

STATE MS.-DESOTO CO.
FILED
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SPECIAL POWER OF ATTORNEY

BK 102 PG 142
W.E. DAVIS CH. CLK.

I, Jane B. Whitener, residing at 10215 Victor Drive, Olive Branch, Mississippi 38654, hereby appoint Robert A. Hayes of 405 Lee Road, Byhalia, Mississippi 38611, as my attorney-in-fact ("Agent") to exercise the powers and discretions described below.

If the Agent is unable to serve for any reason, I appoint Jon P. Whitener, of 5780 Honey Oak Drive, Hernando, Mississippi 38632, as my alternate or successor Agent, as the case may be to serve with the same powers and discretions.

My agent shall have full power and authority to act on my behalf but only to the extent permitted by this Special Power of Attorney. My Agent's powers shall include the power to:

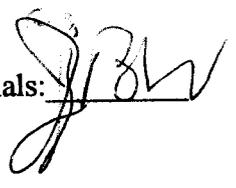
1. Open, maintain or close bank accounts (including, but not limited to, checking accounts, savings accounts, and certificates of deposit), brokerage accounts, retirement plan accounts, and other similar accounts with financial institutions. This power shall include the authority to conduct any business with any banking or financial institution with respect to any of my accounts, including, but not limited to, making deposits and withdrawals, negotiating or endorsing any checks or other instruments with respect to any such accounts, obtaining bank statements, passbooks, drafts, money orders, warrants, and certificates or vouchers payable to me by any person, firm, corporation, or political entity.

2. Sell or convey any interest of mine in real estate located at

6593 Pleasant Acres Drive
Olive Branch, Mississippi
and legally described as Lot #153, Magnolia Estates, Olive Branch, MS.
The total sale price must be at least \$70,000.00.

6601 Pleasant Acres
Olive Branch, Mississippi
and legally described as Lot #151, Magnolia Estates, Olive Branch, MS.
The total sale price must be at least \$70,000.00.

This power shall include the power to (i) sell upon such terms as my Agent shall deem appropriate, subject to the limitations (if any) stated above, (ii) sign any documents (including deeds) that may be required to convey title to such property, and (iii) collect and receive the proceeds from any such sale.

Initials: 

3. Manage, insure, improve, repair, collect rents, execute leases, or take any other action that a landlord might take, with respect to any interest of mine in real estate located at:

6593 Pleasant Acres Drive
Olive Branch, Mississippi
and legally described as Lot #153, Magnolia Estates, Olive Branch, MS.

6601 Pleasant Acres
Olive Branch, Mississippi
and legally described as Lot #151, Magnolia Estates, Olive Branch, MS.

4. Act on my behalf with respect to the following matters:

- Enter into binding contracts on my behalf.

5. Subject to other provisions of this document, disclaim any interest which might otherwise be transferred or distributed to me from any other person, estate, trust, or other entity, as may be appropriate. However, my Agent may not disclaim assets to which I would be entitled, if the result is that the disclaimed assets pass directly or indirectly to my Agent or my Agent's estate.

I hereby grant to my Agent the full right, power, and authority to do every act, deed, and thing necessary or advisable to be done regarding the above powers, as fully as I could do if personally present and acting.

Any power or authority granted to my Agent under this document shall be limited to the extent necessary to prevent this Power of Attorney from causing, (i) my income to be taxable to my Agent, (ii) my assets to be subject to a general power of appointment by my Agent, or (iii) my Agent to have any incidents of ownership with respect to any life insurance policies that I may own on the life of my Agent.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney. A successor Agent shall not be liable for acts of a prior Agent.

My Agent shall not be entitled to any compensation, during my lifetime or upon my death, for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred as a result of carrying out any provision of this Power of Attorney.

My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, but only if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective immediately, and shall not be affected by my disability or lack of mental competence, except as may be provided otherwise by an applicable state statute. This is a Durable Power of Attorney. This Power of Attorney shall continue effective until March 31, 2004. This Power of Attorney may be revoked by me at any time by providing written notice to my Agent.

Dated 1/14, 2004, at Olive Branch, Mississippi

Jane B. Whitener
Jane B. Whitener

STATE OF MISSISSIPPI, COUNTY OF DESOTO, ss:

On this 14 day of January, 2004, before me, Sheila C Wilkes, personally appeared Jane B. Whitener, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he/she executed the same as for the purposes therein contained.

Sheila C Wilkes
Notary Public
NOTARY
SE My commission expires 1/19/2007
DESOTO COUNTY, MS

This document was prepared by:

Name: Derek Hayes
Address: 2106 Lennox Road
Richmond, Virginia 23228
(804)377-7908

Initials: JBW