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GENERAL POWER OF ATTORNEY

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Know all men by these presents, that I, Jerry Wayne, SS# 428-47-3173, residing at 2810 Briarwood Drive, Horn Lake, Mississippi, do hereby appoint Lewis Wayne, SS# 415-74-4637, also residing at 2810 Briarwood Drive, Horn Lake, Mississippi, as my lawful attorney-in-fact for me and in name, place and stead, and on my behalf, and for my use and benefit, if I become incapacitated:

(1) To ask, demand, sue for, recover, and receive all manner of goods, chattels, debts, rents, interest, sums of money, and demands whatsoever, due or hereafter to become due and owing, or belonging to me, and to make, give, and execute acquittances, receipts, releases, satisfactions, or other discharges for the same, whether under sell or otherwise:

(2) To make, execute, endorse, accept, and deliver in my name or in the name of said attorney all checks, notes, drafts, warrants, acknowledgments, agreements, and all other instruments in writing, of whatever nature, as to my said attorney-in-fact may seem necessary to conserve my interest:

(3) To execute, acknowledge, and deliver any and all contracts, deeds, leases, assignments of mortgage, extensions of mortgage, satisfactions of mortgage, leases of mortgage, subordination agreements, and any other instrument or agreement of any kind or nature whatsoever, in connection therewith, and affecting any and all property presently mine or hereafter acquired, located anywhere, which to my said attorney-in-fact may seem necessary or advantageous for my interest:

(4) To commence, and prosecute in my behalf, any suits or actions or other legal or equitable proceedings for the recovery of any of my lands or for any goods, chattels, debts, duties, demand, cause or thing whatsoever, due to or to become due and belonging to me, and to prosecute, maintain, and discontinue the same, if she shall deem proper;

(5) To take all steps and remedies necessary and proper for the conduct and management of my business affairs, and for the recovery, receiving, obtaining, and holding possession of any lands, tenements, rents or real estate, goods and chattels, debts, interest, demands, duties, sum or sums of money or any other thing whatsoever, located anywhere, that is are or shall be, by my said attorney-in-fact, thought to be due, owing, belonging to or payable to me in my own right or otherwise;

(6) To appear, answer, and defend in all actions and suits whatsoever which shall be commenced against us and also for me and in my name to compromise, settle, and adjust with each and every person or persons, all actions, accounts, dues, and demands, subsisting or to subsist between me and them or any of them, and in such manner as my said attorney-in-fact shall think proper; hereby giving to my said attorney power and authority to do, execute, and perform and finish for me and in my name all those things which shall be expedient and necessary, for which my said attorney shall judge expedient and necessary in and about or concerning the premises, and any of them, as fully as I could do if personally present, hereby ratifying and confirming whatever my said attorney shall do or cause to be done in, about or concerning the premises and any part thereof.

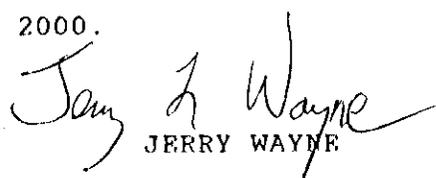
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This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts or powers herein is not intended to, nor does it, limit or restrict, and is not to be considered or interpreted as limiting or restricting, the general powers herein granted to said attorney-in-fact.

The rights, powers, and authority of said attorney-in-fact granted in this instrument shall commence and be in full force and effect on this the 21 day of MARCH, 2000.

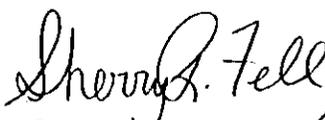
In the event that prior to the exercise of the powers conferred upon my attorney-in-fact hereby, I shall have died, and my attorney shall have thereafter, without having learned of my death, exercised such power, I do hereby declare that such acts as may have been performed by my said attorney pursuant to this power shall be and remain binding upon my executors and administrators or other legal representative in the same manner that they would have been binding upon me had I lived.

This the 21 day of MARCH, 2000.


JERRY WAYNE

NAME

ADDRESS

WITNESSES:  1832 Greenokd. Horn Lake, MS 38637
 1832 Greenokd. Horn Lake, MS 38637

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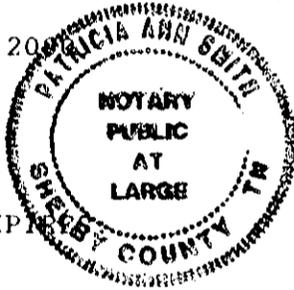
STATE OF *Tennessee*
COUNTY OF *Shelby*

PERSONALLY APPEARED BEFORE ME. the undersigned authority in and for the State and County aforesaid. the within named JERRY WAYNE, who acknowledged to me that he signed and delivered the foregoing General Power of Attorney on the day and year therein mentioned.

GIVEN UNDER MY HAND AND SEAL, this the *21* day of *March*, 2000.

Jerry Wayne
JERRY WAYNE

SWORN TO AND SUBSCRIBED before me, this the *21* day of *March*, 2000.



Patricia Ann Smith
NOTARY PUBLIC

MY COMMISSION EXPIRES

My Commission Expires Dec. 11, 2002

PREPARED BY:

Hon. B. Brennan Horan
2620 Goodman Rd. W.
Horn lake, MS 38637
(601) 393-5520
MSB # 2631

STATE MS.-DE SOTO CO.
FILED

MAR 30 12 34 PM '00

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W.E. DAVIS CH. CLK.