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DURABLE GENERAL POWER OF ATTORNEY

MARTHA A. PENNINGTON

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W.F. DAVIS CH. CLK.

KNOW ALL MEN BY THESE PRESENTS that I, MARTHA A. PENNINGTON of Hernando, Mississippi, do hereby appoint PHILIP C. PENNINGTON as my true and lawful Attorney in Fact, for me and in my name, place and stead, to do and perform the acts and exercise the powers enumerated herein as fully and completely as I could perform them for myself. In the event that PHILIP C. PENNINGTON shall be or become unable or unwilling for any reason to serve in such capacity, then I appoint KATHY P. SHOWS to act as my true and lawful Attorney in Fact, for me and in my name, place and stead, to perform the acts and exercise the powers enumerated herein as if said successor Attorney in Fact were the original nominee.

1. **Power Effective Upon Certification of Incapacity.** While this appointment shall be immediately effective, my Attorney in Fact shall take no action under this instrument unless: (a) I am deemed to be incapacitated as defined herein or (b) I have executed a certificate authorizing my Attorney in Fact to act under this instrument.

My incapacity shall be deemed to exist when either of the following has occurred: (a) Presentation to my Attorney in Fact of a dated and signed statement of two licensed physicians, or one physician and one licensed psychologist (my "Certifier(s)"), stating that in the opinion of such Certifier(s) I am substantially unable to manage my own financial affairs, or (b) My incapacity has been declared by a court of competent jurisdiction or a guardian or conservator has been appointed for me.

The effective date of such incapacity shall be the date of the latter statement of the two physicians or physician and psychologist described above or the date of the order or decree appointing the conservator, whichever first occurs. A copy of the certificate of the Certifier(s) described above or of the order or decree declaring incapacity or appointing a conservator shall be attached to the original of this instrument (and photocopies thereof shall be attached to photocopies of this instrument) and, if this instrument is filed or recorded among public records, then such certificate, order, or decree shall also be similarly filed or recorded if permitted by applicable law. Upon delivery of such certificates of the Certifier(s) or court order to my Attorney in Fact (or successor Attorney in Fact as appropriate), my said Attorney in Fact shall be authorized to do any and all acts, and exercise any and all powers, herein authorized and granted.

I will be deemed under this instrument to have regained capacity: (a) upon presentation to my Attorney in Fact of a certificate executed by the Certifier(s), which states the opinion of such Certifier(s) that I am capable of caring for myself or that I am physically and mentally capable of managing my financial affairs; or (b) when there is a finding to that effect by a court of competent jurisdiction or when any conservatorship has been judicially terminated. A certificate signed by the Certifier(s) described above or a certified copy of the order or decree declaring my capacity or judicially terminating the conservatorship shall be attached to the original of this instrument (and photocopies thereof shall be attached to

photocopies of this instrument) and if this instrument is filed or recorded among public records, then such certificate, order or decree shall also be similarly filed or recorded if permitted by applicable law.

If this power of attorney became effective because of my incapacity or disability and subsequently I am no longer incapacitated or disabled, as evidenced in the manner provided above, this power of attorney shall not be revoked but shall become effective again upon my subsequent disability or incapacity as provided above or upon my subsequent certification that such power shall be or has become effective.

I hereby voluntarily waive any physician-patient privilege or psychologist-patient privilege that may exist in my favor in connection with the process of determining and/or certifying my incapacity, and I authorize physicians and psychologists to examine me and disclose my mental or physical condition in order to determine my incapacity or capacity for purposes of this instrument. The licensed physicians or psychologists who act under this paragraph shall not be liable to me for any actions taken by them in good faith under this paragraph.

If I have executed a Certification of Authorization By Principal and attached it as an exhibit to this power of attorney, then effective upon the date of execution of such certification, this power of attorney shall then be immediately and fully effective.

2. **General Grant of Power.** Except to the extent specifically limited herein, I hereby empower and authorize my Attorney in Fact to exercise or perform any act, power, duty, right or obligation that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Attorney in Fact full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Attorney in Fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the powers herein granted.

