

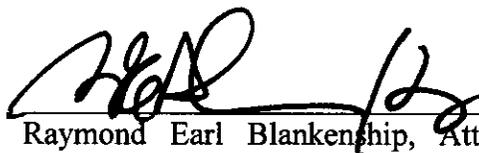
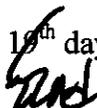
POWER OF ATTORNEY AFFIDAVIT

10/06/08 8:13:38
P BK 128 PG 552
DESOTO COUNTY, MS
M.E. DAVIS, CH CLERK

I, **Raymond Earl Blankenship**, do hereby state that:

1. I am over age 18 and am not under any incompetency;
2. I am the attorney in fact named in the power of attorney executed by Michael S. Starnes ("Principal") on May 16, 2008 ("Power of Attorney"), a copy of which is attached hereto;
3. The Power of Attorney is currently exercisable by me and I am currently authorized to act for Principal pursuant to the Power of Attorney;
4. Principal was an adult and was competent when the Power of Attorney was executed;
5. I do not have knowledge of the termination of the Power of Attorney through revocation by Principal and do not have knowledge of Principal's death, ~~disability~~ **REDA** ~~or incapacity~~;
6. This power of attorney affidavit is given to BancorpSouth Bank ("BancorpSouth") so that I as Attorney-in-Fact for Principal via the Power of Attorney will be allowed to conduct (for and in the name of Principal) banking transactions at or through BancorpSouth;
7. I acknowledge that I am required to, and do hereby agree to, notify BancorpSouth if the Power of Attorney is terminated by Principal's death or by Principal's revocation of the Power of Attorney. BancorpSouth is entitled to assume my continuing authority under the Power of Attorney unless duly executed written notice of amendment or termination of the Power of Attorney or of my authority to act under the Power of Attorney is received by BancorpSouth and BancorpSouth has had a reasonable opportunity to act on such notice. I agree not to exercise any power granted by the Power of Attorney if I know that the Power of Attorney has been revoked or terminated.

This the 17th day of September, 2008.



Raymond Earl Blankenship, Attorney-in-Fact

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state, on this 22nd day of September, 2008, within my jurisdiction, the within named **Raymond Earl Blankenship**, who acknowledged that he executed the above and foregoing instrument.



My Commission Expires MAR. 17, 2010


Notary Public

MARTIN, TATE, MORROW & MARSTON, P.C.

ATTORNEYS AND COUNSELORS

INTERNATIONAL PLACE, TOWER II
SUITE 1000
6410 POPLAR AVENUE

MEMPHIS, TENNESSEE 38119-4839

ROBERT E. ORIANIS
ROORIANIS@MARTINTATE.COM

(901) 522-9000
FAX (901) 527-3746

May 20, 2008

MISSISSIPPI OFFICE
5699 GETWELL ROAD
BUILDING H, SUITE 1
SOUTHAVEN, MISSISSIPPI 38672
(662) 772-5831
FAX: (662) 772-5834

ARKANSAS OFFICE
622 PECAN STREET
HELENA, ARKANSAS 72342
(870) 338-9367

Mr. Earl Blankenship
88 Union Avenue, Suite 1150
Memphis, TN 38103

Dear Earl:

I, Robert E. Orians, as attorney-in-fact for Michael S. Starnes, having reviewed the limited power of attorney granted by Michael S. Starnes to you, hereby authorize you, Raymond Earl Blankenship, as such attorney-in-fact to take all steps necessary to conduct the duties specified in the limited power of attorney.

Thank you,



Robert E. Orians

REO/hw

This Instrument Prepared By:

James M. Hivner
Glankler Brown, PLLC
1700 One Commerce Square
Memphis, TN 38103-2566
(901) 525-1322

DURABLE LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT:

I, Michael S. Starnes, a resident of and domiciled in Shelby County, Tennessee, being sui juris at the execution date set forth hereinbelow, do hereby appoint Raymond Earl Blankenship, of Memphis, Tennessee, as my Attorney-In-Fact, for me and in my name, place and stead, and as my act and deed, to have and exercise all the powers necessary and incidental to ownership in any "Business Entity" (the term "Business Entity" shall include Grove Partners, LLC, Town Square Building B, LLC, Desoto Realty Investment Company, LLC, MSMM Realty Investment Company, LLC, MSMM-II Realty Investment Company, MM Cutting Horses, Ltd., Rivertide Partners, LLC, Church Road Associates, LLC and any other corporation, partnership (general or limited), limited liability company, joint venture, sole proprietorship or other entity under the laws of any state or other jurisdiction in which Meredith McCullar and I own an equity interest either directly or indirectly) located within or without the United States, regardless of the form of participation or ownership and even though it may be closely or privately held, including, without limitation, the following powers:

