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DURABLE POWER OF ATTORNEY
COVERING FINANCIAL AFFAIRS AND HEALTH CARE

BK 100 PG 270
W.E. DAVIS CH. CLK.

STATE OF TENNESSEE

COUNTY OF SHELBY

KNOW ALL MEN BY THESE PRESENTS that I, BESSIE B. PHILLIPS, the undersigned, of Shelby County, Tennessee, do hereby make, constitute, and appoint ALLEN RAY PHILLIPS of Shelby County, Tennessee, my true and lawful Attorney in Fact for me and in my name, place, and stead, on my behalf, and for my use and benefit in accordance with the provisions set forth hereinbelow.

1. Durable Power. This Power of Attorney is specifically given pursuant to the provisions of the Uniform Durable Power of Attorney Act (Tennessee Code Annotated Section 34-6-101 et. seq.) and the Durable Power of Attorney for Health Care Act (Tennessee Code Annotated Section 34-6-201 et. seq.). Accordingly, all Acts done by the Attorney in Fact pursuant to this Power of Attorney shall have the same effect and inure for my benefit and bind me and my successors in interest as if I personally performed said act. In addition, all acts done by my Attorney in Fact pursuant to this Durable Power of Attorney, during any period of disability or incapacity, shall have the same effect and inure to my benefit and bind me and my successors in interest as if I were competent and not disabled.

2. Powers Granted. This Power of Attorney is intended to be an Unlimited General Power of Attorney, encompassing all real and

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(initials)

personal property owned by me, or in which I have any interest, including tangible and intangible property, and in order to perform the duties of my Attorney in Fact the following powers are granted to my Attorney in Fact:

A. 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;

B. To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial papers, 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, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, 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;

C. To lease, purchase, sell, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, sale, exchange, and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest therein, on such terms and conditions, and under such covenants, as said Attorney in Fact shall deem proper;

D. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to 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;

E. 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;

F. To make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills

of lading, warehouse receipts, documents of title, bills" bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial papers, receipts, withdrawal receipts and deposit instruments relating to accounts 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 of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

G. 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.

3. Interpretation of Instrument. This instrument is to be construed and interpreted as an Unlimited General Power of Attorney. The enumeration of specific items, rights, acts, or powers herein is not intended, 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.

4. Assets Covered. It is intended by the granting of this Power of Attorney that same cover all assets of the principal, whether presently existing, or hereinafter acquired, and all construction of this instrument shall be as an Unlimited General Power of Attorney.

5. Commencement and Term of Powers. The rights, powers and authority of this Power of Attorney herein granted shall commence upon the date that I become disabled or incapacitated. A determination of my disability or incapacity shall require the sworn affidavit of two (2) physicians duly licensed within this state, each of whom have been engaged in the practice of medicine for at least three years, stating that they have personally examined me within thirty (30) days of the date of the giving of the Affidavit and setting forth that in their opinion, by reason of illness, accident, advanced age or physical incapacity or mental weakness, I am incapable of managing my own estate and financial and personal affairs. Affidavits setting forth a form which may be utilized for such purpose are attached hereto and incorporated herein by reference, which form may be completed in the event of my disability. No physician who executes such Affidavit shall be liable or responsible for any liability or damage resulting from any actions of my Attorney in Fact and I agree to hold such phy-

sician harmless from any liability by reason of the giving of such Affidavit. Upon receipt of such Affidavits, believed by my Attorney in Fact to be genuine and made in good faith, my Attorney in Fact shall be entitled to rely upon such determination and is relieved from any and all liability resulting from such reliance.

6. Termination of Powers. This Power of Attorney shall remain in full force and effect until this Power of Attorney is properly revoked or until the death of the principal. Provided that, the revocation of this Power of Attorney shall only be accomplished by the execution of a written instrument clearly and specifically revoking this Durable Power of Attorney duly signed by the principal, properly notarized, and personally delivered to the Attorney in Fact. Provided that, if the rights, power and authority of this Power of Attorney commenced upon the date that I became disabled or incapacitated, as determined by two physicians, then with respect to any subsequent attempted revocation of this Power of Attorney, my Attorney in Fact shall not recognize any such revocation unless same is accompanied by and/or supported with two (2) Affidavits of Physicians meeting the same qualifications as set forth above which states that I am no longer incapacitated or disabled and that I am capable of managing my own estate and financial and personal affairs. Provided that, my death or the revocation of this Power of Attorney does not revoke or terminate the Power of Attorney established herein as to the Attorney in Fact

or other person who, without actual (as opposed to constructive) knowledge of my death or the revocation of said Power of Attorney, acts in good faith under the power. Any action so taken, unless otherwise specifically invalid or unenforceable, binds my successors in interest.

