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DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

PREPARED BY AND RETURN TO:
D. B. BRIDGFORTH
P.O. BOX 241
SOUTHAVEN, MS 38671
PHONE: 662-393-4450

DURABLE GENERAL POWER OF ATTORNEY

STATE OF MISSISSIPPI

COUNTY OF DESOTO

KNOW ALL MEN BY THESE PRESENTS:

I, MICHAEL L. WAGGENER of 1580 Farnell, Horn Lake, Mississippi 38637, phone (662) 470-4352, do hereby nominate, constitute, and appoint my wife, MARY KATHERINE WAGGENER, of 1580 Farnell, Horn Lake, Mississippi 38637, phone (662) 470-4352, as my attorney in fact, hereby revoking any previous Power of Attorneys, and granting unto the said MARY KATHERINE WAGGENER a general power and authority to take any and all actions, without the necessity of any judicial authorization therefor, or approval thereof, which my said attorney in fact, shall in her judgment and discretion determine to be necessary or appropriate to facilitate the handling of any and all of my personal, financial, and business affairs, including but not limited to, full authority to exercise the powers set forth below:

1. Generally to do, sign or perform in my name, place and stead any act, deed, matter or thing whatsoever, that ought to be done, signed or performed, or that, in the opinion of the attorney in fact, ought to be done, signed or performed in and about the premises, of every nature and kind whatsoever, to all intents and purposes whatsoever, as fully and effectually as I could do if personally present and acting. The enumeration of specific powers hereunder shall not in any way limit the general powers conferred herein;

Mary Waggener
above

6

2. Receive from or disburse to any source whatever moneys through checking or savings or other accounts or otherwise, endorse, sign and issue checks, withdrawal receipts or any other instrument, and open or close any accounts in my name alone or jointly with any other person;

3. Buy, sell, lease, alter, maintain, pledge or in any way deal with real and personal property and sign each instrument necessary or advisable to complete any real or personal property transaction, including, but not limited to, deeds, deeds of trust, closing statements, options, notes and bills of sale;

4. Make, sign and file each income, gift property or any other tax return or declaration required by the United States or any state, county, municipality or other legally constituted authority;

5. Acquire, maintain, cancel or in any manner deal with any policy of life, accident, disability, hospitalization, medical or casualty insurance, and prosecute each claim for benefits due under any policy;

6. Provide for my support and protection, including, without limitation, a provision for food, lodging, housing, medical services, recreation and travel;

7. Have free and private access to any safe deposit box in my individual name, alone or with others, in any bank, including authority to have it drilled, with full right to deposit and withdraw therefrom or to give full discharge therefor;

8. Receive and give receipt for any money or other obligation due or to become due to me from the United States, or any agency or subdivision thereof, and to act as representative payee for any payment to which I may be entitled, and effect redemption of any bond or other security wherein the United States, or any agency or subdivision thereof, is the obligor or payor, and give full discharge therefor;

9. Contract for or employ agents, accountants, advisors, attorneys and others for services in connection with the performance by my attorney in fact of any powers herein;

10. Buy United States government bonds redeemable or at par in payment of any United States estate taxes imposed at my death;

11. Borrow money for any of the purposes described herein, and secure such borrowings in such manner as my attorney in fact shall deem appropriate, and use any credit card held in my name for any of the purposes described herein;

12. Establish, utilize, and terminate checking and savings accounts, money market accounts, and agency accounts with financial institutions of all kinds, including securities brokers and corporate fiduciaries;

13. Invest or reinvest each item of money or other property and lend money or property upon such terms and conditions and with such security as my attorney in fact may deem appropriate, or renew, extend, or modify loans;

14. Engage in and transact any and all lawful business of whatever nature or kind for me and in my name, whether as partner, joint adventurer, stockholder, or in any other manner or form, and vote any stock or enter voting trusts;

15. Pay dues to any club or organization to which I belong, and make charitable contributions in fulfillment of any charitable pledge made by me;

16. Transfer any property owned by me to any revocable trust created by me with provisions for my care and support;

17. Sue, defend or compromise suits and legal actions, and 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 my attorney in fact,

or actual and punitive damages against any person failing or refusing to follow the instructions of my attorney in fact;

18. Reimburse the attorney in fact or others for all reasonable costs and expenses actually incurred and paid by such person on behalf of me;

19. Create, contribute to, borrow from and otherwise deal with an employee benefit plan or individual retirement account for my benefit, select any payment option under any employee benefit plan or individual retirement account in which I am a participant or change options I have selected, make "roll-overs" of plan benefits into other retirement plans, and apply for and receive payments and benefits;

20. Execute other power of attorney forms on behalf of me which may be required by the internal revenue service, financial or brokerage institutions, or others, naming the attorney in fact hereunder as attorney in fact for me on such additional forms;

21. Request, receive and review any information, verbal or written, regarding my personal affairs or my physical or mental health, including business, banking, financial, legal, medical and hospital records from any governmental body, public or private agency, or private person; and execute any releases or other documents that may be required in order to obtain such information, and disclose such information to any such governmental bodies, public or private agencies, private persons, organizations, firms or corporations, as my attorney in fact shall deem appropriate;

22. Make advance arrangements for my funeral and burial, including the purchase of a burial plot and marker, if I have not already done so; and

In addition to, but not in limitation of, the above enumerated powers, discretion, and authority, I further hereby grant to my said attorney in fact, MARY KATHERINE WAGGENER, any and all powers, discretion, right and authority which may be granted by a principal to his attorney

in fact pursuant to Mississippi Code Annotated ' 87-3-1 et seq., including any amendments thereto which may be in effect during my lifetime, such statutory authority, discretion, right, and power are hereby incorporated by reference as if fully set forth verbatim in this instrument.

THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY SUBSEQUENT DISABILITY OR INCAPACITY OF THE PRINCIPAL. It is my intent that the authority conferred herein shall be exercisable notwithstanding my subsequent disability or incapacity. This power of attorney shall be fully operative and effective until revoked in writing by me. Actions of my said attorney in fact shall be fully binding upon me, my heirs, personal representatives, and assigns, as if I had performed such actions myself. In the event that my attorney in fact shall, in good faith, take or attempt to take any action hereunder at a time actually following my death, I, for myself, my heirs, personal representatives, and assigns, do hereby, in consideration of my said attorney in fact consenting to act as such, indemnify and save harmless my said attorney in fact, MARY KATHERINE WAGGENER, her heirs, personal representatives, and assigns from any loss, damage, or expense by reason of any such action taken by my said attorney in fact under the authority hereof, after my death.

A copy of this General Durable Power of Attorney has the same effect as the original and may be relied upon to the same extent as the original by any party.

WITNESS my signature, this the 19th day of August, 2008.

Michael L. Waggener

MICHAEL L. WAGGENER

STATE OF MISSISSIPPI

COUNTY OF DESOTO

PERSONALLY appeared before me, the undersigned authority at law, in and for the State and County aforesaid, the within named MICHAEL L. WAGGENER who acknowledged that he signed and delivered the above and foregoing Power of Attorney on the day and year therein mentioned, as his voluntary act and deed, and for the purposes therein expressed.

GIVEN UNDER MY HAND and seal of office, this 19th day of August, 2008.

Notary Public

(Seal)