3. **Powers With Respect to Bank Accounts.** My Attorney in Fact has the power to establish accounts of all kinds (including checking and savings accounts) for me with banks, savings and loan institutions, and other financial institutions of any kind. My Attorney in Fact shall also have the right to modify, terminate, make deposits to and write checks on and endorse checks for or make withdrawals from all accounts in my name or with respect to which I am an authorized signatory; to change the ownership and beneficiary(ies) of any "In Trust For", "Pay on Death", "Transfer on Death" or similar types of accounts with any bank or financial institution; to negotiate to any such accounts; and to execute or release deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted.

4. **Powers With Respect to Promissory Notes.** My Attorney in Fact shall have the right to collect, compromise, indorse, encumber, release, or assign any promissory note receivable, secured or unsecured, and any deed of trust or security agreement securing same.

5. **Powers With Respect to Investments.** My Attorney in Fact has the power to invest and reinvest all or any part of my assets in any property or interests in property, including without limitation all kinds of securities, bonds, notes, stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate (whether or not productive at the time of investment), commodities contracts, interests in trusts, investment trusts, and participation in common, collective or pooled trust funds or annuity contracts.

My Attorney in Fact has the power to exercise all rights with respect to securities and investments which I now own or may hereafter acquire, including the right to sell, grant security interests in, and terminate any investments whether made by me or my Attorney in Fact.

My Attorney in Fact has the power to establish, use and terminate all kinds of savings accounts, money market accounts, and brokerage accounts (including margin accounts) with securities brokers; to make such payments as my Attorney in Fact deems necessary or convenient to the owning and holding of such securities; to employ, compensate and terminate the services of such financial and investment advisors and consultants as my Attorney in Fact shall deem appropriate; and to establish, use, and terminate managing agency accounts with corporate fiduciaries.

6. **Power to Borrow Money and Pay Debts.** My Attorney in Fact has the power to borrow money for my account upon such terms and conditions as may seem appropriate and to execute and deliver negotiable or nonnegotiable notes therefor, with or without security, and to secure such borrowing by the granting of security interests in any property or interest in any property which I may now or hereafter own. My Attorney in Fact has the power to borrow money upon any life insurance policies owned by me upon my life and to grant a security interest in such policies to secure any such loans; and no insurance company shall be under any obligation to determine the need for such loan or the application of the proceeds by my Attorney in Fact.

My Attorney in Fact has the power to repay debts with my assets, including the power to pay for any purchases made or cash advanced on my behalf by use of credit cards issued to me.

7. **Power Regarding Loans.** My Attorney in Fact shall have the power to make, extend and/or modify loans of money and property to any person other than my Attorney in Fact or to any entity upon such terms and conditions as my Attorney in Fact may deem appropriate.

8. **Power to Demand and Receive.** My Attorney in Fact has the power to demand, arbitrate, settle, sue for, collect, receive, deposit, expend for my benefit, reinvest or make such other appropriate dispositions of, as my Attorney in Fact deems appropriate, all

cash, rights to payments of cash, property (personal, intangible and/or mixed), rights and/or benefits to which I am now or may in the future become entitled, regardless of the identity of the individual or public or private entity involved (and for purposes of receiving Social Security benefits, my Attorney in Fact is hereby appointed my "Representative Payee"); to have and utilize all lawful means and legal, equitable or other proceedings in my name for such purposes; and to adjust, settle or compromise and execute in my name and on my behalf any releases, receipts or discharges for same.

9. **Power to Sell and Purchase.** My Attorney in Fact has the power to sell and purchase every kind of property that I may own now or in the future, including real, personal, and intangible property interests, upon such terms and conditions as my Attorney in Fact shall deem appropriate; and to arrange for appropriate use, insuring, and safekeeping of any property purchased by my Attorney in Fact.

10. **Power With Respect to Credit Cards.** My Attorney in Fact has the power to sign charge slips or other forms of obligation so as to use any credit card held in my name to make such purchases for my benefit. My Attorney in Fact may also cancel my credit accounts.

