

**PROUD & HARPER, P.A.**  
 LAWYERS  
 500 GETWELL ROAD, C-1  
 WHEELING, MISSISSIPPI 39072  
 (662) 936-5656  
 FILE # 07-3009

P 3/01/07 2:15:20  
 BK 118 PG 708  
 DESOTO COUNTY, MS  
 W.E. DAVIS, CH CLERK  
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**LIMITED POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that I, MARY LEE FULMER FRANKE, of 116 Monroe Dr. Pab Alto Ca 94306 have made, constituted and appointed and by these presents do make, constitute and appoint JANE CLARK FULMER, as my true and lawful attorney to act in my stead for the sale of real property described as being approximately 1.147 acres located at the northeast corner of Church Road and Highway 305 in Desoto County, Tennessee and as more particularly described on the attached "Exhibit A," it being understood that there may be some modification in the actual description of said property;

I do give and grant to my said attorney full and plenary power and authority to do and perform all and every act and thing with respect to my right, title and interest in and to the property described in Exhibit "A", for the purposes of consummating the transfer of said property to Desoto County, Mississippi, including the right to execute, acknowledge and deliver for me and in my name such contracts for the sale and purchase of real estate, deeds, agreements, settlement sheets, affidavits, and any and all other instruments in writing of whatever kind as may be necessary or proper in the premises as I might or could do if personally present and acting in my own behalf.

I further authorize and instruct my said attorney in fact to execute on my behalf plats including the final plat of the subject property for subdivision, the same as if I did so myself by and to have the said plat recorded in the office of the Chancery Court Clerk of Desoto County, Mississippi and/or such other office or offices as may be necessary for the proper consummation of this transaction;

It is my understanding that the proceeds check for said sale shall be made out to "Fulmer Farms" and forwarded to said Jane Clark Fulmer to be placed into an account in the name of "Fulmer Farms." I understand that the closing attorney, Clyde M. Crutchfield's only responsibility regarding the proceeds is to deliver a check in the name of "Fulmer Farms" for the agreed upon amount as shown on the final settlement sheets used at the closing of the sale of the said property;

It is my intention by this Limited Power of Attorney to fully invest JANE CLARK FULMER with all powers and authority as my agent and attorney-in-fact necessary to act fully and completely in my place and stead with regard to the transactions contemplated herein as if I were personally taking such actions. This Limited Power of Attorney shall remain in effect for a period not to exceed ninety (90) days from the date hereof, and shall be binding upon me, my estate, and my personal representatives. This Limited Power of Attorney shall be for the specific purpose of disposing of the aforementioned real property and for no other purpose; however, as stated above, my said "Attorney in Fact" is given the specific authority to execute on my behalf any plats necessary for the completion of this transaction.

I hereby ratify, confirm, and ratify the lawful acts of my said Attorney-in-Fact done pursuant to the powers herein conferred upon her. IT IS FURTHER MY SPECIFIC INTENT AND DESIRE THAT THIS APPOINTMENT OF ATTORNEY IN FACT REMAIN IN FULL FORCE AND EFFECT EVEN IN THE EVENT OF MY MENTAL OR PHYSICAL DISABILITY.

This the \_\_\_ day of October, 2006.

Mary Lee Fulmer Franke (Mary Lee Fulmer Franke)  
 Mary Lee Fulmer Franke  
 SEE PAGE TWO FOR ACKNOWLEDGEMENT OF SIGNATURE

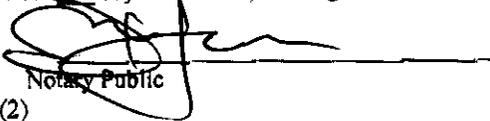
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ACKNOWLEDGEMENT

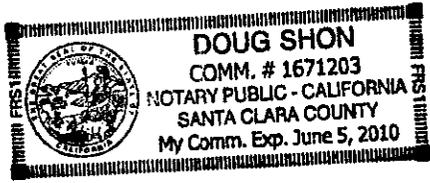
STATE OF Ca. COUNTY OF Santa Clara.

Personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, the within named Mary Lee Fulmer Franke, who acknowledged that she signed and delivered the above and foregoing instrument on the day and year therein mentioned.

Given under my hand and official seal of office this the 30 day of October, 2006.

