

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Mary Frances Yearwood Morgan of the City/Town of Olive Branch, County of Desoto, and State of Mississippi, do hereby make, constitute and appoint Teresa Morgan Dillinger and Brenda Morgan Novak, my true, sufficient and lawful attorney, for me and in my name, place and stead,

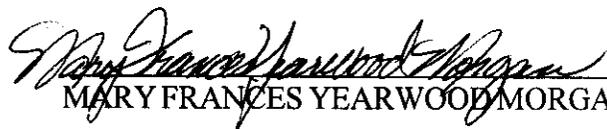
- (A) To demand, sue for, collect, recover and receive all goods, claims, debts, moneys, interests, and demands of any kind whatsoever now due or that may hereafter be due or belong to me;
- (B) To make, execute, endorse, accept, and deliver any and all bills of exchange, checks, drafts, and notes, and to use the same and/or the proceeds thereof for whatsoever purpose or purposes that my said attorney may see fit;
- (C) To pay all sums of money at any time or times that may hereafter be owing by me upon any bill of exchange, check, draft or note made, executed, endorsed, accepted and delivered by me or for me in my name by my said attorney;
- (D) To sell any and all shares of stocks, bonds, or other securities now or hereafter belonging to me, and to make, execute and deliver an assignment or assignments of any such shares of stock, bonds or other securities;
- (E) To defend, settle, adjust or compromise all actions, suits, accounts, claims and demands whatsoever that now are or hereafter shall be pending between me and any person, firm, or corporation, in such manner and in all respects as my attorney shall think fit;
- (F) To hire accountants, attorneys-at-law, clerks, workmen and others, and to remove them and appoint others in their place, and to pay and allow to the persons so employed such salaries, wages or other remuneration as my said attorney shall think fit;
- (G) To bargain, grant, sell and convey all of whatever right, title, interest, claim and demand I may have in and to any and all real estate standing in my name or in which I may be entitled to any interest whatsoever for such price as they may think best, and for me and in my name to execute and deliver a proper deed or deeds with or without the usual covenants, and, further, to execute and deliver any instrument of any kind necessary

Frances Morgan
7235 Dunn Lane
O.B. 38654

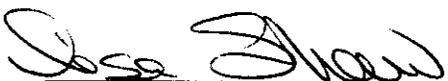
or convenient to effectuate such sale and conveyance;

- (H) To sell whatever of my person property they may deem advisable for such price as he may think best and for me and in my name to execute and deliver any proper bill of sale, or bills of sale, with or without the usual covenants, and, further, to execute and deliver any instrument of any kind necessary or convenient to effectuate the sale;
- (I) Without in any wise limiting the foregoing, generally to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney, as my substitute shall lawfully do or cause to be done by virtue hereof.
- (J) To make any and all medical decisions in my behalf in the event I am incapacitated to do so and to execute any documents or forms necessary for my health care and to consent to my doctor or any health care provider in giving treatment or stopping treatment necessary to keep me alive and this document shall apply to any physician, hospital, or health care provider in or outside the State of Mississippi.
- (K) This Power of Attorney shall not be affected by my subsequent disability or incompetence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 15th day of January, 2009.


 MARY FRANCES YEARWOOD MORGAN

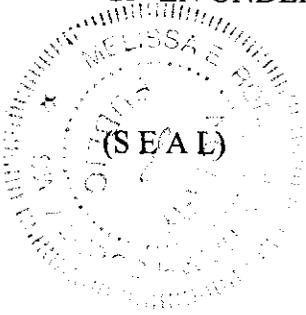
Signed, Sealed and Delivered in the presence of:


 WITNESS

STATE OF MISSISSIPPI
COUNTY OF BENTON

THIS DAY personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named MARY FRANCES YEARWOOD MORGAN, who voluntarily acknowledged that she signed and delivered the above and foregoing Power of Attorney on the day and year shown therein.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 15TH day of January, 2009.



Melissa E. P...
NOTARY PUBLIC

My Commission Expires:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT 2, 2009
BONDED THRU STEGALL NOTARY SERVICE~~

Farese, Farese & Farese, P.A.

ATTORNEYS AT LAW
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