11. **Powers With Respect to Safe Deposit Boxes.** My Attorney in Fact shall have the right to enter, establish, maintain, or close any safe deposit box(es) held in my name, either alone or with another; and in so doing to sign my name and to act for my benefit. My Attorney in Fact may add to and remove all or any of the contents from my safe deposit box(es).

12. **Power with Respect to Taxes.** My Attorney in Fact has the power to: prepare, sign and file Federal, state and/or local income, gift, property or other tax returns, claims, or other tax-related documents on my behalf; disburse any funds of mine in payment of any tax liability or settlement; and contest, mediate, arbitrate, litigate and/or settle any asserted claim, liability, assessment or levy for any taxes on my behalf.

13. **Power to Manage and Convey Real Property.** As to any interest I may own or which I or my Attorney in Fact may acquire for me in any real property, including my residence, wherever located, my Attorney in Fact shall have the power to contract for, purchase, and receive such property and all deeds and other evidence of title therefor; to lease, sell, change the form of title, release, convey, mortgage or otherwise encumber, and convey by way of deed of trust, upon such terms and conditions as my Attorney in Fact shall deem proper; to grant options; to eject, remove, or relieve tenants or other persons from, and recover possession of, such property by all lawful means; to collect and receive any rents and profits from such properties; to subdivide, develop or dedicate such property to public use without consideration; and to maintain, protect, insure, repair, build upon, demolish, alter, or improve such property or any part of it; to adjust differences in valuation on exchange or partition by giving or receiving consideration; and to release or partially release real property from a lien.

My Attorney in Fact shall have the power to accept real property as security for a loan; to do any act of management and conservation; to pay, compromise or contest tax assessments and to apply for refunds in connection therewith; and to hire assistance and labor.

My Attorney in Fact shall have the right (but not the obligation) to insert as an exhibit to this instrument any descriptions of any real property in which I may now have or hereafter acquire an interest. I now have an interest in the real property located at 7248 Love Road, Hernando, Mississippi, ("my residence") and I specifically include such real property within the purview of the powers granted to my Attorney in Fact in this document.

14. **Power to Manage Personal Property.** With respect to personal property, my Attorney in Fact has the power to buy, sell, lease, sublease, and release; to maintain, repair, improve, and to recover possession of such property by all lawful means; to collect, sue for, and receive income of any kind and profits therefrom; and to mortgage or grant security interests in any personal property or intangibles owned by me.

15. **Power With Respect to Legal and Other Actions.** My Attorney in Fact shall have the right and power to initiate, prosecute, defend, compromise, and/or settle legal actions and/or to implement arbitration proceedings to settle any disputes to which I am a party or to which my Attorney in Fact deems it appropriate to engage on my behalf.

16. **Powers With Respect to Insurance.** My Attorney in Fact has the power to obtain, extend, increase or decrease insurance on my life or the life of anyone in whom I have an insurable interest, irrespective of whether or not I am owner of such policy or policies; to pay all premiums, borrow against, or select any options under such policies. My Attorney in Fact has the power to apply for insurance benefits on my behalf and pursue any and all insurance claims on my behalf; and to transfer ownership of such policy or policies to a third party for such purposes as creation of an irrevocable life insurance trust if my Attorney in Fact deems it appropriate. In the case of an irrevocable life insurance trust, my Attorney in Fact shall have the power to make gifts to the trustee of such trust for payment of premiums. My Attorney in Fact may purchase medical insurance and pay premiums required for me or any other person whom I am obligated to support for any reason. Generally, my Attorney in Fact may pursue any insurance claims of any nature and carry insurance of any kind and in any amounts as my Attorney in Fact shall deem appropriate to protect my estate and my family against any hazard or to protect me and my estate from any liability.

17. **Power With Respect to Employment and Retirement Benefits.** For my benefit, my Attorney in Fact has the power to create or to contribute to an IRA or any available employee benefit plan, or when appropriate, to create or contribute to a plan for a self-employed individual; to select or change any payment distribution or option under any IRA or employee benefit plan in which I am a participant (including plans for self-employed individuals), so long as such decisions do not result in a change of beneficiaries; and to make "roll-overs" of selected plan benefits into other retirement plans.

