my account. The power granted hereby shall remain in full force and effect even in the event of my physical and/or mental disability as allowed by Mississippi Code of 1972, §87-3-13.

Witness my hand at Olive Branch, Mississippi, this 4 day of May, 1999.

Signature of Attorney-in-fact
(for clarity only)

Balford T. Brown

Balford T. Brown

Lillian J. Brown

Lillian J. Brown

STATE OF MISSISSIPPI)
COUNTY OF DESOTO)

Personally appeared before me, the undersigned authority in and for said county and state on this 4th day of May, 1999, within my jurisdiction, the within named Lillian J. Brown, who acknowledged that she executed the above and foregoing instrument.

Donna Faye Nivens (Notary Public)

My Commission expires:
FEBRUARY 11, 2003
(Affix Official Seal)

DONNA FAYE NIVENS
NOTARY
SEAL
DESOTO COUNTY, MS