

DURABLE FINANCIAL POWER OF ATTORNEY

I, JAMES M. HARRIS, SR., of Hernando, Mississippi, do hereby appoint my son, JAMES M. HARRIS, SR., presently of Olive Branch, Mississippi, or if he is deceased or incompetent or is otherwise unable to so act, then my daughter, MELINDA HARRIS MEACHAM, presently of Hernando, Mississippi, as my true and lawful attorney-in-fact (hereinafter referred to as "my attorney") with full power of substitution, for me and in my name and stead, to transact all my business and to manage all my property and affairs as completely as I might do if personally present, including but not limited to exercising all the powers listed hereafter. This Power of Attorney shall not be affected by my subsequent disability or incapacity. In accordance with the above terms, my attorney shall have all powers allowed by law, specifically including those powers, if and as pertinent, as authorized and enumerated in Tennessee Code Annotated Sections 34-6-108 and 34-6-109, and furthermore shall have all of the following powers:

MANAGEMENT OF ASSETS

1. CASH ACCOUNTS - To collect and receive any money and assets to which I may be entitled; to deposit cash and checks in any of my accounts; to endorse for deposit, transfer or collection, in my name and for my account any checks payable to my order; and to draw and sign checks for me and in my name, including any accounts opened by my attorney in my name at any bank or banks, savings society or elsewhere, and to receive and apply the proceeds of such checks as my attorney deems best.

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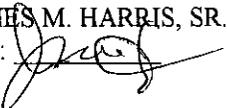
2. STOCKS AND BONDS - To take custody of my stocks, bonds and other investments of all kinds, including all state, foreign and United States Treasury obligations of any type; to give orders for the purchase, sale, surrender or exchange of any such investments and to settle for same or receive the proceeds therefrom; to sign and deliver assignments, stock and bond powers and other documents required for any such sale, assignment, surrender or exchange; to give instructions as to the registration thereof and the mailing of dividends and interest therefrom; to clip and deposit coupons attached to any coupon bonds, whether now owned by me or hereafter acquired; to represent me at shareholders' meetings and vote proxies on my behalf; and generally to handle and manage my investments.

3. PERSONAL PROPERTY - To buy or sell at public or private sale for cash or credit or by any other means whatsoever; to acquire, dispose of, repair, alter or manage my tangible personal property or any interests therein.

4. REAL ESTATE - To lease, sell, assign, release, convey, extinguish or mortgage any interest in any real estate I may own on such terms as my attorney deems advisable; and to purchase or otherwise acquire any interest in and acquire possession of real property or cooperative apartments and to accept all deeds for such property; and to manage, repair, improve, maintain, restore, build, or develop any real property or cooperative apartments in which I now have or may later acquire an interest.

5. SAFE DEPOSIT BOXES - To have access to any and all safe deposit boxes now or hereafter standing in my name; and to add to and to remove all or any part of the contents

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thereof; and to enter into leases for such safe deposit boxes or surrender same.

6. INSURANCE - To procure, change, carry or cancel insurance of such kind and in such amounts against any and all risks affecting property or persons against liability, damage or claim of any sort.

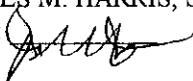
7. BENEFIT PLANS - To apply for and receive any government, insurance and retirement benefits to which I may be entitled, including the right to act as my representative payee with the Social Security Administration, and to exercise any right to elect benefits or payment options; to terminate, to change beneficiaries or ownership, to assign rights, to borrow or receive cash value in return for the surrender of any or all rights I may have in life insurance policies or benefits, annuity policies, plans or benefits, mutual fund and other dividend investment plans and retirement, profit-sharing and employee welfare plans and benefits; to consent or waive consent in connection with designation of beneficiaries and joint and survivor annuities under any employee benefit plan.

8. TAXES - To represent me in all tax matters; to prepare, sign and file federal, state, and/or local income, gift and other tax returns of all kinds, including claims for refunds, requests for extensions of time, petitions to the tax court or other courts regarding tax matters, and any and all other tax related documents, including but not limited to, consents and agreements under Section 2032A of the Internal Revenue Code or any successor section thereto and consents to closing agreements and any power of attorney form required by the Internal Revenue Service and/or any state and/or local taxing authority with respect to any tax year; to pay taxes due,

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collect and make such disposition of refunds as my attorney shall deem appropriate; to post bonds, receive confidential information and contest deficiencies determined by the Internal Revenue Service and/or any state and/or local taxing authority; to exercise any elections I may have under federal, state or local tax law; and generally to represent me or to obtain professional representation for me in all tax matters and proceedings of all kinds and for all periods and tax years before all officers of the Internal Revenue Service and state and local authorities; to engage, compensate and discharge attorneys, accountants and other tax and financial advisers and consultants to represent and/or assist me in connection with any and all tax matters involving or in any way related to me or any property in which I have or may have any interest or responsibility.