My Attorney in Fact has the right to withdraw funds on my behalf from my retirement funds and my Individual Retirement Accounts (IRAs) and to transfer such funds from one account to another, either at the same institution or at another. I request and direct that any institution which now holds or may hereafter hold any retirement funds or IRA account of mine honor this Durable Power of Attorney.

18. Power With Respect to Employment Benefits: Power to Change Beneficiaries. My Attorney in Fact may change the names of beneficiaries of any retirement/employment benefit plans if a previously named beneficiary is deceased. My Attorney in Fact shall only make changes that are consistent with my bequest plan as set forth in any will or revocable trust executed by me and then in effect.

19. Power to Obtain and Maintain Eligibility for Public Benefits. My Attorney in Fact shall have the power to take any and all steps necessary, in my Attorney in Fact's judgment, to obtain and maintain my eligibility for any and all public benefits and entitlement programs. Such programs include, but are not limited to, Social Security, Supplemental Security Income, Veterans' Benefits, Medicare, Medicaid, and In Home Support Services. If it shall be necessary that I have a representative payee of any such benefits, I nominate my Attorney in Fact named herein to serve as my representative payee under any such program.

20. Power to Transfer Residence Upon Long-Term Care. In the event that I am or ever become in need of care in a long-term care facility (nursing home) I specifically give my Attorney in Fact the right to gift, and to effect the transfer of, any or all of my interest in my residence, to my spouse or other person(s), including my Attorney in Fact, to whom my Attorney in Fact determines it advisable to facilitate planning for my long-term care, my eligibility for any public assistance benefits, my family support, or effectuation of my dispositive intent. My Attorney in Fact is to be deemed to act as my agent in any such transfer, and it is my express intention not to create a general power of appointment under Section 2041 or Section 2514 of the Internal Revenue Code or otherwise.

21. Power to Make Gifts. My Attorney in Fact is authorized to make gifts to (a) the beneficiaries named in my last will and testament or living trust, in the same portions and on the same terms as my estate would be distributed in my last will and testament or living trust, (b) if I have no valid will or living trust, to those heirs of mine toward whom I have shown a dispositive intent, or (c) to my Attorney in Fact for purpose of making such gifts, as a way of reducing my estate for tax purposes, in order to facilitate planning for my long-term care and my eligibility for any public assistance benefits available to me, or in order to carry out any dispositive plan I may have exhibited toward such donees. My Attorney in Fact shall have the power to direct the trustee of any revocable trust of which I am settlor to transfer all or a portion of my trust assets to my Attorney in Fact for the purposes of making gifts. In determining whether or not to make such gifts, my Attorney in Fact should consider the effect of gifting on resources available and necessary to meet my own needs, any pattern of giving established by me, my ability to continue making such gift or gifts, and my continued health and well-being. My Attorney in Fact shall not be deemed to have breached any fiduciary duty to me by reason of gifts made or withheld in good faith. My Attorney in Fact

may make gifts in order to assure the continuation of any gifting program initiated prior to the time I became incapacitated. My Attorney in Fact may make special occasion gifts to my estate plan beneficiaries, family members, or friends, in equal or unequal amounts, that reflect my past giving and my relationship with such individuals. My Attorney in Fact may make gifts, outright or in trust (revocable or irrevocable, whether created by me at any time or created by my Attorney in Fact using this power of attorney), to organizations, charitable or otherwise, to which I have previously made gifts, and may satisfy pledges I have previously made to organizations. My Attorney in Fact may make gifts of property under this Section to or for the benefit of a donee, either outright or in trust, or in any other manner as my Attorney in Fact deems appropriate, in its sole and absolute discretion, including but not limited to the creation of tenancy in common or joint tenancy interests, the establishment of charitable or non-charitable split interest trusts, irrevocable supplemental benefits or "special needs" trusts, or any other irrevocable trusts. My Attorney in Fact may perform any other acts my Attorney in Fact considers necessary or desirable to complete a gift on my behalf in accordance with the provisions of this section. In making gifts on my behalf, I direct that my Attorney in Fact, to the extent reasonably possible, avoid disrupting the dispositive provisions of my estate plan.

