

DURABLE POWER OF ATTORNEY
COVERING FINANCIAL AFFAIRS

I, MARK PHILLIPS, the undersigned, of DeSoto County, Mississippi, do hereby make, constitute, and appoint CINDY PHILLIPS, as my true and lawful Attorney in Fact for me and in my name, place, and stead, on my behalf, and for my use and benefit and grant to her a Durable Power of Attorney in accordance with the provisions set forth hereinbelow.

1. Durable Power. The Durable Power of Attorney granted herein shall consist of a durable power of attorney for financial matters (the "Financial Durable Power") pursuant to the provisions of the Uniform Durable Power of Attorney Act (Tennessee Code Annotated Section 34-6-101 et seq.). All acts done by the Attorney in Fact pursuant to this Durable Power of Attorney shall have the same effect and inure for my benefit and bind me and my successors in interest as if I personally performed said act. In addition, this Durable Power of Attorney shall not be affected by and shall survive my subsequent disability or incapacity.

2. Financial Durable Power.

(a) Powers Granted. The Financial Durable Power granted to my Attorney in Fact is intended to be an unlimited general power of attorney and shall include the following powers, in addition to those granted under T.C.A. sec. 34-6-109 (which are incorporated herein by reference):

(i) The power to exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or matter whatsoever;

(ii) The power to request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial papers, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, tangible and intangible property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, or due, owing, payable, or belonging to, me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute and deliver for me, on my behalf, in my name, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

(iii) The power to take any and all actions on my behalf as fully and effectively as if I were personally present with respect to the right to enter and remove the

contents of any safe deposit box which I have at any financial institution, even if the Attorney in Fact is not an authorized signatory on the account;

(iv) The power to lease, purchase, sell, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, sale, exchange, and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest therein, on such terms and conditions, and under such covenants, as said Attorney in Fact shall deem proper;

(v) The power to maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, for me, on my behalf, and in my name and under such terms and conditions, and under such covenants, as said Attorney in Fact shall deem proper;

(vi) The power to conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name;

(vii) The power to make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial papers, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

(viii) The power to initiate or continue any gifting program and thereby make gifts or other transfers without consideration to the group composed of my spouse, children, or grandchildren, so long as the gifts are within the amounts excludable from taxable gifts by Internal Revenue Code Section 2503(b), as amended, and so long as the gifts made by the Attorney in Fact to himself/herself do not exceed the limitations imposed under Internal Revenue Code Section 2041(b)(2);

(ix) The power to exercise any incidents of ownership that I might have on any life insurance policies, employee benefit plans or retirement account, provided that the power to change the beneficiary designations on any death benefits payable on account of my death from any life insurance policy, employee benefit plan, annuity or retirement account or

otherwise, may only be exercised to make such benefits payable to my estate or to any trust which I have established;

(x) The power to change, add or delete any right of tenancy by the entirety or joint tenancy with right of survivorship designation or pay on death designation on any property, real or personal, to which I hold title, alone or with others;

(xi) The power to renounce or disclaim (as defined in IRC sec. 2518) any property or interest in property or powers to which I may become entitled, whether by gift or testate or intestate succession;

(xii) The power to exercise any right or refuse, release or abandon any right to claim an elective share in any estate or under any will;

(xiii) The power to transfer any real or personal property whatsoever, tangible or intangible, or any interest therein that I now own or may hereafter acquire to any trust now existing or to be created for my benefit and/or on my behalf;

(xiv) The power to serve as Trustee of any trust created by me for my benefit and to exercise any powers I may have under any such trusts;

(xv) The power to do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said Attorney in Fact, or the successor or successors thereof, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

(b) Interpretation. This Financial Durable Power is to be construed and interpreted as an unlimited general power of attorney covering all of my property and interests in property, real or personal, tangible or intangible, whether presently owned or hereafter acquired. The enumeration of specific items, rights, acts, or powers herein is not intended to limit or restrict the general powers herein granted to said Attorney in Fact.

(c) Commencement and Term of Powers. The rights, powers and authority of this Financial Durable Power herein granted shall commence upon the date that I become disabled or incapacitated. A determination of my disability or incapacity shall require the sworn affidavit of one (1) physician duly licensed within the state of which I am a resident, who has been engaged in the practice of medicine for at least three years, stating that he/she has personally examined me within thirty (30) days of the date of the giving of the affidavit and setting forth that in his/her opinion by reason of illness, accident, advanced age or physical incapacity or mental weakness, I am incapable of managing my own estate or financial or personal affairs. An affidavit setting forth a form which may be utilized for such purpose is

attached hereto and incorporated herein by reference. No physician who executes such affidavit shall be liable or responsible for any liability or damage resulting from any actions of my Attorney in Fact, and I agree to hold such physician harmless from any liability by reason of the giving of such affidavit. Upon receipt of such affidavit, reasonably believed by my Attorney in Fact to be genuine and made in good faith, my Attorney in Fact shall be entitled to rely upon such determination and is relieved from any and all liability resulting from such reliance.