9. BORROW - To borrow money for my account on whatever terms and conditions my attorney deems advisable, including the right to borrow money on any insurance policy issued on my life for any purpose; and to pledge, assign, and deliver such policies as security without any obligation whatsoever on the part of such insurance company to determine the purpose for such loan or the application of the proceeds.

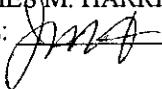
10. EMPLOYMENT OF OTHERS - To employ lawyers, investment counsel, accountants, physicians, dentists and other persons to render services for or to me or my estate and to pay the usual and reasonable fees and compensation of such persons for their services.

11. RENUNCIATION OF FIDUCIARY AND OTHER POSITIONS - To renounce any fiduciary position to which I have been appointed, including the custodianship of any property held for the benefit of a minor; to resign any fiduciary position in which I may be serving and

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either file an accounting with a court of competent jurisdiction or settle on receipt and release or other informal method as my attorney deems advisable; and to renounce or resign from any position as an officer or director of any corporation, or political or governmental body.

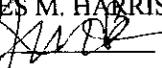
12. APPOINTMENT OF SUCCESSOR - Where I have not provided for a successor or successors to my attorney, my attorney shall have the power to appoint such successor or successors. 13. DISCLAIMER OF INTERESTS - To release or disclaim on my behalf any interest in property.

14. PURCHASE "FLOWER" BONDS - To purchase United States Treasury "Flower" Bonds on my behalf, which are redeemable at par to pay federal estate taxes, and to borrow specifically to enable the purchase of such bonds.

15. CLAIMS - To institute, prosecute, defend, compromise, dissent, or otherwise dispose of and to appear for me in any proceedings at law or in equity or otherwise before any tribunal for the enforcement or for the defense of any claim, either alone or in conjunction with other persons, relating to me or to any property of mine or any other persons, and to obtain, discharge and substitute counsel and authorize appearance of such counsel to be entered for me in any such action or proceeding; and to compromise or arbitrate any claim in which I may be in any manner interested and for that purpose to enter into agreements or to compromise or to arbitrate, either through counsel or otherwise to carry on such compromise or arbitration and perform or enforce any award entered in arbitration.

16. COMPENSATION OF ATTORNEY-IN-FACT - Except as my attorney may

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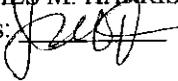
waive same from time to time, my attorney shall be compensated as such in accordance with the fee schedule of a corporate fiduciary located in my county of domicile, which fiduciary my attorney may select, which schedule would be applicable if such corporate fiduciary were serving as a trustee of my assets, and my attorney may negotiate and fix the compensation of any successor or successors my attorney may appoint.

MISCELLANEOUS

17. POWER TO WITHDRAW - To demand, withdraw and receive the income or corpus of any trust over which I have the power to make withdrawals; to request and receive the income or corpus of any trust with respect to which the trustee thereof has the discretionary power to make distribution to or on my behalf; and to execute a receipt and release or similar document for the property so received.

18. GIFTS - To make gifts, as limited hereafter, either outright or in trust or, in the case of minors, in accordance with the Uniform Gifts/Transfers to Minor Act and, in the case of gifts made in trust, to execute a deed of trust for such purpose designating one or more persons, including my attorney as original or successor trustees. This power includes the right to make additions to an existing trust and does not require my attorney to treat the donees equally or proportionately and may entirely exclude one or more permissible donees and the pattern followed on the occasion of any such gift or gifts need not be followed on the occasion of any other gift or gifts. However, the donees of such gifts may only be my spouse, descendants, trusts for their benefit, and recognized charities (IRS 501(c)(3) organizations) to which my said attorney believes

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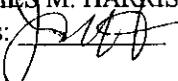
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I would wish such gifts to be made, and such gifts, other than to my spouse or intended charities, shall be limited in amount to an aggregate value not in excess of, and shall be made as to each donee in such manner as to qualify in their entirety for, the annual exclusion from the Federal Gift Tax permitted under Section 2503(b) and Section 2513(a), if applicable, of the Internal Revenue Code, or any successor provision(s) of the Code. My attorney in fact has the power to create a Special Needs Trust or Supplemental Needs Trust for the benefit of any of my issue (children or grandchildren) who are disabled and unable to maintain substantial gainful employment. I further authorize my attorney in fact to make annual exclusion gifts, as often as annually, to fund such trust. If any of my issue becomes disabled, I further authorize my attorney in fact to amend any revocable trust I may have formed as to any distribution that would have been made to such issue and to instead provide that such distribution shall be placed in such Special Needs Trust or Supplemental Needs Trust. In exercising this power, my attorney in fact shall obtain legal counsel to carefully review the tax and public benefits implications of establishing and funding a Special Needs Trust or Supplemental Needs Trust for my estate and for the estate of the disabled beneficiary of such trust.