My Attorney in Fact is authorized to consent to the splitting of gifts under Section 2513 of the Internal Revenue Code and any successor sections thereto and/or similar provisions of any state or local gift tax law.

22. Power to Create or Amend Trusts. My Attorney in Fact has the power to execute any documents and take any actions in order to establish a revocable or irrevocable trust for my benefit and/or the benefit of the beneficiaries of my will (or heirs at law if there be no will), and with such trustee(s) and successor trustees as my Attorney in Fact shall select. The trustee may be my Attorney in Fact as sole trustee or as one of two or more trustees. Such trust may provide for payments of income and/or principal to me or for my benefit, or to another person for my benefit, in such amounts as my Attorney in Fact shall determine are appropriate. Such trust may also provide for payment of income and principal to another person for my benefit. Such trust may further provide that on my death, any remaining income and principal be paid to my personal representative or to such person(s) as I may have designated in my will or, if I leave no valid will, to such person(s) as my Attorney in Fact may determine are within my dispositive intent. I authorize my Attorney in Fact to make any changes or amendments to any trust in order to effect the transfer of my interest in my residence and to facilitate planning for my long-term care, my family support, and effectuation of my dispositive intent.

In the event I become disabled, I authorize and empower my Attorney in Fact to establish any form of revocable or irrevocable trust, to be funded with any of my resources and/or income, which may be useful in qualifying me as a recipient of any type of public benefits (including but not limited to Medicaid).

23. Power to Fund Trust(s). My Attorney in Fact shall have the power to transfer, and to execute documents to effect the transfer of, all or any of my assets, including any rights to receive income or assets from any source, to the trustee(s) of any revocable or

irrevocable trust agreement created by me or by my Attorney in Fact before or after the execution of this instrument.

My Attorney in Fact has the power to withdraw and/or receive income or principal from any trust regarding which I have a right of withdrawal or receipt; to receive for me the income or principal of any trust regarding which the trustee has discretionary authority to make distributions to me or on my behalf, and to execute any receipt, release, or other document that may be required of me by such trustee. My Attorney in Fact shall have the power to direct the Trustee of any revocable trust of which I am Settlor to transfer the asset(s) to be gifted out of the trust to my Attorney in Fact for the purpose of making gift(s).

24. **Power to Provide Support.** My Attorney in Fact shall have the power to support my spouse and any other dependent of mine in the same manner and with the same standard of living as I may have provided in the past. Such support shall be determined by my Attorney in Fact, and may include payments on loans secured by my residence, food, clothing and shelter, medical, dental and psychiatric care, normal vacations and travel expenses, educational and recreational expenses.

25. **Provide Recreation and Arrange for Companions.** My Attorney in Fact has the power to provide me with appropriate recreational activities, including travel, and attendance at concerts and other musical and theatrical events. My Attorney in Fact has the power to employ or arrange for volunteer companions when such persons may be necessary companionship for me as will enhance my quality of life and/or to assist me when I am incapacitated and the use of companions may enable me to live in my own residence and avoid institutionalization.

26. **Power to Care for Pets.** My Attorney in Fact shall have the authority to house or arrange for the housing, support and maintenance of any animals or pets that I own or have custody of, and pay from my resources reasonable boarding, kenneling and veterinary fees for such animals or pets. If the support and maintenance of such animals or pets becomes unreasonably expensive, my Attorney in Fact shall make all reasonable efforts to place the animals or pets in another home.

