

GENERAL DURABLE POWER OF ATTORNEY AND PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, JEANNE R. BELL, of Shelby County, Tennessee, do hereby make, constitute and appoint my husband, MITCHELL L. BELL, as my true and lawful attorney and general business agent and proxy to manage all my property and estate and conduct all my business affairs under the Uniform Durable Power of Attorney Act (T.C.A. 34-6-101, et seq.); if he is unable or unwilling to serve in that capacity for any reason, then I hereby make, constitute and appoint my sister-in-law, SHIRLEY R. McELHANEY, as First Alternate attorney; if she is unable or unwilling to serve in that capacity for any reason, then I hereby make, constitute and appoint my son, CARTER T. McDANIEL, as Second Alternate attorney; for me in my name, place and stead and for my use and benefit, and as my act and deed, to do and keep, among other things, all or any of the following:

(1) To do everything necessary to transfer, assign, convey and deliver any interest I may have in real or personal property owned by me to THE MITCHELL AND JEANNE R. BELL REVOCABLE LIVING TRUST, dated January 16th, 2003, and any amendments thereto (of which I am the Grantor).

(2) To sell, hold, invest, mortgage, buy, pledge, hypothecate, or otherwise encumber, deed, convey, lease, or let all or any part of my property and estate, and any real or personal property owned by THE MITCHELL L. AND JEANNE R. BELL REVOCABLE LIVING TRUST, including any amendments; and to eject, remove or relieve tenants or other persons from and recover possession of any of my property by suit or other lawful means; and to maintain, preserve, insure, rebuild, modify, or improve any and all such property, real, personal or mixed, and,

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particularly, but not limited to any real estate of mine situated in the State of Tennessee.

(3) To do and transact all and every kind of business of whatsoever kind or nature, including the receipt, recovery, collection, payment, compromise, settlement, and adjustment of any and all accounts, legacies, bequests, trust, dividends, annuities, debts, taxes and other obligations which may now or hereafter be due, owing or payable by me or to me, or THE MITCHELL L. AND JEANNE R. BELL REVOCABLE LIVING TRUST.

(4) To make, endorse, accept, sign, seal, receipt for, and deliver any and all stock certificates, deeds, checks, notes, bonds, vouchers, and any other instruments in writing as may be deemed proper, including but not limited to social security, pension and old age benefits or checks and vouchers issued by the United States of America or any state or person, firm or corporation, owed to me or THE MITCHELL L. AND JEANNE R. BELL REVOCABLE LIVING TRUST.

(5) To deposit and withdraw in my name in or from any banking institution, or other depository, any funds or negotiable instruments, which may be in my name or due me or owned by or due to THE MITCHELL L. AND JEANNE R. BELL REVOCABLE LIVING TRUST, at any time or which I may now or hereafter have on deposit in any bank or depository or insurance company; and to enter and have full access to any and all safe deposit boxes, vault, storage warehouse or other depository, in my name or held by me, or said Revocable Trust, at this time or from time to time hereafter.

(6) To sell, assign, transfer, set over or purchase any stocks of any corporation, bonds, mutual funds or other securities owned by me or any Revocable Trust and for that purpose to make and execute all necessary acts of transfer.

(7) To institute, defend, prosecute, compromise and dispose of any suits at law or equity, administration or arbitration proceedings, or otherwise engage in litigation or in the compromise and settlement of any claims, suits or proceedings, in my name or for my benefit and at my expense and to sign in my behalf any and all pleading, receipts, releases, deeds or other paper writings as fully and to all intents and purposes as if I were personally acting and executing same; and also acknowledge and record same.

(8) To vote any and all shares of stock now or hereafter held by me in my name, or THE MITCHELL L. AND JEANNE R. BELL REVOCABLE LIVING TRUST, or otherwise, or acquired and held in the name of my said attorney hereinabove named, as well as any and all bonds or other investments, rights or interests which I may now or hereafter hold in my name, or THE MITCHELL L. AND JEANNE R. BELL REVOCABLE LIVING TRUST, or which my said attorney may hold for my benefit; and my said attorney may execute proxies to vote any and all such shares of stock, bonds or other investments.

