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STATE MS.-DESOTO CO.
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W.E. DAVIS CH. CLK.

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GENERAL POWER OF ATTORNEY

(With Durable Provision)

NOTICE: THIS IS AN IMPORTANT DOCUMENT. BEFORE SIGNING THIS DOCUMENT, YOU SHOULD KNOW THESE IMPORTANT FACTS. THE PURPOSE OF THIS POWER OF ATTORNEY IS TO GIVE THE PERSON WHOM YOU DESIGNATE (YOUR "AGENT") BROAD POWERS TO HANDLE YOUR PROPERTY, WHICH MAY INCLUDE POWERS TO PLEDGE, SELL OR OTHERWISE DISPOSE OF ANY REAL OR PERSONAL PROPERTY WITHOUT ADVANCE NOTICE TO YOU OR APPROVAL BY YOU. YOU MAY SPECIFY THAT THESE POWERS WILL EXIST EVEN AFTER YOU BECOME DISABLED, INCAPACITATED OR INCOMPETENT. THIS DOCUMENT DOES NOT AUTHORIZE ANYONE TO MAKE MEDICAL OR OTHER HEALTH CARE DECISIONS FOR YOU. IF THERE IS ANYTHING ABOUT THIS FORM THAT YOU DO NOT UNDERSTAND, YOU SHOULD ASK A LAWYER TO EXPLAIN IT TO YOU. YOU MAY REVOKE THIS POWER OF ATTORNEY IF YOU LATER WISH TO DO SO.

TO ALL PERSONS, be it known that I, Edgar W. Gorman,
of Olive Branch, MS 38654,
the undersigned Grantor, do hereby make and grant a general power of attorney to
Deborah L. Gorman, of
Olive Branch, MS,
and do thereupon constitute and appoint said individual as my attorney-in-fact/agent.

My attorney-in-fact/agent shall act in my name, place and stead in any way which I myself could do, if I were personally present, with respect to the following matters, to the extent that I am permitted by law to act through an agent:

(**NOTICE**: The grantor must write his or her initials in the corresponding blank space of a box below with respect to each of the subdivisions (A) thro (O) below for which the Grantor wants to give the agent authority. If the blank space within a box for any particular subdivision is NOT initialed, NO AUTHORITY WILL BE GRANTED for matters that are included in that subdivision. Cross out each power withheld.)

[ewb] (A) Real estate transactions
[ewb] (B) Tangible personal property transactions
[ewb] (C) Bond, share and commodity transactions
[ewb] (D) Banking transactions
[ewb] (E) Business operating transactions
[ewb] (F) Insurance transactions
[ewb] (G) Gifts to charities and individuals other than Attorney-in-Fact/Agent
(If trust distributions are involved or tax consequences are anticipated, consult an attorney.)

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[EWG] (H) Claims and litigation
[EWG] (I) Personal relationships and affairs
[EWG] (J) Benefits from military service
[EWG] (K) Records, reports and statements
[EWG] (L) Full and unqualified authority to my attorney-in-fact/agent to delegate any or all of the foregoing powers to any person or persons whom my attorney-in-fact/agent shall select
[EWG] (M) Access to safe deposit box(es)
[ ] (N) To authorize medical and surgical procedures (Pennsylvania only)
[EWG] (O) All other matters

Durable Provision:

[EWG] **(P) If the blank space in the block to the left is initialed by the Grantor, this power of attorney shall not be affected by the subsequent disability or incompetence of the Grantor.**

Other Terms:

My attorney-in-fact/agent hereby accepts this appointment subject to its terms and agrees to act and perform in said fiduciary capacity consistent with my best interests as he/she in his/her best discretion deems advisable, and I affirm and ratify all acts so undertaken.

TO INDUCE ANY THIRD PARTY TO ACT HEREUNDER, I HEREBY AGREE THAT ANY THIRD PARTY RECEIVING A DULY EXECUTED COPY OR FACSIMILE OF THIS INSTRUMENT MAY ACT HEREUNDER, AND THAT REVOCATION OR TERMINATION HEREOF SHALL BE INEFFECTIVE AS TO SUCH THIRD PARTY UNLESS AND UNTIL ACTUAL NOTICE OR KNOWLEDGE OF SUCH REVOCATION OR TERMINATION SHALL HAVE BEEN RECEIVED BY SUCH THIRD PARTY, AND I FOR MYSELF AND FOR MY HEIRS, EXECUTORS, LEGAL REPRESENTATIVES AND ASSIGNS, HEREBY AGREE TO INDEMNIFY AND HOLD HARMLESS ANY SUCH THIRD PARTY FROM AND AGAINST ANY AND ALL CLAIMS THAT MAY ARISE AGAINST SUCH THIRD PARTY BY REASON OF SUCH THIRD PARTY HAVING RELIED ON THE PROVISIONS OF THIS INSTRUMENT.

Signed under seal this 2nd day of February, 2002 (year).

Signed in the presence of:

Witness _____ Edgar W. Gorman
Grantor

Witness _____ Deborah L. Gorman
Attorney-in-Fact/Agent

State of Tennessee
County of Shelby }

On February 2, 2002 before me, Linda D. Pryor, appeared Edgar W. Gorman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Linda D. Pryor
Commission Expires 3/29/2005

Affiant ____ Known ✓ Produced ID
Type of ID Drivers License
(Seal)

PRYOR NOTARY PUBLIC AT LARCE SHELBY CO TN

Prepared by
Deborah L. Gorman
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Olive Branch, MS 38654 662-890-3989