

**SPECIAL POWER OF ATTORNEY**

I, AMELIA GRAVES, residing at 1908A NORTH ADAMS, ARLINGTON, Virginia 22201, hereby appoint BILL GRAVES of 00, NESBIT, Mississippi \_\_\_\_\_, as my Attorney-in-Fact ("Agent").

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 the following specific accounts. This power shall include the authority to conduct any transaction for these accounts, including, but not limited to, making deposits and withdrawals.

Bank/Institution: 1ST SECURITY BANK  
 Address: HERNANDO  
 HERNANDO, MS  
 Account Number: \_\_\_\_\_  
 Type of Account: LOAN/LAND

- 2. Take any and all legal steps necessary to collect any amount or debt owed to me, or to settle any claim, whether made against me or asserted on my behalf against any other person or entity, including the power to sign releases and agreements.

- 3. Sell or convey any interest of mine in real estate located at:

LOT 41 COLLEGE HILL ESTATES  
 OLIVE BRANCH, MS

STATE MS - DESOTO CO. r  
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and legally described on the attached Exhibit.

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 W.E. DAVID CH. CLK.

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.

- 4. Mortgage or encumber any interest of mine in real estate located at:

LOT 41 COLLEGE HILL ESTATES  
 OLIVE BRANCH, MS

and legally described on the attached Exhibit. The mortgage amount shall not exceed \$25,000.00.

This power shall include the power to; (i) mortgage or encumber on such terms as my Agent

Initials: \_\_\_\_\_

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.

5. 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 located at:

LOT 41 COLLEGE HILL ESTATES  
OLIVE BRANCH, MS

and legally described on the attached Exhibit.

6. 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 transaction.

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

~~\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_, \_\_\_\_\_~~

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. In addition, this power shall include the power to sell the business, dissolve it, or take any other action to conclude and close the business.

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

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

\_\_\_\_\_

10. 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. However, my Agent may not make gifts of my property to the Agent. I appoint

\_\_\_\_\_ of \_\_\_\_\_,  
\_\_\_\_\_, \_\_\_\_\_, as my substitute Agent for the sole purpose of making gifts of my property to my Agent as appropriate.

11. 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.

12. 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.

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, and (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.

I authorize my Agent to indemnify and hold harmless any third party who accepts and acts under this document.

My Agent shall be entitled to reasonable compensation for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred in connection with this Power of Attorney.

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

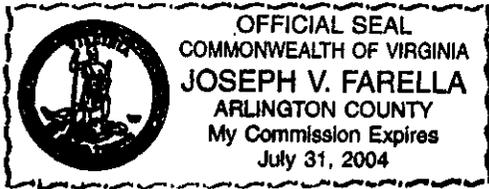
This Power of Attorney shall become effective immediately, and shall not be affected by my disability or lack of mental competence, except as may be provided otherwise by an applicable state statute. This is a Durable Power of Attorney. This Power of Attorney shall continue effective until my death. This Power of Attorney may be revoked by me at any time by providing written notice to my Agent.

Dated April 29, 19 2002, at ARLINGTON, Virginia.

  
Amelia H. Graves  
AMELIA GRAVES

STATE OF VIRGINIA, COUNTY OF ARLINGTON, ss:

This instrument was acknowledged before me on this 29<sup>th</sup> day of APRIL,  
192002 by AMELIA GRAVES.



Joseph V. Farella  
Notary Public  
FINANCIAL SPECIALIST  
Title (and Rank)  
My commission expires JULY 31 2004

This document was prepared by:

Watkins Ludlam Winter & Stennis, P.A.

Name: James E. Woods

Address: P.O. Box 1456

Olive Branch, MS 38654

(662)895-2996

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