19. CREATION OF TRUST - To execute a deed of trust, designating one or more persons, including my attorney, as original or successor trustee(s) and to transfer to the trust any or all property owned by me as my attorney may decide, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate, or be applied for my benefit, and upon my death, any remaining balance of principal or unexpended income of the trust

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shall be distributed to my estate, or to one or more of those donees enumerated in Paragraph 18 immediately above. Furthermore, the deed of trust shall be amendable and revocable at any time and from time to time, in whole or in part, by me or my attorney, provided that any such amendment by my attorney shall not include any provision which could not be included in the original deed.

20. ADDITIONS TO OR EXTENSION OF AN EXISTING TRUST BENEFITTING ME - To add, at any time or times, any or all of the property owned by me to any trust in existence for my benefit when this power was created, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate or be applied for my benefit during my lifetime and upon my death, any remaining principal and unexpended income of the trust is directed to be distributed to my estate. Also, to extend any trust for my benefit if the instrument creating the trust permits an extension.

21. NOMINATION OF GUARDIAN - To nominate the guardian of my estate or person for consideration by a court if incompetency proceedings for my estate or person are hereafter commenced.

22. EXECUTE DOCUMENTS, ENTER INTO CONTRACTS, AND PAY REASONABLE COMPENSATION OR COSTS IN IMPLEMENTING THE ABOVE POWERS - To sign, execute, deliver, acknowledge and make declarations in any document or documents that may be necessary, desirable, convenient or proper in order to exercise any of the powers described; to enter into contracts; and to pay reasonable compensation or costs in the

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exercise of any such powers.

23. THIRD PARTY RELIANCE - For the purposes of inducing any bank, broker, custodian, insurer, lender, transfer agent, taxing authority, governmental agency, or other party to act in accordance with the powers granted in this document, I hereby represent, warrant and agree that:

A. If this document is revoked or amended for any reason, I, my estate, my heirs, successors, and assigns will hold such party or parties harmless from any loss suffered, or liability incurred, by such party or parties in acting in accordance with this document prior to that party's receipt of written notice of any such termination or amendment.

B. The powers conferred on my attorney by this document may be exercised by my attorney alone and my attorney's signature or acts under the authority granted in this document may be accepted by third parties as fully authorized by me and with the same force and effect as if I were personally present, competent, and acting on my own behalf.

C. No person who acts in reliance upon any representation my attorney may make regarding the scope of authority granted under this document shall incur any liability to me, my estate, my heirs, successors or assigns for permitting my attorney to exercise any such power, nor shall any person who deals with my attorney be responsible to determine or insure the proper application of funds or property.

D. All third parties from whom my attorney may request information regarding my personal affairs are hereby authorized and directed to provide such information to my attorney

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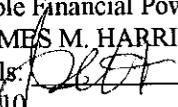
without limitation and are released from any legal liability whatsoever to me, my estate, my heirs, successors or assigns for complying with my attorney's requests. If I have the capacity to confirm this authorization at the time of the request, third parties may seek such confirmation from me if they so desire. I hereby waive all privileges which may be applicable to such information and records, and to any communication pertaining to me and made in the course of a lawyer-client relationship.

E. My attorney shall have the right to seek appropriate court orders mandating acts which my attorney deems appropriate if a third party refuses to comply with actions taken by my attorney which are authorized by this document, or enjoining acts by third parties which my attorney has not authorized. In addition, my attorney may bring legal action against any third party who fails to comply with actions I have authorized my attorney to take and demand damages, including punitive damages, on my behalf for such noncompliance.

24. RELIANCE ON POWER - This power may be accepted and relied upon by anyone to whom it is presented until such person either receives written notice of revocation by me or a guardian or similar fiduciary of my estate or has actual knowledge of my death.