(d) Termination of Financial Durable Power. This Financial Durable Power shall remain in full force and effect until terminated in accordance with this Section 2.(d). Except as otherwise expressly provided herein, this Financial Durable Power shall terminate upon the earlier of the following to occur:

(i) upon my execution of a written instrument clearly and specifically revoking this Financial Durable Power, properly notarized, and delivered to the last known address of the Attorney in Fact; provided, however, that my Attorney in Fact may require, prior to recognizing any such revocation, an affidavit of one (1) physician, duly licensed within the state of which I am a resident, whom has been engaged in the practice of medicine for at least three years, which states that I am not incapacitated or disabled and that I am capable of managing my own estate and financial and personal affairs;

(ii) in the event my Attorney in Fact is my spouse and in the event my Attorney in Fact and I become divorced, then upon the entry of a final decree of divorce by a court of competent jurisdiction

(iii) upon my death.

My death or the revocation of this Financial Durable Power (as described above) does not revoke or terminate the Financial Durable Power established herein as to the Attorney in Fact or other person who, without actual (as opposed to constructive) knowledge of my death or the revocation of said Financial Durable Power, acts in good faith under the power. Any action so taken, unless otherwise specifically invalid or unenforceable, binds my successors in interest.

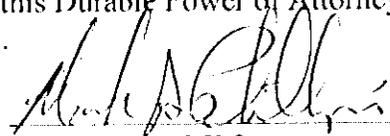
3. No Guardian. By executing this instrument upon the advice of legal counsel, I have carefully and deliberately created the means and manner by which I desire that my person and property be cared for, managed and protected in the event I shall become unable to execute such responsibilities myself. Accordingly, it is my intention and my desire that I herewith express in the strongest possible terms that no guardian or conservator be appointed for me so long as there is an Attorney-in-Fact named in this instrument who is willing and able to act and serve under this instrument. In the event a court of competent jurisdiction must appoint a guardian or conservator for me, I hereby nominate the Attorney-in-Fact named in this instrument to act as such guardian or conservator for me. I request that any court of competent jurisdiction that receives and is asked to act upon a petition for the appointment of a guardian or conservator for me give the greatest possible weight to my intention and desires as expressed herein.

4. Effect of Subsequent Fiduciaries. If, following the execution of this Durable Power of Attorney covering my Financial Affairs, a court of my domicile appoints a conservator, guardian of my estate, or other fiduciary, such fiduciary shall not have the power to revoke or amend this Durable Power of Attorney nor to replace the Attorney in Fact herein designated, notwithstanding the provisions of the Uniform Durable Power of Attorney Act, T.C.A. §§ 34-6-101 through 34-6-107.

5. Recording. This document may be executed in a manner suitable for recording. In this regard, either the principal or the Attorney in Fact may record this document in the office of the Register of Deeds in the County wherein this document is executed or in any other County wherein it is used.

I certify that the provisions of this document have been explained to me to my satisfaction, that I understand such provisions and that such provisions state my wishes and desires under the circumstances described.

IN WITNESS WHEREOF, I have executed this Durable Power of Attorney Covering Financial Affairs on this 20th day of Sept., 2001.


MARK PHILLIPS

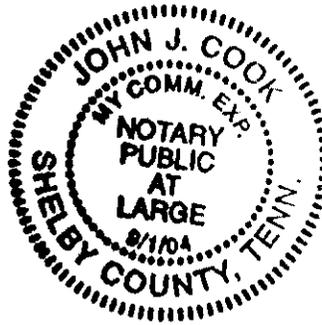
STATE OF TENNESSEE)
COUNTY OF SHELBY)

On this 20th day of Sept., 2001, before me, a Notary Public, personally appeared

MARK PHILLIPS, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that he executed it. I declare under penalty of perjury that the person whose name is subscribed to this instrument appears to be of sound mind and under no duress, fraud or undue influence.


NOTARY PUBLIC

My Commission Expires:
THIS INSTRUMENT PREPARED BY:
John J. Cook
6410 Poplar Avenue, Suite 190
Memphis, TN 38119
(901) 685-2662



FORM OF PHYSICIAN AFFIDAVIT

The undersigned, a duly licensed physician, practicing medicine in the County in which this document is signed and notarized does hereby state as follows:

1. I am a duly licensed physician, having practiced medicine for a period of ____ years.
2. Within the thirty (30) day period prior to the giving of this Affidavit, I conducted an examination of _____.
3. In my professional opinion, as a licensed physician, _____, by reason of advanced age or physical incapacity or mental weakness is presently incapable of managing his own estate, his financial, personal, and legal affairs.

WITNESS my hand this ____ day of _____, 2001.

STATE OF TENNESSEE
COUNTY OF SHELBY

BEFORE ME, the undersigned Notary Public, within and for said County and State, duly commissioned and qualified, personally appeared _____, with whom I am personally acquainted, and who, under oath, stated that he/she signed the foregoing Affidavit of Incapacity as his/her free act and deed.

WITNESS my hand and Notarial Seal at office, this ____ day of _____, 2000.

NOTARY PUBLIC

My Commission Expires:

STATE MS.-DE SOTO CO.
FILED
OCT 1 12 40 PM '01

BK. 91 PG. 344
W. STK.