

KNOW ALL MEN BY THESE PRESENTS, that I, EVELYN C. KOEHLER, a citizen of the United States, have made, constituted, and appointed and by these presents do hereby make, constitute and appoint DONNA B. SMITH, my true and lawful attorney, for me and in my name, place and stead, to take general management and control of my affairs, property and business and do all acts and things which he may consider useful or necessary connected with my business, property and interest, as he in his discretion may deem proper, and without limiting the generality of the foregoing, and by way of illustration and not limitation to do the following:

- (1) To make, sign and deliver checks or drafts against my account, and otherwise to withdraw any of the funds which may be on deposit in any bank, trust company, firm or financial institution wherever situated; also to endorse any check, draft, promissory note, or other instrument for the payment of money, and to negotiate or discount the same and to collect and receive the proceeds thereof.
- (2) To have access to all my safe deposit boxes and places of deposit or storage and to deposit and store therein or remove therefrom any of my property; also to rent any other such places of deposit or storage and to deposit and store therein or remove therefrom any of my property.
- (3) To ask, demand, sue for, recover, collect and receive all sums of money, debts, accounts, interests, dividends, rents, issues, profits, annuities, legacies and demands whatsoever due, owing or payable to me or to my use and to deliver proper receipts therefor or assignments thereof; also to enter into or take possession of any and all moneys, papers, documents, bonds, mortgages, certificates of stock, deeds, chattels, real property, buildings or part thereof and any other property of whatever nature belonging to me or to the possession of which I shall be entitled.
- (4) To pay and discharge any of my debts, obligations or duties, whether legally enforceable or not, including, but not by way of limitation, such notes, bonds, mortgages and other obligations as may at any time be liens upon real or personal property owned by me or in which I may have any interest; also to execute in my name, joint or separate income tax returns and gift tax consents.
- (5) To sell, exchange, lease, and to give option on, any and all of my real or personal property of any kind or nature whatever, or any interest in such real or personal property, at such price, for cash or credit and upon such terms as my said attorney shall deem advisable, and in connection therewith to make, execute, acknowledge and deliver good and sufficient instruments with or without covenants and warranties.
- (6) To invest any money belonging to me in such real or personal property, including, but not by way of limitation, bonds and preferred or common stocks, as my said attorney shall deem advisable, and in connection therewith to purchase and acquire, and enter into and carry out contracts for the purchase and acquisition of, any such real or personal property, or any interest therein, at such price, for cash or credit, and upon such other terms as my said attorney shall deem advisable; also to purchase on foreclosure any real or personal property in which I may have an interest, and also to exercise any rights to purchase or subscribe to securities accruing to me as owner of stocks, bonds or other securities.
- (7) To borrow money to carry out any power conferred by this instrument and fix the rate of interest and other terms of the loan, to execute such notes, bonds and other instruments as may be necessary for the purpose of such borrowing, and in connection therewith to mortgage or pledge any or all of my real or personal property.
- (8) To attend in person or by proxy any meetings of stockholders or members of any corporations or associations wherein I may be interested and to vote or otherwise act as proxies and as agent or attorney on any and all questions which may be submitted to such meetings; also to participate in or consent to any plan of reorganization, consolidations, amalgamation, merger or substitution which affects any stocks, bonds or

other securities owned by me, to deposit or surrender any of my stocks, bonds or other securities and accept in exchange new securities allotted under any such plan and to pay any expense, assessment or penalty in connection therewith.

(9) To foreclose any mortgages and enforce any liens owned or held by me upon any real or personal property, and to accept deeds in lieu of foreclosure; also to release any such property from any such mortgage or lien, and to make, execute, acknowledge and deliver all releases and instruments therefor; also to discharge any such mortgage or lien and to execute and deliver any satisfaction of mortgage or covenant not to sue which may be necessary therefor; also to extend the time of payment of or renew any mortgages, bonds, notes and other obligations and indebtedness, secured or unsecured, owned or held by me, on such terms as my said attorney shall deem advisable.

(10) To rent and lease any and all real estate wherever situated owned by me, or in which I have any interest, for such periods, at such rentals, with such conditions as to renewals thereof and upon such other terms as my said attorney shall deem advisable, and to make, execute, acknowledge and deliver written leases of any and all such properties and renewals of the same; also to make, execute, acknowledge and deliver any agreement or sign any consent modifying, revoking, or otherwise affecting leases of any of all of such properties either made by me or by my said attorney, and to accept the surrender of any such lease before the expiration of the full term thereof, on such terms and for such consideration as my said attorney shall deem advisable; also to demand, sue for, collect and recover any rent or sums of money that may be due or become due from the tenants of such properties, and to institute and maintain such actions and proceedings in law or equity as my said attorney shall deem advisable for the purpose of dispossessing for nonpayment of rent or other cause any tenant or tenants at any time in possession of such properties.

(11) To manage, operate, care for and control any real property wherever situated, owned by me or held by me as lessee under any lease, and any building now situated or hereafter erected upon such real property, and to pay the rent reserved or any sums due under any such lease; also to lease any real property held by me as lessee, for such period, at such rental, with such conditions as to renewals thereof and upon such other terms as my said attorney shall deem advisable; also to employ or terminate the employment of agent and servants in connection with the management and control of my real property.

