

P BOOK 83 Pg 257

STATE MS. - DESOTO CO.
FILED

Nov 12 12 52 PM '99

BK 83 PG 257
W.F. DAVIS OIL O.L.K.

This Instrument Prepared by and Return to:

Southern Escrow Title Company
7515 Corporate Centre Drive
Germantown, Tennessee 38138
Phone - none

POWER OF ATTORNEY

STATE OF Tennessee

COUNTY OF Shelby

I, Ben W. Lewelling, the undersigned, of Shelby County, Tennessee, do hereby make, constitute and appoint Angelia G. Lewelling, of Shelby County Tennessee my true and lawful attorney in fact for me and in my name, place and stead, and on my behalf, and for my use and benefit:

To sign on behalf of me, any and all documents effecting the purchase of the real property municipally numbered and known as 7128 Hunters Forest Drive City of Olive Branch, County of DeSoto, State of Mississippi.
Said documents are to include, but not to be limited to, settlement sheets, notes, deeds of trust, and/or any documents required by the mortgage lender or the closing agent for the closing presently scheduled in the office of Southern Escrow Title Company.

The rights, powers, and authority of said attorney in fact herein granted shall commence and be in full force and effect on the 29th day of October, 1999, and such rights, powers and authority shall remain in full force and effect thereafter until such time as the real estate closing transaction is completed, all documents signed and recorded or until this power of attorney is cancelled in writing, whichever event shall first occur.

This power of attorney shall not be affected by my disability and the authority hereby conferred shall be exercisable notwithstanding my later disability or incapacity or uncertainty as to whether or not I am dead or alive.

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Except as to persons having actual knowledge of a modification or termination of this power of attorney, the recordation of this instrument or a copy hereof, in any land records or other appropriate records shall be conclusive as to the authority of the person designated herein to perform the functions and exercise the powers herein granted as to any such act performed prior to the date a modification or revocation hereof shall have been filed for the record in the appropriate records in the county wherein the land or any part thereof is situated.

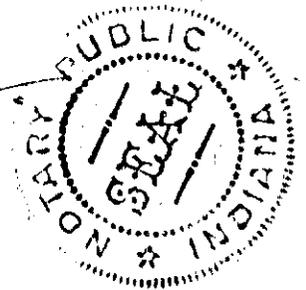
DATED THIS 26th day of October, 1999.

Ben W. Lewelling

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared BEN W. LEWELLING to me known to be the person described in and who executed the foregoing Power of Attorney, and acknowledge that he/she executed the same for the purposes therein contained and of his/her own free act and deed.

WITNESS my hand and notarial seal this 26th day of October, 1999.

[Signature]
Notary Public



My Commission Expires:
12.10.00