7. Reliance by Third Party. As to acts taken by any parties in good faith reliance upon this Power of Attorney, an Affidavit executed by the Attorney in Fact under this Power of Attorney stating that my Attorney in Fact did not have, at the time of the exercise of the power, actual (as opposed to constructive) knowledge of the termination of this Power of Attorney or the revocation of the authority or of my death, is conclusive proof of the interpretation and nontermination of the power at that time. No person dealing with the Attorney in Fact shall be required to further inquire as to the authority of the Attorney in Fact or the disposition of any assets or funds or documents delivered to the Attorney in Fact.

8. Safe Deposit Box. I further specifically authorize my Attorney in Fact to take any and all actions on my behalf as fully and effectively as if I were personally present with respect to the right to enter and remove the contents of any safe deposit box which I have at any financial institution. This power is granted notwithstanding the fact that the Attorney in Fact may not be an authorized signatory on the account.

9. Health Care. My attorney in fact is fully authorized to contract for my entry into, maintenance at, or release from any hospital, convalescent center, nursing home or other health care institution, health care provider, or health care facility, including the authority to approve or disapprove any proposed medical care, treatment, service or procedure to maintain, diagnose, or treat any physical or mental condition, any surgery, or any other medical care as the term is defined by Tennessee Code Annotated Section 32-11-103(5). The authority granted herein shall include the right to provide consent, to refuse to consent, or to withdraw consent for any such treatment. It is the intention under this paragraph to grant unto the attorney in Fact all powers and authority which may be granted unto an Attorney in Fact pursuant to the Tennessee Durable Power of Attorney for Health Care Act (T.C.A. Section 34-2-201 et. seq.). In this regard, the Power of Attorney shall not terminate at my death as same relates to any authority granted pursuant to said statute.

10. Recording. This document may be executed in a manner suitable for recording. In this regard, either the principal or the Attorney in Fact may record this document in the office of the Register of Deeds in the County wherein this document is executed or in any other County wherein it is used.

WITNESS my hand, this 22nd day of July, 1993.

Bessie B. Phillips
BESSIE B. PHILLIPS

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 22nd day of July, 1993, before me, a Notary Public, personally appeared BESSIE B. PHILLIPS, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that she executed it. I declare under penalty of perjury that the person whose name is subscribed to this instrument appears to be of sound mind and under no duress, fraud or undue influence.

Theresa E. Ball
NOTARY PUBLIC

NOTARY PUBLIC
My Commission Expires:
COUNTY 93

WARNING TO PERSON EXECUTING THIS DOCUMENT

This is an important legal document. Before executing this document you should know these important facts.

This document gives the person you designate as your agent (the attorney in fact) the power to make health care decisions for you. Your agent must act consistently with your desires as stated in this document.

Except as you otherwise specify in this document, this document gives your agent the power to consent to your doctor not giving treatment or stopping treatment necessary to keep you alive.

Notwithstanding this document, you have the right to make medical and other health care decisions for yourself so long as you can give informed consent with respect to the particular decision. In addition, no treatment may be given to you over your objection, and health care necessary to keep you alive may not be stopped or withheld if you object at the time.

This document gives your agent authority to consent, to refuse to consent or to withdraw consent to any care, treatment, service, or procedure to maintain, diagnose or treat a physical or mental condition. This power is subject to any limitations that you include in this document. You may state in this document any types of treatment that you do not desire. In addition, a court can take away the power of your agent to make health care decisions for you if your agent: (1) authorizes anything that is illegal; or (2) acts contrary to your desires as stated in this document.

You have the right to revoke the authority of your agent by notifying your agent or your treating physician, hospital or other health care provider orally or in writing of the revocation.

Your agent has the right to examine your medical records and to consent to their disclosure unless you limit this right in this document.