1. To do and perform all and every act, deed, matter and thing whatsoever in and about any Business Entity as fully and effectually to all intents and purposes as I might or could do in my own proper person, if personally present, the specifically enumerated powers described below being in aid and exemplification of the full, complete, and general power herein granted and not in limitation or definition thereof;

2. To participate in the conduct of such Business Entity or rely upon others to do so, and take or delegate to others discretionary power to take any action with respect to its management and affairs that a person could take as owner of such Business Entity, including the voting of equity interests, and the determination of all questions of policy; take possession of the assets of such Business Entity and exercise complete control and management of such Business Entity, and in connection therewith, enter into and perform contracts, commitments, orders, and engagements; incur expenses and debts (by guaranty or otherwise) in connection with the conduct and operation of such Business Entity, and pay and discharge such expenses and debts; join in and execute operating agreements, partnership agreements and amendments thereto; participate in any incorporation, reorganization, merger, consolidation, recapitalization, liquidation or dissolution of such Business Entity or any change in its nature and retain and continue such changed or successor Business Entity; invest additional capital in, subscribe to or buy additional stock, equity interests or securities of or make or guarantee new or increased secured, unsecured or subordinated loans to (or the performance of obligations made by) any

Business Entity with my funds; rely upon the reports of certified public accountants, appraisers, consultants and other professional advisors, without independent investigation; elect, employ and compensate directors, officers, employees or agents of any Business Entity, who may include the Attorney or a director, officer or agent of the Attorney; deal with and act for such Business Entity in any capacity, and be compensated therefor; and sell, pledge or liquidate any interest in such Business Entity.

3. To investigate, review, examine, study and scrutinize the financial reports, tax returns, or any other documents related to, and the activities of, any Business Entity or the partners, members, officers, directors, creditors and owners of any Business Entity and employ and compensate any certified public accountants, appraisers, consultants, attorneys and other professional advisors to assist with these endeavors.

4. To demand, sue for and receive all debts, monies, securities for money, goods, chattels, legacies or other personal property to which any Business Entity is now or may hereafter become entitled, or which are now or may become due, owing or payable to me from any Business Entity or other persons related to said Business Entity whomsoever, and in my name to give effectual receipts and discharges for the same;

5. To commence, prosecute or enforce, or to defend, answer or oppose, all actions or other legal proceedings touching any matter related to any Business Entity or the management thereof, and also, if it shall seem best, to compromise, refer to arbitration or submit to judgment in any such action or proceeding;

6. To adjust, settle, compromise or submit to arbitration any accounts, debts, claims and demands, disputes and matters, touching any Business Entity or other matters aforesaid;

I hereby give and grant unto the said Attorney-In-Fact, full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done with respect to any Business Entity and my interests therein, as fully to all intents and purposes as I might or could do if personally present, and I hereby ratify and confirm all that he shall lawfully do or cause to be done by virtue of these presents. I hereby further grant this power to said Attorney-In-Fact and state that same is a durable power of attorney as provided within Tennessee Code Annotated Section 34-6-102 and said power will not be affected by any subsequent mental or physical debility, disability or incapacity of the undersigned principal.

This Durable Limited Power of Attorney shall be effective upon the date of execution below and shall not terminate until my death or the filing in the Shelby County Register's Office of a notice of the termination hereof, whichever event shall sooner occur.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 16th day of May, 2008.

MIKE STARNES
Michael S. Starnes

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Riverside

On May 16 2008 before me, Bobbie B. Hanousek, Notary Public

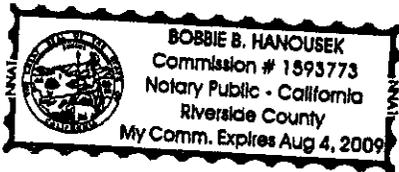
Date

Here Insert Name and Title of the Officer

personally appeared Michael S. Stearns

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Durable Limited Power of Attorney

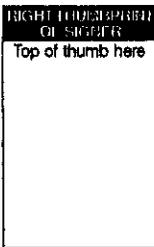
Document Date: May 16 2008 Number of Pages: 2

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name: Michael Stearns

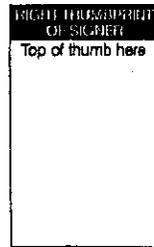
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer is Representing: _____