

DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT I, **BERNEICE L. PIERCE** now residing at 7511 West Nail Road, Walls, DeSoto County, Mississippi, 38680, do hereby make, constitute and appoint my daughter, **ROBERTA LANELLE McCORMACK**, sufficient and lawful attorney, for me and in my name, place and stead;

(a) To demand, sue for, collect, recover and receive all goods, claims, debts, moneys, interests, and demands of any kind whatsoever now due or that may hereafter be due or belong to me;

(b) to make, execute, endorse, accept, and deliver any and all bills of exchange, checks, drafts, and notes, to secure the same by security agreement, trust deed, mortgage or assignment of any of my property, and to use the same and/or the proceeds thereof for whatsoever purpose or purposes that my said attorney may see fit;

(c) To pay all sums of money at any time or times that may hereafter be owing by me upon any bill of exchange, check, draft, or note made, executed, endorsed, accepted and delivered by me or for me and in my name by my said attorney;

(d) To sell any and all shares of stocks, bonds, or other securities now or hereafter belonging to me, and to make, execute and deliver an assignment or assignments of any such shares of stock, bonds or other securities;

(e) To defend, settle, adjust or compromise all actions, suits, accounts, claims and demands whatsoever that now are or hereafter shall be pending between me and any person, firm, or corporation, in such manner and in all respects as my attorney shall think fit;

(f) To hire accountants, attorneys-at-law, clerks, workmen and others, and to remove them and appoint others in their place, and to pay and allow to the persons so employed such salaries, wages or other remuneration as my said attorney shall think fit;

(g) To bargain, grant, sell and convey all of whatever right, title, interest, claim and demand I may have in and to any and all real estate standing in my name or in which I may be entitled to any interest whatsoever for such price as my attorney may think best, and for me and in my name to execute and deliver a proper deed or deeds with or without the usual covenants, and, further, to execute and deliver any instrument of any kind necessary or convenient to effectuate such sale and conveyance;

(h) To sell whatever of my personal property my attorney may deem advisable for such price as my attorney may think best and for me and in my name to execute and deliver any

proper bill of sale, or bills of sale, with or without the usual covenants, and, further, to execute and deliver any instrument of any kind necessary or convenient to effectuate the sale;

(i) To buy for me, or my account, any and all shares, stocks, bonds, other securities, personal property, real property or mixed property, and intangibles as my attorney may deem advisable;

(j) I expressly authorize my said attorney to:

1. Appoint a successor by written instrument;
2. Refuse gifts or bequests to me, if with advice of counsel, such refusal will be advantageous to my estate;
3. Make gifts, with the advice of counsel, to any person or persons, including my said attorney or my attorney's successor, corporations or associations, if advantageous to my estate; and
4. With advice of counsel, to revise my Will by codicil, if advantageous to my estate.

For purposes of this Power of Attorney, gifts, revisions, and refusals which increase the net amount received by the named beneficiaries of my Will or their successors shall be deemed advantageous to my estate.

(k) Without in any wise limiting the foregoing, generally to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney, as my substitute shall lawfully do or cause to be done by virtue hereof.

(l) I nominate my attorney, or my attorney's successor, to be my conservator, guardian of my estate, or guardian of my person, if it should be necessary for protective proceedings to be commenced for me or my estate; however, it is my wish, that to the extent reasonably possible, no protective proceedings shall be used or required and that my business be managed under the provisions of this Power of Attorney.

(m) This Power of Attorney shall not be affected by the subsequent disability or incompetence of the principal or lapse of time. This document is intended to be a Durable Power of Attorney in accordance with Section 87-3-101, et seq., MCA, 1972.

(n) This Power of Attorney shall become effective:

 a. Immediately.
initials

B.L.P. b. Upon my disability or incapacity.
initials

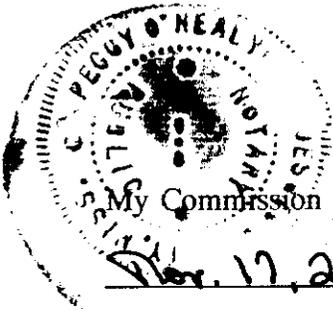
During my lifetime this Power of Attorney shall be presumed conclusively valid and effective, until such time as I cause to be recorded in the Power of Attorney and Contract records of the Chancery Clerk of DeSoto County, Mississippi, Notice that I have recorded this Power of Attorney. This provision shall apply without regard to my place of residence and without regard to where or whether or not this Power of Attorney has been revoked.

IN WITNESS WHEREOF, I, **BERNEICE L. PIERCE** have hereunto set my hand and seal this the 3rd day of **April, 2002**.

Berneice L. Pierce
BERNEICE L. PIERCE

STATE OF MISSISSIPPI
COUNTY OF DESOTO

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, on this the 3rd day of **April, 2002**, within my jurisdiction, the within named **BERNEICE L. PIERCE** who acknowledged that she executed the above and foregoing instrument.



My Commission Expires:

Dec. 17, 2003

Peggy O'Nealy
NOTARY PUBLIC

ACCEPTANCE

I, **ROBERTA LANELLE McCORMACK**, do hereby accept the appointment of Power
of Attorney for my mother.

Roberta Lanelle McCormack
ROBERTA LANELLE McCORMACK
Attorney-In-Fact

THIS INSTRUMENT PREPARED BY:

B.G. Perry
Attorney at Law
P. O. Box 815
Southaven, MS 38671
(662) 393-9466
MS. BAR No. 4128

STATE MS.-DESOTO CO.
FILED

AUG 14 3 55 PM '03

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BK 99 PG 748
FILED BY: DAVID OH. CLK.