Unless you otherwise specify in this document, this document gives your agent the power after you die to: (1) authorize an autopsy; (2) donate your body or parts thereof for transplant or therapeutic or educational or scientific purposes; and (3) direct the disposition of your remains.

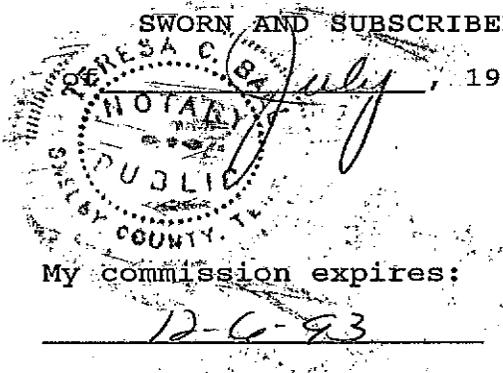
If there is anything in this document that you do not understand, you should ask an attorney to explain it to you. [Acts 1990, ch. 831, Sec. 5.]

I declare under penalty of perjury under the laws of Tennessee that the person who signed this document is personally known to me to be the principal; that the principal signed this durable power of attorney in my presence; that the principal appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney in fact by this document; that I am not a health care provider, an employee of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to the principal by blood, marriage, or adoption; that, to the best of my knowledge, I do not, at the present time, have a claim against any portion of the estate of the principal upon his death; and, that, to the best of my knowledge, I am not entitled to any part of the estate of the principal upon the death of the principal under a will or codicil thereto now existing, or by operation of law.

WITNESS my hand this 22nd day of July, 1993.

Beverly Clements
WITNESS
Julia V. Mattneller
WITNESS

SWORN AND SUBSCRIBED TO BEFORE me this 22nd day of July, 19 93.



Theresa C. Ball
NOTARY PUBLIC

My commission expires:
12-6-93

THIS INSTRUMENT PREPARED BY:
 A. STEPHEN McDANIEL
 5521 Murray Road
 Memphis, TN 38119
 (901) 767-8200

AFFIDAVIT OF INCAPACITY

The undersigned, a duly licensed physician, practicing medicine in the County in which this document is signed and notarized does hereby state as follows:

1. I am a duly licensed physician, having practiced medicine for a period of _____ years.

2. Within the thirty (30) day period prior to the giving of this Affidavit, I conducted an examination of BESSIE B. PHILLIPS.

3. In my professional opinion, as a licensed physician, BESSIE B. PHILLIPS, by reason of advanced age or physical incapacity or mental weakness is presently incapable of managing her own estate, her financial, personal, and legal affairs.

WITNESS my hand this _____ day of _____, 19_____.

STATE OF TENNESSEE
 COUNTY OF SHELBY

BEFORE ME, the undersigned Notary Public, within and for said County and State, duly commissioned and qualified, personally appeared _____, with whom I am personally acquainted, and who, under oath, stated that he/she signed the foregoing Affidavit of Incapacity as his/her free act and deed.

WITNESS my hand and Notarial Seal at office, this _____ day of _____, 19_____.

 NOTARY PUBLIC

My Commission Expires:

THIS INSTRUMENT PREPARED BY:

A. STEPHEN MCDANIEL

5521 Murray Road

Memphis, TN 38119

(901) 767-8200

AFFIDAVIT OF INCAPACITY

The undersigned, a duly licensed physician, practicing medicine in the County in which this document is signed and notarized does hereby state as follows:

1. I am a duly licensed physician, having practiced medicine for a period of _____ years.

2. Within the thirty (30) day period prior to the giving of this Affidavit, I conducted an examination of BESSIE B. PHILLIPS.

3. In my professional opinion, as a licensed physician, BESSIE B. PHILLIPS, by reason of advanced age or physical incapacity or mental weakness is presently incapable of managing her own estate, her financial, personal, and legal affairs.

WITNESS my hand this _____ day of _____, 19____.

STATE OF TENNESSEE
COUNTY OF SHELBY

BEFORE ME, the undersigned Notary Public, within and for said County and State, duly commissioned and qualified, personally appeared _____, with whom I am personally acquainted, and who, under oath, stated that he/she signed the foregoing Affidavit of Incapacity as his/her free act and deed.

WITNESS my hand and Notarial Seal at office, this _____ day of _____, 19____.

NOTARY PUBLIC

My Commission Expires: _____