(9) To employ and dismiss agents, accountants and attorneys to act for me and in my behalf.

(10) To prepare, sign, execute and file in my name any and all federal and state income tax returns, declarations or estimates of tax and any and all other tax returns, governmental reports or applications, local, state or federal, whether joint, several, individual, or in partnership; and represent me before the Internal Revenue Service or Treasury Department of the United States or any other department, service or bureau of the federal, state or local government, including but not limited to tax proceedings, deficiency assessments, investigations, protests, claims for refund, proceedings in the Tax Court of the United States, or other tax suits or appeals therefrom, local, state or federal, and to fully and finally compromise any

and all such tax claims, suits and proceedings, local, state and federal, of any kind or nature, as my said attorney may deem best.

(11) Except to the extent that that adverse gift, estate, inheritance and/or income tax consequences would result to my attorney-in-fact as a result of the exercise of or action take pursuant to the following power, my attorney-in-fact shall also specifically have the following powers: To make gifts, grants or other transfers without consideration to my family members, including my attorney-in-fact, if he or she is a family member, directly or in trust, provided that gifts, except to my spouse, must be limited to amounts which are exempt from federal gift tax pursuant to Section 2503(b) (gifts of no more than \$11,000 per year per person, unless my spouse joins in the gift for tax purposes) or Section 2503(e) (gifts for educational or medical expenses) of the Internal Revenue Code of 1986 or any subsequent amendments thereto. In addition, no such gifts shall be made to my attorney-in-fact or family member for the purpose of satisfying any legal support obligations of my attorney-in-fact or any of them. Gifts may be made by my attorney-in-fact to continue any gifting program previously established by me or in those instances where my attorney-in-fact reasonably determines that such gifts are prudent for tax planning, asset protection planning, and other reasonable purposes.

(12) I authorize my true and lawful attorney to exercise any or all of the powers set forth in Tennessee Code Annotated Section 34-6-109, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim.

This instrument shall be construed and interpreted as a general power of attorney and I hereby revoke, annul and cancel any previous general powers of attorney heretofore executed by me. The enumeration of specific items, rights, acts, or powers herein shall not 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.

(13) To sign on my behalf under this Power of Attorney as, "Jeanne R. Bell by Mitchell L. Bell, her Attorney-in-fact."

(14) To purchase and/or renew insurance of such kind and in such amounts as my said attorney-in-fact shall deem to be advisable to protect my assets against any hazard, to claim any benefits or proceeds on my behalf, and to purchase medical insurance for me or any dependent of mine.

(15) Pursuant to the Durable Power of Attorney Act of the State of Tennessee, Tennessee Code Annotated sections 34-6-101 et seq., the rights, powers, and authority of said attorney-in-fact granted in this instrument shall become effective immediately and shall remain in effect regardless of any later incapacity. Such rights, powers, and authority shall remain in full force and effect thereafter until I give notice in writing that such power is terminated. I hereby expressly ratify the aforesaid Uniform Durable Power of Attorney Act, and all rights, powers, and benefits of such Act are hereby adopted with the full intent that this Power of Attorney shall be a Durable Power of Attorney pursuant to said Act. Furthermore, I authorize my attorney-in-fact and any other later substituted attorney-in-fact to waive on my behalf my client-attorney privilege as necessary for the attorney-in-fact to function fully on my behalf and as they deem necessary at their sole discretion.

NOTICE TO THIRD PARTIES: Section 34-6-109(17) of the Tennessee Code Annotated authorizes the attorney-in-fact to "sue, defend or compromise suits and legal actions, employ counsel in connection with the same, including the

power to seek a declaratory judgment interpreting this power of attorney, or a mandatory injunction requiring compliance with the instructions of the principal's attorney-in-fact, or actual and punitive damages against a person failing or refusing to follow the instructions of the principal's attorney-in-fact.