27. **Power to Enforce Rights of Principal With Regard to Health Maintenance Organization or Other Health Care Provider.** My Attorney in Fact has the right to represent my interests and to serve as my advocate with regard to medical services provided by my health maintenance organization (HMO) or other health care provider. My Attorney in Fact shall have immediate access to my medical records, and full authority to pursue adequate and appropriate medical services for me through private, administrative, judicial, and other processes, including arbitration, mediation, and other avenues of alternative dispute resolution; provided, however, that if I shall have designated someone other than my Attorney in Fact as my agent under any Advance Health-Care Directive or Health-Care Power of Attorney, my Attorney in Fact shall not be entitled to exercise this power unless authorized and instructed to do so in writing by such health-care agent. My Attorney in Fact is authorized to pursue any and all remedies necessary to enforce my rights. My Attorney in Fact has full authority to employ attorneys, medical specialists, or other

professionals whose assistance may be necessary in carrying out this power, and my Attorney in Fact shall cooperate and comply with any funding request pertaining to my medical care made by my agent under any Advance Health-Care Directive or Health-Care Power of Attorney.

28. **Power to Disclaim, Release, or Abandon Property Interests.** My Attorney in Fact has the power to execute and deliver a valid disclaimer under the Internal Revenue Code and applicable state statutes when, in the judgment of my Attorney in Fact, the best interests of my estate and family would be served.

My Attorney in Fact has the power to disclaim any property, interest in property, or powers to which I am or may become entitled, whether by gift, testate or intestate succession, or right of survivorship and to release or abandon any property, interest in property or powers which I may now or hereafter own, including any interests in or rights over trusts (including the right to alter, amend, revoke or terminate) and to exercise any right to claim an elective share in any estate or under any will, and in exercising such discretion, my Attorney in Fact may take into account among other considerations, the potential reduction in estate or inheritance taxes on my estate, the effect of such renunciation or disclaimer upon persons interested in my estate, and its effect upon persons who would receive the renounced or disclaimed property.

If I ever become a permanent resident of a long-term care facility, my Attorney in Fact may also consider whether such a disclaimer would result in savings to my estate or to my family. However, my Attorney in Fact shall not effect such a disclaimer if the quality of my health care or standard of living would be jeopardized.

My Attorney in Fact shall have the right to hire and to pay legal and financial counsel to help my Attorney in Fact decide whether to file such disclaimer or release.

29. **Power With Respect to Fiduciary Position(s) Held by the Principal.** My Attorney in Fact shall have the power to renounce, resign from, or refuse any fiduciary position to which I have been or may be named, appointed or elected. This power pertains to roles such as executor, personal representative, trustee, conservator or guardian, and my Attorney in Fact may file on my behalf any accounting or other financial report with a court of competent jurisdiction, or settle and terminate any such responsibility on a receipt and release basis or by such other informal method as my Attorney in Fact shall deem appropriate.

30. **General Accounting Requirement.** My acting Attorney in Fact shall, on an annual basis, maintain an accounting of all my assets within his/her power and control, and all income received, expenditures or other transactions completed in the preceding year. Such accounting shall be submitted to my primary caregiver and to any tax preparer for me within thirty days after the end of each calendar year and at such other reasonable times as may be requested.

31. Powers to Implement and Enforce Durable Power of Attorney. My Attorney in Fact is authorized to exercise any of the following powers:

My Attorney in Fact shall have the power to seek appropriate administrative rulings, court orders, injunctions, and judgments which may be deemed necessary if a third party refuses to comply with actions taken by my Attorney in Fact under this document. My Attorney in Fact may sue any party who fails to comply with actions I have authorized in this document and to seek actual, punitive, and any other appropriate damages, on my behalf and in such event.

My Attorney in Fact shall have the power to employ attorneys, accountants, investment advisors, and other professionals to effectively carry out his or her responsibilities under this document. In consultation and cooperation with my agent under a Durable Power of Attorney for Health Care or Advance Health-Care Directive, my Attorney in Fact may employ companions, physicians and other health care providers. In both events reasonable fees and compensation may be paid to such persons.

My Attorney in Fact has the power to execute, endorse, deliver, record, or take any other necessary steps to ensure the validity and effectiveness of any agreement, instrument or conveyance of real or personal property; to execute, deliver, acknowledge, or take other necessary steps to perfect security instruments and obligations, releases, waivers, elections, consents, satisfactions, and other acts or documents reflecting or affecting property interests.

