

BK0100PG0212

GENERAL POWER OF ATTORNEY

BA 5215

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STATE OF TENNESSEE
COUNTY OF SHELBY

Know all men by these presents, that I, Gene Poole, the undersigned, of Memphis, Shelby County, Tennessee, do hereby make, constitute and appoint my wife, Claudia Poole, of Memphis, Shelby County, Tennessee, my true and lawful attorney in fact for me and in my name, place and stead, and on my behalf, and for my use and benefit:

1. To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or matter whatsoever;

2. To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, intangible and tangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall be or shall hereafter become, owned by, or due, owing, payable, or belonging to me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute, and deliver for me, on my behalf, and in my name all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

PREPARED BY - RETURN TO:
KIRKLAND, ROTHMAN - BRANNING
& ASSOCIATES, PLLC
6489 Quail Hollow, Suite 102
Memphis, TN 38120
File No. 2036658

STATE MS.-DESO TO CO.
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3. To lease, purchase, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, exchange, and acquisition of, and to accept, take, receive and possess any real or personal property whatsoever, tangible or intangible, or interest thereon, on such terms and conditions, and under such covenants, as said attorney in fact shall deem proper;

4. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, and deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said attorney in fact shall deem proper;

5. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name;

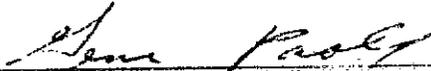
6. To make, receive, sign, endorse, execute, acknowledge, deliver, and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bill of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to account or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing or whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted.

I grant to said attorney in fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney in fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said attorney in fact. This power of attorney shall not be affected by my disability and the authority hereby conferred shall be exercisable notwithstanding my later disability or incapacity or uncertainty as to whether or not I am dead or alive.

The rights, powers, and authority of said attorney in fact herein granted shall commence and be in full force and effect on the 3rd day of May, 1989, and such rights, powers, and authority shall remain in full force and effect thereafter until terminated by written notice.

Dated this 3rd day of May, 1989.


Gene Poole

STATE OF TENNESSEE BK0100PG0215 BA 5215
COUNTY OF SHELBY

I, the undersigned _____, a Notary Public of the State of Tennessee, do hereby certify that on the 3rd day of May, 1989, before me personally appeared Gene Poole, who, I am satisfied, is the grantor mentioned in, and who executed the within general power of attorney, and to whom I first made known the contents thereof; that thereupon he acknowledged that he signed, sealed and delivered the same as his voluntary act and deed.



Patti Copus
Notary Public

My Commission Expires:

8/9/92

PREPARED BY & RETURN TO:

Richard S. McNeese, Attorney
7515 Corporate Centre Drive
Germantown, Tennessee 38138

BA 5215

No.	
STATE TAX	
REGISTER'S FEE	
RECORDING FEE	17.00
TOTAL	
STATE OF TENNESSEE	
COUNTY OF SHELBY	
GUY B. BATES	
NOTARY PUBLIC	
1989	

BA5215

RECORDS & DEEDS
SHELBY COUNTY
MAY 11 1989



BK0100PG0216

Tom Leatherwood
Shelby County Register

STATE OF TENNESSEE
COUNTY OF SHELBY

I, Tom Leatherwood, Register of Deeds, hereby certify this is a true and perfect copy of page(s) 1-4 of Instrument Number BA5215, recorded in this office as a POWER OF ATTORNEY from GENE POOLE to CLAUDIE POOLE.

Witness the Official Signature and Seal this 3rd day of September 2003.

Tom Leatherwood, Register

A handwritten signature in cursive script, appearing to read "Mary Gray", written over a horizontal line.

Deputy Register