My Commission Expires: 6-5-10   
Notary Public

(2)



**LEGAL DESCRIPTION - SUBJECT PROPERTY**

BEING A LEGAL DESCRIPTION OF PART OF THE FREDA FULMER, ET AL PROPERTY OF RECORD IN WARRANTY DEED AT BOOK 352 - PAGE 202 AND BOOK 268 - PAGE 208 AT THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI, SAID PART TO BE KNOWN FOR THE PURPOSES OF THIS DESCRIPTION AS THE "SUBJECT PROPERTY", SAID SUBJECT PROPERTY BEING DESCRIBED AS:

A TRACT OF LAND BEING PART OF THE SOUTHWEST QUARTER OF SECTION 3, TOWNSHIP 2, RANGE 6 WEST, BEING SITUATED IN OLIVE BRANCH, DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS:

COMMENCING AT THE LOCALLY RECOGNIZED SOUTHWEST CORNER OF SAID SECTION 3, SAID SOUTHWEST CORNER AS EVIDENCED BY A FOUND COTTON PICKER SPINDLE LYING AT MISSISSIPPI STATE PLANE COORDINATES OF NORTHING OF 1976934.7178 AND EASTING OF 2447333.6845 (NAD83 - WEST ZONE, UNADJUSTED), SAID POINT OF COMMENCEMENT LYING IN THE INTERSECTION OF THE PRESENT PHYSICAL CENTERLINE OF MISSISSIPPI STATE HIGHWAY 305 (COCKRUM ROAD) [PUBLIC, PAVED ROAD - WIDTH VARIES AS WIDENED] AND THE PRESENT PHYSICAL CENTERLINE OF CHURCH ROAD (PUBLIC, PAVED ROAD - WIDTH VARIES); THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST - 97.92 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST - 29.56 FEET TO THE INTERSECTION OF THE PRESENT EASTERLY RIGHT OF WAY LINE OF SAID MISSISSIPPI STATE HIGHWAY 305 PER MISSISSIPPI DEPARTMENT OF TRANSPORTATION PLANS FOR STATE PROJECT STP-0031-02(004) AND THE PRESENT NORTHERLY RIGHT OF WAY LINE OF CHURCH ROAD (30 FEET TO CENTERLINE AT THIS POINT, SAID PRESENT NORTHERLY RIGHT OF WAY LINE BEING THE NORTHERLY LINE OF THAT PROPERTY CONVEYED TO DESOTO COUNTY IN BOOK 462 - PAGE 478, SAID INTERSECTION BEING EVIDENCED BY A SET IRON PIN, AND SAID IRON PIN BEING THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE NORTH 02 DEGREES 46 MINUTES 05 SECONDS WEST ALONG SAID EASTERLY RIGHT OF WAY LINE OF MISSISSIPPI STATE HIGHWAY 305 A DISTANCE OF 12.95 FEET TO A SET IRON PIN AT AN ANGLE POINT; THENCE NORTH 01 DEGREES 17 MINUTES 58 SECONDS WEST (CONTINUING ALONG SAID EASTERLY RIGHT OF WAY LINE) - 223.33 FEET TO A SET IRON PIN AT A NORTHERLY LINE OF PROPOSED PARTITION OF SAID FREDA FULMER, ET AL PROPERTY; THENCE NORTH 88 DEGREES 42 MINUTES 02 SECONDS EAST ALONG SAID LINE OF PARTITION - 223.86 FEET TO A SET IRON PIN; THENCE SOUTH 01 DEGREES 17 MINUTES 58 SECONDS EAST ALONG AN EASTERLY LINE OF SAID PROPOSED PARTITION - 242.35 FEET TO A SET IRON PIN IN THE SAID PRESENT NORTHERLY RIGHT OF WAY LINE OF CHURCH ROAD; THENCE NORTH 29 DEGREES 44 MINUTES 30 SECONDS WEST ALONG SAID NORTHERLY RIGHT OF WAY LINE - 223.61 FEET TO THE POINT OF BEGINNING.

SUBJECT PROPERTY AS DESCRIBED HEREIN CONTAINING 53,569 SQUARE FEET OR 1.230 ACRES, MORE OR LESS.

SUBJECT PROPERTY AS DESCRIBED HEREIN IS VACANT LAND.