My Attorney in Fact may supplement this instrument in any way, including the addition of powers affecting other property interests or the modification of any powers or property descriptions.

My Attorney in Fact shall have the power to take all and any steps relating to mail service from the U.S. Postal Service and to telephone service (including change of address and telephone number), to establish, continue or end my membership in any organization, to take and control custody of all my important documents, wills, trusts, deeds, insurance policies of any nature, stock certificates, securities, and to give or deny access to such documents and writings. If I have also executed a Durable Power of Attorney for Health Care or Advance Health-Care Directive, decisions about such services shall be made in cooperation and compliance with my Agent named in that document.

32. Powers Not Granted by Durable Power of Attorney. Other than my spouse, my Attorney in Fact shall not have the power to use my assets to pay, discharge or secure any of his/her legal obligations, including any obligation of support which he/she may owe to others (excluding those whom I am equally with my Attorney in Fact legally obligated to support).

My Attorney in Fact shall not have the power to exercise any powers as trustee under an irrevocable trust of which my Attorney in Fact is the grantor or beneficiary and of which I am the trustee.

My Attorney in Fact shall not have the power to exercise any incident of ownership over any life insurance policy that I own which insures the life of my Attorney in Fact.

My Attorney in Fact shall not have the power to make or revoke a will on my behalf, nor may he revoke my will or codicil.

My Attorney in Fact shall not have the power to marry, divorce, or adopt, or to make any other similar, personal decisions on my behalf.

This restriction shall not be construed to limit the power of my Attorney in Fact to create and fund a living trust so long as dispositive provisions of such trust respect and are consistent with dispositive terms as set forth in my existing will if any.

33. Power to Exercise Special Powers of Appointment. My Attorney in Fact shall have the right to exercise any Special Power of Appointment I hold, and may appoint himself or herself, but only to the extent and in the monetary or proportionate share that he or she may be a beneficiary of my last will and testament or living trust at the time of exercise of such power.

34. Durable Power of Attorney: Third Party Reliance. For the purpose of inducing any bank, broker, custodian, insurer, lender, transfer agent, taxing authority, governmental agency, or any other third party to act in accordance with the powers and authority granted in this document, I hereby represent, warrant, and agree that:

(a) Should this document be revoked or amended, I, my estate, and my heirs, successors, and assigns will hold any party or parties free from any loss suffered, or liability incurred, by such party or parties acting in accordance with this document prior to that party's receipt of written notice of any such revocation or amendment.

(b) The powers conferred on my Attorney in Fact by this document may be exercised solely by my Attorney in Fact and his/her authorized signature or act as authorized by this document may be accepted and relied upon by third parties as fully authorized by me and with the same force and effect as if I were competent and acting on my own behalf.

(c) Any person who relies upon any representation my Attorney in Fact may make regarding (a) the fact that his powers are then in effect, (b) the scope of his authority under this document, (c) my competency at the time this document was executed, (d) the fact that this document has not been revoked, or (e) the fact that he continues to serve as my Attorney in Fact, shall not incur any liability to me, my estate, or my heirs, successors, or assigns for permitting my Attorney in Fact to exercise any power granted to him. Further, any person who deals with my Attorney in Fact shall not be responsible or required to verify, determine, or insure the proper application of funds or property.

(d) Any and all third parties from whom my Attorney in Fact may request information of any kind or nature regarding my personal affairs are hereby authorized to provide, release and deliver such information to my Attorney in Fact without limitation,

including confidential medical and legal information and documents, and such persons are released from any legal liability whatsoever to me, my estate, or my heirs, successors, or assigns for complying with such requests of my Attorneys in Fact.

(e) I hereby represent, warrant, and agree that:

(i) All the exculpatory clauses relating to persons who provide information or records to my Attorney in Fact shall apply, also, to my lawyer or lawyers who provide information or records to my Attorney in Fact; and

(ii) I authorize in advance any lawyer or lawyers of whom I have been a client to release to my Attorney in Fact all information or photocopies of any records which my Attorney in Fact may request.

