

STATE OF MISSISSIPPI  
70000

DEC 6 4 46 PM '00

**SPECIAL POWER OF ATTORNEY**BK. 87 Pg. 604  
V. 1118

I, FREDDRICK W. RIES, residing at 830 FAIRWAY TRAIL, HERNANDO, Mississippi 38632, hereby appoint C. JANE M. RIES of 830 FAIRWAY TRAIL, HERNANDO, Mississippi 38632, as my attorney-in-fact ("Agent") to exercise the powers and discretions described below.

If the Agent is unable to serve for any reason, I appoint MARGARET KATHLEEN RIES, of 830 FAIRWAY TRAIL, HERNANDO, Mississippi 38632, as my alternate or successor Agent, as the case may be to serve with the same powers and discretions.

My agent shall have full power and authority to act on my behalf but only to the extent permitted by this Special Power of Attorney. My Agent's powers shall include the power to:

1. Open, maintain or close bank accounts (including, but not limited to, checking accounts, savings accounts, and certificates of deposit), brokerage accounts, retirement plan accounts, and other similar accounts with financial institutions. This power shall include the authority to conduct any business with any banking or financial institution with respect to any of my accounts, including, but not limited to, making deposits and withdrawals, negotiating or endorsing any checks or other instruments with respect to any such accounts, obtaining bank statements, passbooks, drafts, money orders, warrants, and certificates or vouchers payable to me by any person, firm, corporation, or political entity.
2. Perform any act necessary to deposit, negotiate, sell, or transfer any note, bond, security, or draft of the United States of America, including U.S. Treasury Securities.
3. Institute, supervise, prosecute, defend, intervene in, abandon, compromise, arbitrate, settle, dismiss, and appeal from any and all legal, equitable, judicial or administrative hearings, actions, suits, proceedings, attachments, arrests or distresses, involving me in any way.
4. Have access to any safe deposit box that I might own, including its contents.
5. Sell or convey any interest of mine in real estate (whether currently owned or later acquired).

This power shall include the power to (i) sell upon such terms as my Agent shall deem appropriate, subject to the limitations (if any) stated above, (ii) sign any documents (including deeds) that may be required to convey title to such property, and (iii) collect and receive the proceeds from any such sale.

6. Mortgage or encumber any interest of mine in real estate (whether currently owned or later acquired).

This power shall include the power to (i) mortgage or encumber on such terms as my Agent shall deem appropriate, subject to the limitations (if any) stated above, (ii) sign any documents (including a mortgage or deed of trust), and (iii) take any other action that may be required to effect such mortgage or encumbrance.

7. Manage, insure, improve, repair, collect rents, execute leases, or take any other action that a landlord might take, with respect to any interest of mine in real estate (whether currently owned or later acquired).
8. Sell or convey any personal property that I might own now or in the future, tangible or intangible, on such terms and conditions as my Agent deems appropriate.

This power shall include the power to (i) sign contracts of sale and documents to transfer title (including bills of sale), and (ii) accept a security interest for any unpaid portion of the purchase price.

9. Obtain credit or borrow money as deemed appropriate by my Agent.

This power shall include the power to (i) obtain credit upon such terms as my Agent may deem appropriate, subject to the limitations (if any) stated above, (ii) sign any documents (including notes, credit agreements, security agreements, and financing statements), and (iii) take any other action that may be required to complete the above transactions.

10. Manage, control, and operate the business known as:

ADVANCED DRIVING ACADEMY, INC  
830 FAIRWAY TRAIL  
HERNANDO, Mississippi, 38632.

This power shall include the power to: (i) make and carry out decisions regarding sales, purchases, employees, loans, and equipment, and (ii) take any action needed (at the discretion of my Agent) to operate the business.

11. Prepare, sign, and file documents with any governmental body or agency, including, but not limited to, authorization to:

- a. Prepare, sign, and file income, gift and other tax returns of all kinds with federal, state, local, and other governmental bodies, and any power of attorney form appointing an agent required by the Internal Revenue Service and/or any state or local taxing authority.
- b. Obtain information or documents from any government or its agencies, and represent me in all tax matters, including the authority to negotiate, compromise, or settle any matter with such government or agency.
- c. Prepare applications, provide information, and perform any other act reasonably requested by any government or its agencies in connection with governmental benefits (including medical, military and social security benefits), and to appoint anyone, including my Agent, to act as my "Representative Payee" for the purpose of receiving Social Security benefits.

12. Act on my behalf with respect to the following matters:

- Exercise all stock rights on my behalf as my proxy, including all rights with respect to stocks, bonds, debentures, commodities, options or other investments.
- Enter into binding contracts on my behalf.
- Purchase, maintain, surrender, collect, or cancel (a) life insurance or annuities of any kind on my life or on the life of anyone in whom I have an insurable interest, (b) liability insurance protecting me and my estate against third party claims, (c) hospital insurance, medical insurance, Medicare supplement insurance, custodial care insurance, and disability income insurance for me or any of my dependents, and (d) casualty insurance insuring assets of mine against loss or damage due to fire, theft, or other commonly insured risk; to pay all insurance premiums, to select any options under such policies, to increase coverage under any such policy, to borrow against any such policy, to pursue all insurance claims on my behalf, to adjust insurance losses, and the foregoing powers shall apply to private and public plans, including but not limited to Medicare, Medicaid, SSI and Worker's Compensation; to designate and change beneficiaries of insurance policies insuring my life and beneficiaries under any annuity contract in which I have an interest; to decrease coverage under or cancel any of these policies described above; to receive and make such disposition of

the cash value on termination of any such policy as my Agent deems appropriate. However, my Agent shall have no power or authority whatsoever with respect to any interest in or incidents of ownership in any policy of insurance I may own on the life of my Agent.