(16) I do hereby nominate the hereinabove designated attorney-in-fact as conservator of my estate, and/or conservator of my person for consideration by the Court if protective proceedings for my person or estate are hereafter commenced.

(17) Third parties who act in reliance upon the authority granted to the attorney-in-fact hereunder and in accordance with the instructions of the attorney-in-fact shall be held harmless by the Principal from any loss suffered or liability incurred as a result of actions taken prior to receipt of any written notice of revocation, suspension, notice of a petition to determine incapacity, partial or complete termination, or death of the Principal.

(18) The attorney-in-fact is not liable for any acts or decisions made by the attorney-in-fact in good faith and under the terms of this instrument.

Except where the context otherwise requires, the masculine includes the feminine, the singular includes the plural and vice-versa.

All questions pertaining to the validity, interpretation and administration of this Durable Power of Attorney shall be determined in accordance with the laws of the State of Tennessee.

NOTICE: I understand that this Durable Power of Attorney is an important legal document. Before executing this document, my lawyer explained to me the following:

1. This document provides my said attorney-in-fact with broad powers to dispose, sell, convey and encumber my real and personal property, and to make gifts of my property to family members in such amounts as my attorney-in-fact may determine.

2. The powers granted in this Durable Power of Attorney will exist for an indefinite period of time unless I limit their duration by the terms of this Durable Power of Attorney or revoke this Durable Power of Attorney. These powers will continue to exist notwithstanding my subsequent disability or incapacity.

3. I have the right to revoke or terminate this Durable Power of Attorney at any time; and

4. A photocopy of this Durable Power of Attorney shall be as valid in place of the original. Persons relying on this Durable Power of Attorney, unless they have specific notification or knowledge of its revocation, shall be protected and indemnified for actions they take in reliance upon this document.

I hereby ratify, allow and hold firm and valid all and whatsoever my said attorney-in-fact shall have heretofore lawfully done, or shall hereafter do or cause to be done by virtue of these presents.

GIVING AND GRANTING unto my said attorney full power and authority to do and perform all and every act, deed, and thing, with respect to my property and estate and business affairs, with full power of substitution in the premises, from time to time, as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present. The above specially enumerated powers are in aid and exemplification of the complete and general powers herein granted and not in limitation or definition thereof.

In the event of my physical or mental disability, this Power of Attorney shall not be revoked but shall be continued in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my signature, this day
January 16th, 2003.

Jeanne R. Bell
 JEANNE R. BELL

Ira Ray McElroy
 WITNESS

Shelby B. McElroy
 WITNESS

WITNESS AFFIDAVIT

We, the undersigned attesting witnesses to the Durable Power of Attorney of JEANNE R. BELL, Principal, at her request and being first duly sworn, do make oath that on the date last written above the said Principal declared to us that the within and attached instrument is a Durable Power of Attorney and that she executed the same as such and requested each of us to sign it as Witnesses. The within and foregoing instrument was thereupon signed, sealed, and executed in our presence by the Principal, and we, at the Principal's request and in the Principal's sight and presence and in the sight and presence of each other, thereupon signed our names as Witnesses. We further make an oath that we are acquainted with the Principal, that she is over the age of eighteen (18) years, that she was at the time of the signing of sound mind and memory, and that to the best of our knowledge and belief, the foregoing instrument was executed freely and voluntarily without influence or duress.

Date: January 16th 2003

Ira Ray McElhenny
WITNESS

Shirley B. McElhenny
WITNESS

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JEANNE R. BELL, and Ira Ray McElhenny and Shirley McElhenny, Witnesses, to me known to be the persons described in and who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence), and acknowledged that he or she executed the same for the purposes therein contained. I declare under penalty of perjury that JEANNE R. BELL appears to be of sound mind and under no duress, fraud or undue influence.

WITNESS my hand and notarial seal at office, this day
January 16th, 2003.

Jack S. Woods
NOTARY PUBLIC

My commission expires: 11-01-2006