(f) I agree that any third party who receives a copy of this document may act under it, and I direct that a photocopy hereof shall be as effective as the original. Revocation of the power of attorney is not effective as to a third party until the third party has actual knowledge of the revocation. I agree to indemnify the third party for any claims that arise against the third party because of reliance on this power of attorney.

35. **Right to Revoke and Amend.** I revoke all prior general powers of attorney that I may have executed and I retain the right to revoke or amend this power of attorney and to substitute other agents in place of the Attorney in Fact appointed herein. Amendments to this Power of Attorney shall be made in writing by me personally (not by my Attorney in Fact) and they shall be attached to the original of this power of attorney.

36. **Later Durable Power of Attorney Revokes Unless Specified.** Any grant of a durable power of attorney made by me subsequent to the date of execution of this durable power of attorney shall revoke this durable power unless the subsequent durable power of attorney contains a statement to the contrary and specifically refers to this durable power of attorney by its date.

37. **Removal of Attorney in Fact.** This instrument may be amended or revoked by me and not my Attorney in Fact. Any alternate Attorney in Fact may be removed by me at any time by my execution of a written instrument of revocation, amendment, or removal delivered to my Attorney in Fact and to all alternate attorneys in fact.

38. **Recordation.** If this instrument has been recorded and made a part of the public records, then an instrument of revocation, amendment or removal shall be filed or recorded or made a part of the same public records.

39. **Resignation of Attorney in Fact.** My Attorney in Fact and any alternate Attorney in Fact may resign as my Attorney in Fact by executing a written resignation delivered to me or, if I am mentally incapacitated, by delivery to any person with whom I am residing or who has the care and custody of me or, in the case of an alternate Attorney in Fact, by delivery to my Attorney in Fact.

40. **Disregard Invalid Provisions.** If any section or provision of this document is invalid for any reason, such invalidity shall not affect any other provision of this document. All invalid provisions shall be wholly disregarded.

41. **References to Gender.** The feminine gender shall include the masculine and the neuter, and the masculine gender shall include the feminine, whenever the context so indicates.

42. **Compensation and Repayment of Costs.** My Attorney in Fact shall be entitled to be repaid for all reasonable expenses and for reasonable costs for substantial efforts undertaken by my Attorney in Fact, incurred on my behalf under this instrument. However, my Attorney in Fact shall not receive payment or compensation for services rendered under this instrument unless I shall have otherwise agreed in writing to such payment or compensation.

43. **Nomination of Conservator or Guardian.** If it becomes necessary to appoint a conservator of my person and/or estate after the execution of this power, I nominate the person named in this document as my Attorney in Fact to serve as conservator of my person and/or estate. If that person is for any reason unable or unwilling to act as conservator, I nominate the person named as my alternate Attorney in Fact to serve as conservator of my person and/or estate.

44. **Interpretation and Governing Law.** This instrument is to be construed and interpreted as a durable general power of attorney. This instrument is executed and delivered in the State of Mississippi, and the laws of the State of Mississippi shall govern all questions as to the validity of this power and the construction of its provisions.

45. **Disability of Principal.** This General Power of Attorney shall not be affected by the subsequent disability or incompetence of the Principal.

Executed on 6-23-03, 2003.


MARTHA A. PENNINGTON

STATE OF MISSISSIPPI
COUNTY OF _____

Late

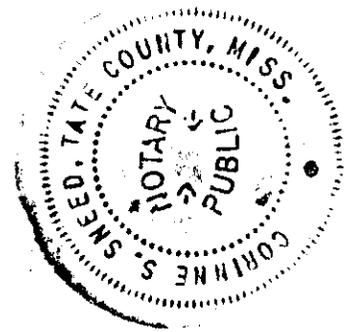
This day personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the within named MARTHA A. PENNINGTON, who acknowledged that she executed and delivered the above and foregoing instrument of writing as her free and voluntary act and deed on the day and year therein mentioned.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23 day of June, 2003.

Cornie S. Arel
NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES ON MAY 5, 2005



This instrument prepared by:

Richard A. Courtney
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Telephone: (601) 987-3000
Facsimile: (601) 987-3001