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

JD This instrument prepared by and return to:
Justin T. Starling, MS Bar #103080
Bass Berry & Sims, PLC (JAS)
100 Peabody Place, Suite 900
Memphis, TN 38103
(901) 543-5900

DURABLE POWER OF ATTORNEY
CONTINGENT UPON INCOMPETENCY
OF
WALTER THOMAS WILLIAMS, III

INDEXING INSTRUCTIONS:

- Lot 12, Section A, Weatherby Place Subdivision, situated in Section 14, Township 3 South, Range 8 West, DeSoto County, Mississippi, Plat Book 94, Page 20
- Lot 384, Section H, Deerchase Subdivision, PUD, situated in Section 4, Township 2 South, Range 7 West, DeSoto County, Mississippi, Plat Book 99, Page 30
- A tract of land in the East half of Section 16, Township 3, Range 8 West, described as beginning at the Southwest corner of the Southeast Quarter of Section 16, Township 3, Range 8 West, thence North along west line of said quarter section and projection thereof 3135.0 feet to the north line of the South 15 acres of the west half of the Northeast Quarter of said section; thence east 663.77 feet to a point; thence South and parallel to the west line of said quarter section 3135.0 feet to a point in the South line of said section; thence west along said section line 663.77 feet to the point of beginning and containing 48.0 acres, more or less, and being the same land conveyed to David Dockery by Partition Deed of date November 6, 1967, and recorded in Book 72, Page 616 of the deed records of DeSoto County, Mississippi.

8631431.1

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (JAS)
100 Peabody Place, Suite 900
Memphis, Tennessee 38103

DURABLE POWER OF ATTORNEY
CONTINGENT UPON INCOMPETENCY
OF
WALTER THOMAS WILLIAMS, III

KNOW ALL MEN BY THESE PRESENTS:

I, WALTER THOMAS WILLIAMS, III, a resident of Bartlett, Tennessee, do hereby make, constitute and appoint **Robert Camaio and Brendan Sullivan, individually and collectively**, as my true and lawful attorney for me. I authorize my attorney in my name, place and stead, to transact any and all business for me and to handle and manage all of my property, both real, personal and mixed, and of every kind or character, and more specifically to do the following acts and things set forth below.

In the event either of my said attorneys predeceases me or is otherwise unable to act, then I appoint the survivor to act as my said attorney. In addition to the general authority granted above, my attorneys shall have the specific power and authority:

1. To collect and receive monies or other properties payable or transmitted to me and to issue receipts in my name binding upon me, and in connection therewith to endorse my name to checks, drafts, notes or other instruments and to deposit same in bank accounts either in my name or in the name of someone else, or to cash and receive the proceeds from any such checks, drafts, notes, etc.
2. To sell, transfer, convey, lease, operate, manage or otherwise handle or deal with any properties which I may own, including but not limited to, stocks, bonds, securities, real estate and other property; and in connection therewith to endorse my name for the purpose of transfer or otherwise to stock certificates or other securities, to sign my name to deeds, mortgages, deeds of trust, bills of sale, leases and other instruments, with such provisions and containing such terms and conditions as my said attorney deems appropriate and containing covenants of warranty binding upon me. My said attorney is expressly authorized to deliver any such documents or papers and to make leases for periods of time which may extend beyond my life. My said attorney is further authorized to receive the proceeds or consideration from any sale, transfer or other disposition of any of my properties. Any party dealing with my said attorney shall not be responsible for the application by my said attorney of the proceeds of any sale or other disposition of any of my properties.

3. To compromise, arbitrate or otherwise adjust claims in favor of or against me and where my said attorney deems appropriate to institute and prosecute any legal suit or action in my name or for my behalf.
4. In connection with any pension, profit sharing or stock bonus plan, individual retirement arrangement, Roth IRA, section 403(b) annuity or account, section 457 plan, or any other retirement plan, arrangement or annuity in which I am a participant or of which I am a beneficiary (whether established by my attorneys in fact or otherwise)(each of which is hereafter referred to as 'such Plan'), to do the following:
 - (a) To receive and endorse checks or other distributions to me from such Plan, or to arrange for the direct deposit of the same in any account; and
 - (b) To elect a form of payment of benefits from such Plan, to withdraw benefits from such Plan, and to make, exercise, waive, or consent to any and all elections and/or options that I may have regarding the contributions to, investments or administration of, or distribution or form of benefits under, such Plan.

The term 'Section' as used hereinabove shall mean a section of the Federal Internal Revenue Code of 1986, as amended (or any successor section of the Code).

5. To do any and all other acts and things for me or in my name or behalf with respect to any of my rights or properties, of every kind and character (except to make 'health care decisions' as described below), as my said attorney deems necessary or appropriate, and anyone dealing with my said attorney shall not be obligated to inquire into the propriety of any acts by my said attorney under or pursuant to this Power of Attorney, or to inquire into the use or disposition by my said attorney of any of my properties or the proceeds therefrom.

Notwithstanding any other provision contained in this Power of Attorney, my attorney appointed herein shall have no power or authority to make any 'health care decisions', as defined in Part 2 of Chapter 6 of Title 34 of Tennessee Code Annotated, for me or on my behalf. Any authority which I may at any time grant to any party regarding 'health care decisions' (as defined in such statutory provisions) shall be granted by a separate instrument, and any such authority shall not be limited or affected by anything contained in this Power of Attorney.

My said attorney is expressly authorized to do and perform all and every act or thing whatsoever requisite, necessary and proper to be done in the premises, as fully to all intents and purposes as I might or could do, with full power of substitution and revocation, and I hereby ratify and confirm all that my said attorney or my said attorney's substitutes, shall lawfully do or cause to be done by virtue hereof.

My said attorney shall continue to be authorized to do and perform all and every act or thing herein authorized or whatever is requisite, necessary and proper to be done in the premises, irrespective of what my mental or physical condition may be, it being my express direction that this Power of Attorney shall not be affected by my subsequent disability or incapacity.

