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DURABLE POWER OF ATTORNEY

OF

Catherine G. Waldron

I. PRINCIPAL AND ATTORNEY-IN-FACT

I, Catherine G. Waldron, who resides at 1336 Hall Road, Nesbit, Mississippi 38651, appoint the following person to serve as my attorney-in-fact, to act for me in any lawful way with respect to the subjects indicated below.

Name: Jo Ann Foreman
Address: 8576 Malone Road
Olive Branch, MS 38654

If Jo Ann Foreman resigns or is unable or unwilling to serve as my attorney-in-fact, I appoint the following person to serve as my successor attorney-in-fact:

Name: Larry Waldron
Address: 195 Freeland Road
Buchanan, TN 38222

II. EFFECTIVE TIME

This Power of Attorney shall become effective immediately, and shall not be affected by any subsequent disability or incapacity of the principal. This is a Durable Power of Attorney.

III. POWERS OF ATTORNEY-IN-FACT

My attorney-in-fact shall have the power to act in my name, place and stead in any way which I myself could do with respect to the following matters to the extent permitted by law:

YOUR ATTORNEY-IN-FACT SHALL BE AUTHORIZED TO ENGAGE ONLY IN THOSE ACTIVITIES THAT ARE INITIALED.

- (CW) REAL ESTATE TRANSACTIONS:
- Manage, sell, transfer, lease, mortgage, pledge, refinance, insure, maintain, improve, and perform any and all other acts with respect to real property and interests in real property that I own now or later acquire.
 - Defend, settle and enforce by litigation a claim to real property and interests in real property that I own now or later acquire.
 - Buy, lease or otherwise acquire real property or an interest in real property.
 - Execute deeds, mortgages, releases, satisfactions and other instruments relating to real property and interests in real property that I own now or later acquire.

- (CW) PERSONAL PROPERTY TRANSACTIONS:
- Buy or otherwise acquire ownership or possession of, sell or otherwise dispose of, mortgage, pledge, assign, lease, insure, maintain, improve, pay taxes on, and otherwise manage tangible personal property and interests thereof that I now own or later acquire.

- (CW) BANKING TRANSACTIONS:
- Conduct any business with banks and other financial institutions, including but not limited to the following:
- Signing and endorsing all checks and drafts in my name.
 - Withdrawing funds from accounts.
 - Opening, maintaining and closing accounts or other banking arrangements.
 - Hiring safe deposit boxes, entering into them and removing articles from them.
 - Borrowing money, pledging property as security, and negotiating terms of debt payments.
 - Applying for and receiving letters of credit, credit cards and traveler's checks, and giving an indemnity or other agreement in connection with letters of credit.

(CW)

INSURANCE AND ANNUITY TRANSACTIONS:

- Obtain, modify, renew, convert, rescind, pay the premium on or terminate insurance and annuities of all types for myself and for my family and other dependents.
- Designate the beneficiary of the contract, but the attorney-in-fact may be named a beneficiary of the contract, or an extension, renewal, or substitute for it, only to the extent the attorney-in-fact was named as a beneficiary under a contract procured by the principal before signing this Power of Attorney.
- Surrender and receive the cash value, borrow against or pledge any insurance or annuity policy.

(CW)

LEGAL ACTIONS:

To act for me in all legal matters, whether claims in my favor or against me, including but not limited to retaining attorneys on my behalf; appearing for me in all actions and proceedings, commencing actions in my name, signing all documents, submitting claims to arbitration or mediation, settling claims and paying judgments and settlements.

(CW)

GOVERNMENT ASSISTANCE:

Claim and collect benefits from social security, Medicare, Medicaid, or other government programs or civil or military service.

(CW)

RETIREMENT PLANS:

To act for me in all matters that affect my retirement or pension plans, including but not limited to selecting payment options, designating beneficiaries, making contributions, exercising investment powers, making "rollovers" of plan benefits, borrowing or selling assets from the plan, and, if I am a spouse who is not employed, waiving my right to be a beneficiary of a joint or survivor annuity.

(CW)

TAXES:

- Prepare, exercise any available election, and sign tax returns and related documents.
- Pay taxes due, collect refunds, post bonds, receive confidential information.
- Represent me in all income tax matters before any federal, state, or local tax collecting agency.

My attorney-in-fact is empowered to take all further action, including the payment of expenditures and the preparation and execution of all documents, as the attorney-in-fact deems necessary or appropriate in order to fully effectuate the purposes of the foregoing matters.

IV. GENERAL PROVISIONS

1. Reliance By Third Parties. I hereby agree that any third party receiving a duly executed copy or copy of this document may rely on and act under it. Revocation or termination of this Power of Attorney shall be ineffective as to the third party unless and until actual notice or knowledge of the revocation or termination has been received by the third party. I, for myself and for my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any third party from any and all claims because of reliance on this instrument in good faith.

2. Severability. If any provision hereof is found to be invalid or unenforceable, such invalidity or unenforceability shall not affect the other provisions of this document, and such other provisions shall be given effect without the invalid or unenforceable provision.

3. Revocation. I may revoke this Power of Attorney at any time.

4. Accounting. My attorney-in-fact shall provide an accounting for all funds handled and all acts performed as my attorney-in-fact, but only upon my request or the request of a personal representative or a fiduciary acting on my behalf. Any requirement of my attorney-in-fact to file inventories and accounts with the county clerk or with the court is specifically waived.

5. Compensation and Reimbursement. My attorney-in-fact shall not be compensated for services provided on my behalf pursuant to this Power of Attorney. My attorney-in-fact shall be reimbursed for all reasonable expenses incurred relating to his responsibilities under this Power of Attorney.

6. No Personal Benefit. Except as specifically provided for in this document, my attorney-in-fact is prohibited from personally benefiting from any transaction engaged in or on my behalf, or from using my assets to discharge any of his or her own legal obligations, excluding me and those and I am legally obligated to support.

7. Commingling of Funds. My attorney-in-fact is permitted to commingle my funds and assets with his or her own.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the date set forth below.

Date: 12-15-03

D. 12-15-03

Catherine G. Waldron
Signature of Catherine G. Waldron

This document was prepared by:

Name: Jo Ann Foreman

Address: 8576 Malone Rd.
Olive Branch, MS 38654

662-895-8019

WITNESSES

By signing as a witness, I am acknowledging the signature of the principal who signed in my presence, and the fact that he or she stated that this Power of Attorney reflects his or her wishes and is being executed voluntarily. I believe the principal to be of sound mind. I have not been appointed as attorney-in-fact by the principal, am not related to him or her by blood, marriage or adoption, and, to the best of my knowledge, am not entitled to any portion of his or her estate under his or her will.

1. _____
(Signature of witness) (Print Name)

(Address)

(City, State, ZIP)

2. _____
(Signature of witness) (Print Name)

(Address)

(City, State, ZIP)

ACKNOWLEDGMENT
OF NOTARY PUBLIC

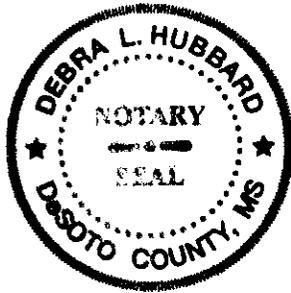
State of Mississippi

County of DeSoto

On this 15th day of December, 2003, before me, the undersigned Notary Public, personally appeared Catherine G. Waldron, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individual who signed the foregoing Power of Attorney and acknowledged to me that he or she executed the same in his or her authorized capacity, and that by such signature, the person executed the instrument.

Witness my hand and seal.

Signature of Notary Public: Debra L. Hubbard



MY COMMISSION EXPIRES:
JULY 13, 2007