25. HOLD HARMLESS - All actions of my attorney shall bind me and my heirs, distributees, legal representatives, successors and assigns, and for the purpose of inducing anyone to act in accordance with the powers I have granted herein, I hereby represent, warrant and agree that if this power of attorney is terminated or amended for any reason, I and my heirs, distributees, legal representatives, successors and assigns will hold such party or parties harmless

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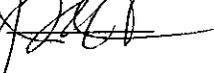
from any loss suffered or liability incurred by such party or parties while acting in accordance with this power prior to that party's receipt of written notice of any such termination or amendment.

26. MISSISSIPPI LAW GOVERNS - Questions pertaining to the validity, construction and powers created under this instrument shall be determined in accordance with the laws of the State of Mississippi.

27. RECORDATION/DURATION - This power, or abstract of same, may be recorded by me or my then-acting attorney-in-fact in the Desoto County, Mississippi Register's office, which is my current county of residence and in such other counties and states as I, or my then-acting attorney-in-fact deem appropriate. However, the lack of Recordation shall not limit the authority of my attorney-in-fact to take any action otherwise granted herein. This power shall be valid until a written revocation of same by me is recorded in the appropriate office of Desoto County, Mississippi, which is my current county and state of residence. This power shall have no termination period otherwise, except for my death. Any third party who is asked by my attorney-in-fact to rely on the authority granted to my attorney-in-fact herein may do so without any legal liability whatsoever to me, my heirs successors, assignees, or representative(s) of my estate, so long as this power has not been duly revoked by recordation.

28. DEFINITIONS, NUMBER AND GENDER. Throughout this instrument, unless the context in which used clearly requires another construction, (i) the masculine gender shall be deemed to include the feminine, or neuter or both, and the neuter gender shall include the

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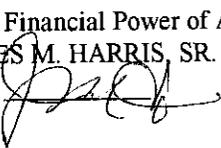
masculine or feminine or both; (ii) the singular person shall include the plural, and the plural shall include the singular; (iii) the words, "attorney", "attorneys", "attorney-in-fact", and "attorneys-in-fact" shall include and mean the individual or entity, or individuals and/or entities, then serving as my agent or agents under this Power of Attorney.

29. HEADINGS FOR REFERENCE ONLY. The headings of each paragraph of this Power of Attorney are for ease of reference only, and in the event of a conflict between the heading of a paragraph hereof and the content of such paragraph, the substantive provisions of such paragraph shall control.

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IN WITNESS WHEREOF, and intending to be legally bound hereby, I have signed this power of attorney this 25 day of June, 2003.

James M. Harris, Sr.
JAMES M. HARRIS, SR.
Address: 3410 Old Highway 51 S.
Hernando, MS 38632
Social Security No.: 428-44-8652

WITNESSES:

[Signature]
Witness

[Signature]
Witness

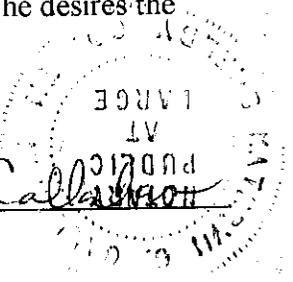
ACKNOWLEDGMENT

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 25th day of June, 2003, personally appeared before me, a Notary Public in and for the said County and State, the above-named JAMES M. HARRIS, SR., who acknowledged the foregoing Power of Attorney to be his act and deed and that he desires the same might be recorded as such according to law.

WITNESS my hand and Notarial Seal the day and year aforesaid.

Kathryn C. Callahan
Notary Public



My Commission Expires:

11-21-06

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Prepared By: James McMahan
Attorney at Law
1355 Lynnfield, Suite 101
Memphis, TN 38119
Phone: 901- 681-0500

AMENDED ACKNOWLEDGMENT

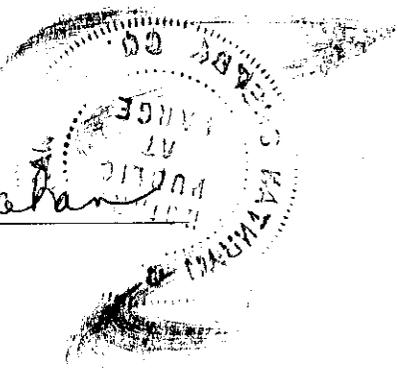
STATE OF TENNESSEE

COUNTY OF SHELBY

On the 25th day of June, 2003, personally appeared before me, the undersigned authority in and for the said county and state, within my jurisdiction, the within named James M. Harris, Sr., who acknowledged that he executed the above and foregoing instrument.

Witness my hand and Notarial Seal as of the day and year aforesaid.

Kathryn C. Callahan
Notary Public



My Commission Expires:

11-21-06

This Amended Acknowledgment is done for the express purpose of correcting the form of the original acknowledgment to conform to requirements of applicable Mississippi statutes.