- Create and contribute to an employee benefit plan, including a plan for a self-employed individual, for my benefit; to elect retirement on my behalf; to select any payment option under any IRA or employee benefit plan in which I am a participant, including plans for self-employed individuals, or to change options I have selected; to make voluntary contributions to such plans; to make "roll-overs" of plan benefits into other retirement plans; to apply for and receive payments and benefits; to waive rights given to nonemployee spouses under state or federal law; to borrow money or purchase assets from such plans, if authorized by such plans; to make revocable and irrevocable beneficiary designations and to change revocable beneficiary designations; to consent and/or waive consent in connection with the designation of beneficiaries and the selection of joint and survivor annuities under any employee benefit plan.
- Employ professional and business advisors as may be appropriate, including attorneys, accountants, and real estate agents.

13. Make gifts from my assets to members of my family and to such other persons or charitable organizations with whom I have an established pattern of giving, to file state and federal gift tax returns, and to file a tax election to split gifts with my spouse, if any. However, my Agent shall be prohibited, except as specifically authorized in this instrument, from (a) gifting, appointing, assigning or designating any of my assets, interests or rights, directly or indirectly, to my Agent, my Agent's estate or creditors, or the creditors of my Agent's estate, (b) exercising any powers of appointment I may hold in favor of my Agent, my Agent's estate or creditors, or the creditors of my Agent's estate, or (c) using my assets to discharge any of my Agent's legal obligations, including any obligations of support which my Agent may owe to others, excluding those whom I am legally obligated to support. I appoint MARGARET KATHLEEN RIES of 830 FAIRWAY TRAIL, HERNANDO, Mississippi 38632 as my substitute Agent for the sole purpose of making gifts of my property to my Agent or disclaiming assets that then pass directly or indirectly to my Agent or my Agent's estate, as either may be appropriate (unless this substitute Agent is also the Agent).

14. Transfer any of my assets to the trustee of any revocable trust created by me, if such trust is in existence at the time of such transfer.

15. Subject to other provisions of this document, disclaim any interest which might otherwise be transferred or distributed to me from any other person, estate, trust, or other entity, as may be appropriate. However, my Agent may not disclaim assets to which I would be entitled, if the result is that the disclaimed assets pass directly or indirectly to my Agent or my Agent's estate.

I hereby grant to my Agent the full right, power, and authority to do every act, deed, and thing necessary or advisable to be done regarding the above powers, as fully as I could do if personally present and acting.

Any power or authority granted to my Agent under this document shall be limited to the extent necessary to prevent this Power of Attorney from causing, (i) my income to be taxable to my Agent, (ii) my assets to be subject to a general power of appointment by my Agent, or (iii) my Agent to have any incidents of ownership with respect to any life insurance policies that I may own on the life of my Agent.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney. A successor Agent shall

not be liable for acts of a prior Agent.

No person who relies in good faith on the authority of my Agent under this instrument shall incur any liability to me, my estate or my personal representative. I authorize my Agent to indemnify and hold harmless any third party who accepts and acts under this document.

If any part of any provision of this instrument shall be invalid or unenforceable under applicable law, such part shall be ineffective to the extent of such invalidity only, without in any way affecting the remaining parts of such provision or the remaining provisions of this instrument.

My Agent shall not be entitled to any compensation, during my lifetime or upon my death, for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred as a result of carrying out any provision of this Power of Attorney.

My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, but only if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective upon written certification by my physician that I am incapacitated or mentally incapable of managing my financial affairs, and shall not be affected by my disability or lack of mental competence, except as may be provided otherwise by an applicable state statute. This is a Durable Power of Attorney. This Power of Attorney shall continue effective until my death. This Power of Attorney may be revoked by me at any time by providing written notice to my Agent.

Dated December 5<sup>th</sup>, 2000, at HERNANDO, Mississippi.

*Frederick W. Ries*  
FREDDRICK W. RIES

Witness Signature: *W. Forbes Johnson*  
Name: W. FORBES JOHNSON  
City: HERNANDO  
State: MS

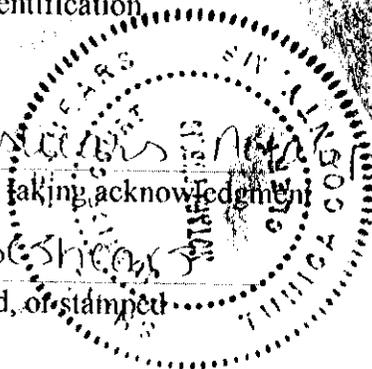
Witness Signature: *Bonnie Gay Johnson*  
Name: BONNIE GAY JOHNSON  
City: HERNANDO  
State: MS

STATE OF MISSISSIPPI, COUNTY OF DESOTO, ss:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of December, 2000 by FREDDRICK W. RIES, who is personally known to me or who has produced DRIVERS license (ms) as identification.

Shirley Beshers  
Signature of person taking acknowledgment

Shirley Beshers  
Name typed, printed, or stamped



PREPARED BY

CAROL JANE MORRIS RIES

830 FAIRWAY TRAIL

HERNANDO, MS 38632

662-429-5767