

**BARBARA ANN O'KELLY ROBERTS
DURABLE POWER OF ATTORNEY**

**THIS POWER OF ATTORNEY IS A DURABLE POWER OF ATTORNEY
PURSUANT TO MISSISSIPPI CODE ANNOTATED §87-3-101 ET. SEQ.
THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY SUBSEQUENT
DISABILITY OR INCAPACITY OF THE PRINCIPAL, OR LAPSE OF TIME.**

KNOW ALL MEN BY THESE PRESENTS, that as principal (the "Principal") I, **Barbara Ann O'Kelly Roberts**, of 1613 Saddle Lane, Southaven, DeSoto County, Mississippi 38672, have made, constituted and appointed, and by these presents do make, constitute and appoint **Joy Denise Roberts** of DeSoto County, Mississippi, and **Sheila Ann Gross** of DeSoto County, Mississippi, to serve as my true and lawful attorney (hereinafter referred to as "Attorney" or "Attorneys"). My Attorney is authorized in their absolute discretion from time to time and at any time with respect to any property, real or personal, at any time owned or held by me and without authorization of any court and in addition to any other rights, powers or authority granted by any other provision of this power of attorney or by statute or general rules of law, with full power of substitution, as follows:

1. To do and perform all and every act, deed, matter and thing whatsoever in and about my estate, property and affairs 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 demand, sue for and receive all debts, moneys, securities for money, goods, chattels, legacies or other personal property to which I am now or may hereafter become entitled, or which are now or may become due, owing or payable to me from any person or persons whomsoever, and in my name to give effectual receipts and discharges for the same;
3. To borrow from time to time such sums of money and upon such terms as the said attorney may think expedient for or in relation to any of the purposes or objects aforesaid, or for any other purpose, upon the security of any of my property, whether real or personal, and for such purposes to execute and deliver open or unsecured notes and acknowledge mortgages or trust deeds with such powers and provisions as they may think proper, as well as such notes or bonds as it is necessary or proper to use therewith;
4. In my name, and as my act and deed, to sign, seal, acknowledge and deliver all such leases and agreements, including any documents relating to employee benefit plans, qualified retirement plans and individual retirement arrangements, as shall be requisite, or as my said Attorney shall deem necessary or proper in the care and management of my estate; and to receive and collect all the rents that may be payable to me, and in my name to sign effectual receipts for same;

Return to:
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Initials: BR

5. To manage and superintend all of my real property wheresoever situate and found and to erect, pull down and repair houses or other buildings, or machinery or otherwise improve any of the premises, and to insure the buildings against damage by fire and windstorm;
6. To subdivide, develop or dedicate real property to public use or to make or obtain the vacation of plats and adjust boundaries, to adjust differences in valuation on exchange or partition by giving or receiving consideration, and to dedicate easements to public use without consideration;
7. To make, draw, sign or endorse in my name any checks, drafts, bills of exchange or promissory notes in which I shall be interested or concerned, or which shall be requisite in or about my business;
8. To sell and dispose of such shares of stock as I now hold or may hereafter hold in any business corporation, or any bonds or securities of the United States or any state or municipal corporation or private company, and to receive the consideration money for the sale thereof, and for me and in my name to transfer such shares, bonds or securities to the purchaser or purchasers thereof;
9. To vote in person or by proxy upon any item of security or property owned by me; to agree to the reorganization, merger or consolidation of any corporation whose stock is owned by me, and to unite, in their discretion, with other owners of similar property in carrying out any plan, making any change, giving any assent, entering any shareholders' or other similar agreement, and paying any sums of money affecting such securities or property, and, generally, to exercise in respect thereof the same rights and powers as are or may be lawfully exercised by persons owning similar property in their own right, and incident thereto, to accept in exchange for such stock or securities or other property, other stock, securities or property, whether legal investments or not, in such reorganized or new corporations;
10. To invest and reinvest all or any part of my property in any property and undivided interests in property, wherever located, including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interest in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, interests in trusts, investment trusts, whether of the open and/or closed fund types, and the participation in common, collective or pooled trust funds, employee benefit plans, qualified retirement plans, individual retirement arrangements or annuity contracts without being limited by any statute or rule of law concerning investments by fiduciaries;
11. To purchase for my benefit and in my behalf United States Government bonds redeemable at par in payment of United States estate taxes imposed at my death upon my estate;
12. To obtain entry to and enter any lock box in any bank or trust company wherein I may have leased or rented same, and to place therein any papers, instruments, bonds, securities or other property belonging to me or to remove any such papers, instruments, bonds, securities or other property therefrom;

