

DURABLE GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Derwood H. Grantham, the undersigned, of DeSoto County, Mississippi, do hereby make, constitute and appoint and designate Susan L. Riorda, as my true and lawful attorney in fact for me and in my name, place and stead to perform all and every act which is useful, appropriate, convenient or necessary to be done in connection with the management of all my business, personal affairs and property, both real and personal, as fully and completely as I might or could do if I were acting personally in the matter.

This general power of attorney shall include, but not be limited to, the right, power, and authority to sign all documents in the State of Mississippi or elsewhere; to exercise in person or by proxy, with or without a power of substitution vested in the proxy, all voting rights incident to the ownership of any shares of stock or other securities of any nature owned by me, whether individually or jointly with another party; to sell, assign, transfer, convey, encumber, endorse or exchange any shares of stock or securities and to exercise or decline to exercise options to purchase additional shares or units of such security; to draw and sign checks for me and in my name on any account or accounts which I now have or hereafter may have; to endorse, transfer and negotiate any note or other instrument payable to me and to execute such forms or instruments of withdrawal as are necessary to effectuate any desire of withdrawal of any funds from my savings account, money market fund or deposits of any nature at any bank, financial institution or lending institution of any nature; to have complete and unobstructed access to any safety deposit box or boxes which I presently have, or may hereafter acquire access to; to request, demand, sue, collect, receive, hold or deposit into any of my accounts monies payable to me or which may become due and owing to me from any source; to institute or defend on my behalf of myself any legal proceedings which my attorney in fact deem useful, appropriate, convenient, or necessary to protect my interests. It is my

intention that this instrument be construed as a durable power of attorney.

I hereby ratify, approve and confirm any and all lawful acts which my attorney in fact shall do by virtue of her general power of attorney on behalf of my heirs, personal representatives, executors and administrators. I hereby further provide and direct that this general power of attorney granted to my hereinafter named attorney in fact remain in full force and effect unless revoked by me in a writing delivered to and received by my attorney in fact hereinabove named.

This general power of attorney shall be considered by all persons or entities to be a Durable Power of Attorney under the provisions of the Uniform Durable Power of Attorney as codified in Mississippi Code Annotated Section 87-3-101 et seq. In accordance with the provisions of Mississippi Code Annotated Section 87-3-105,107 , I hereby expressly provide that this power of attorney shall not be affected by subsequent disability or incapacity of myself, the principal, and shall remain in full force and effect even though I may suffer from a mental or physical disability or incapacity. In accordance with the Provision of Mississippi Code Annotated Section 87-3-109(2), in the event a Court of competent jurisdiction is requested by any person to appoint a conservator, guardian of my estate, or other fiduciary charged with the management of all my property except specified exclusions, in considering the person to be appointed as my conservator or guardian, the court shall note that I hereby nominate, constitute, appoint and designate the hereinabove named attorney in fact as my conservator and guardian.

On behalf of myself, my heirs and personal representatives, I hereby expressly waive the requirement that my hereinabove named attorney in fact be required to give or post any bond for the faithful performance of their duties as my attorney in fact which a Court of competent jurisdiction may otherwise require.

IN WITNESS WHEREOF, I have executed this General Power of Attorney on this

29th day of January, 2003.

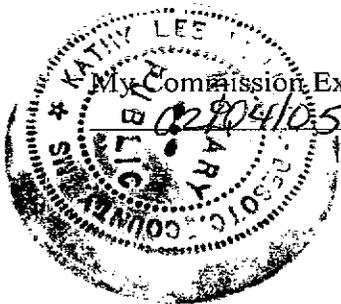
Derwood H. Grantham
DERWOOD H. GRANTHAM

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned, a Notary Public, in and for said State and County, duly commissioned and qualified, Derwood H. Grantham, the within named bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and Office Seal, at office, this 29th day of January, 2003.

Kathy Wallaw
NOTARY PUBLIC



Prepared By
Joseph E. Carney
107 STATELINE RD E. Suite 1
Southaven, MS 38671
662-280-8333

STATE MS. - DESOTO CO.
FILED
97
JAN 31 3 24 PM '03
BK 97 PG 400
W.E. DAVIS CH. CLK.