(12) To alter, repair, improve, remodel, construct, reconstructed or demolish in whole or in part any building now situated or hereafter erected upon any real property wherever situated, owned or leased by me, or in which I have any interest, including alterations, improvements or demolitions that may be necessary in order to remove encroachments of buildings on streets or avenues, and in connection therewith to enter into any and all contracts, surety bonds and agreements with architects, contractors, builders and other persons; also to appear for and represent me, or retain and compensate attorney for such purpose, in any legal or equitable proceedings now pending or which may hereafter be instituted for the condemnation of any real property owned or leased by me, and to collect and receive any award made to me because of the condemnation and taking of, or damage to, any such real property.

(13) To procure such insurance as my said attorney shall deem advisable to protect my interest, including but not by way of limitation, fire insurance upon any building owned or leased by me, or upon the rentals thereof, or upon any of my personal property, and liability and indemnity insurance and such other insurance of any kind upon or with respect to any real or personal property owned by me or in which I have any interest; also to make proof of loss under any of my policies of insurance and collect and receipt for any payments made with respect to such policies.

(14) To pay and discharge any and all taxes, duties, assessments, and all other charges of whatever nature that may be assessed, imposed or levied upon or with respect to any of my real or personal property or with respect to any income received or

receivable by me.

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(15) To represent me in all tax matters. To prepare, sign, and file federal, state, or local income, gift, other tax returns of all kinds, FICA returns, payroll tax returns, claims for refunds, requests for extensions of time, ruling requests, petitions to the Tax Court or other courts regarding tax matters, and any and all other tax related documents, including, without limitation, receipts, offers, waivers, consents, closing agreements and any power of attorney form required by the Internal Revenue Service, or other taxing authority with respect to any tax period between 2001 and 2011; to pay taxes due, collect refunds, post bonds, receive confidential information, and contest deficiencies determine by the Internal Revenue Service, or other taxing authorities; to exercise any elections I may have under federal, state or local tax law; and generally to represent me in all tax matters and proceedings of all kinds and for all periods between 2001 and 2011 before all offices and officers of the Internal Revenue Service and any other taxing authority.

(16) To commence, prosecute, discontinue, or defend all actions or other legal proceedings touching my property or estate, or touching any matter in which I or my estate may be in anywise concerned.

(17) During any period of my disability or incompetence, however occasioned, my attorney is hereby directed to do all things necessary to provide for my comfortable support and maintenance and enjoyment, including medical, surgical and hospital care, and the maintenance of my home if deemed appropriate, having in mind the standard of living to which I have been accustomed.

(18) This power of attorney shall not be affected by my subsequent disability or incapacity or lapse of time, it being my intention that the authority conferred hereby shall be exercisable notwithstanding my subsequent disability or incompetence. If it should become necessary for a guardian or conservator to be appointed for my person or estate, I nominate said agent and attorney in fact as such guardian or conservator.

(19) In addition to and in enlargement of the powers hereinbefore enumerated, and without intending that their particular enumeration shall limit the generality of this general provision, I do hereby give and grant unto my said attorney full power and authority to do and perform all and every other act, matter and thing whatsoever not particularly enumerate. I herein as shall, in the judgment of my said attorney, be advisable in connection with my affairs, business or property, and any action by my said attorney shall have the same validity, force and effect as if the power and authority to do and perform such act, matter or thing had been particularly expressed and provided for in this instrument and as if such act, matter or thing had been personally done and performed by me.

(20) I hereby ratify and confirm and promise at all times to ratify and confirm all and whatsoever my said attorney, DONNA B. SMITH, shall lawfully do or cause to be done in and about the premises by virtue of these presents, including anything which shall be done between the revocation of these presents by my death, or in any other manner, and notice of such revocation reaching my said attorney and the party or parties with whom said attorney may be dealing; and I hereby declare that as against me and all persons or parties claiming under me everything which my said attorney shall do or cause to be done in pursuance hereof after such revocation as aforesaid shall be valid and effectual in favor of any person or party claiming the benefit hereof who before the doing thereof shall not have had notice of such revocation.

(21) I am a resident of DeSoto County, Mississippi and my current address is P.O. Box 191, Lake Cormorant, MS. 38641. My Social Security Number is 587-26-3864. The address and telephone number of my agent and attorney-in-fact is as follows.

Donna B. Smith  
P.O. 172206  
Memphis Tn 38187  
Telephone No. (901) 683-4346

(22) If the said Donna B. Smith should predecease me or in the written opinion of a licensed physician become mentally or physically disabled to the extent that she cannot competently transact business, I hereby appoint Lacye J. Hosfelt my agent and attorney in fact and she has the same rights, powers, and privileges as are conferred upon the said Donna B. Smith under this instrument.

WITNESS my signature, this the 31st day of August 2001

*Evelyn C. Koehler*

EVELYN C. KOEHLER

STATE OF MISSISSIPPI

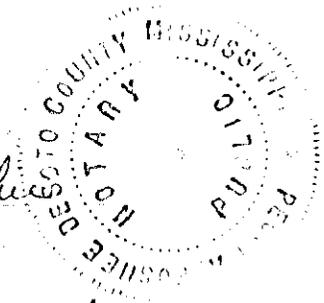
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for said County and State, the above named Evelyn C. Koehler, who acknowledged that she signed and delivered the foregoing power of attorney on the day and year therein mentioned.

GIVEN under my hand and official seal, this the 31st day of August 2001

*Peggy A. Johnson*

Notary Public



My Commission Expires ~~My Commission Expires~~ March 12, 2004

Prepared By: Donna Smith

P.O. Box 172206  
Memphis Tn 38187  
Telephone: 901-683-4346

STATE MS. - DESOTO CO.  
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W.F. OLK.