13. To bargain, sell, grant and convey to such person or persons, and for such sum or sums of money or other consideration or considerations (including as a charitable contribution) as my said attorney shall deem most for my advantage and profit, any and all of my property, real, personal or mixed, wheresoever situate and found; to execute and deliver all necessary deeds and conveyances thereof, with such covenants, warranties and assurances as my said attorney shall deem expedient; to sign, seal, acknowledge and deliver the same; to accept and receive the sum or sums of money or other consideration or considerations which shall be coming to me on account of such sale or sales;
14. To commence, prosecute or enforce, or to defend, answer or oppose, all actions or other legal proceedings touching any of the matters aforesaid, or any other matters in which I am or may hereafter be interested or concerned; and also, if it shall seem best, to compromise, refer to arbitration or submit to judgment in any such action or proceeding;
15. To adjust, settle, compromise or submit to arbitration any accounts, debts, claims and demands, disputes and matters, touching any of the matters aforesaid, or any other matters which are now subsisting or may hereafter arise between me and any other person or persons or between my said Attorney or any other person or persons;
16. To appoint and employ counsel, agents, servants or other persons, at such salary or for such compensation as my said attorney may think proper, and to dismiss or discharge them and appoint or employ others in their place and stead;
17. To sign and execute in my name and as my act and deed all state and federal tax returns, including any elections or disclaimers pertaining thereto, both preliminary and final, and to appear for me and represent me before the Treasury Department or any State tax commission, department of revenue or similar authority in connection with any matter involving federal or state taxes for any year whatsoever, in which I am a party, giving my said attorney full power to do everything whatsoever requisite and necessary to be done in the premises and to receive refund checks, to execute waivers of the Statute of Limitations, and to execute closing agreements, as fully as the undersigned might do if done in his own capacity with full power of substitution and revocation, at any time subsequent to the date hereof and prior to the revocation hereof;
18. To make gifts of property, both real and personal, to my children, grandchildren and their spouses, or any trusts created for their benefit, provided, however, that no single gift during any calendar year shall exceed the Federal Gift Tax Annual Exclusion then in effect for such year (or twice such amount if my spouse consents to having such gift treated as made one-half by him pursuant to Section 2513 of the Internal Revenue Code, as amended). For purposes of this limitation, a gift in trust shall be deemed a gift to each of the beneficiaries;
19. To employ and compensate medical personnel including physicians, surgeons, dentists, medical specialists, nurses, and paramedical assistants deemed by Attorney needful for the proper care, custody and control of my person and to do so without liability for any neglect, omission, misconduct or the fault of any such physician or other medical personnel, provided

such physician or other medical personnel were selected and retained with reasonable care, and to dismiss any such persons at a time, with or without cause; and

20. To authorize any and all kinds of medical procedures and treatment including but not limited to medication, therapy, surgical procedures, and dental care, and to consent to all such treatment, medication or procedures where such consent is required; to obtain the use of medical equipment, devices or other equipment and devices deemed by my Attorney as needful for proper care, custody and control of my person and to do so without liability for any neglect, omission, misconduct or fault with respect to such medical treatment or other matters authorize herein.

21. To open, maintain and close checking, savings, and other deposit and investment accounts in my name in any banks, savings and loan associations, building and loan associations, brokerage or securities firm, or any other financial institution; to receive, endorse and deposit negotiable instruments made or drawn to my order; to issue, receive or endorse with my name checks, drafts and orders for the payment of money from, or to any account of mine in any such institution, including those payable to my Attorney in fact; to agree to and sign in my name any authority, signature cards or other documents that my Attorney in fact or any institution may deem appropriate; to collect any monies due me; to renew or not renew any certificates of deposit.

22. To pay the cost of maintenance of my home and all incidental charges or household expenses, including, but not limited to, domestic servants. To provide for the support and protection of me including, without limitation, provisions for food, lodging, education, medical services, recreation and travel. To take any action for the care, preservation, insurance, management or superintendence of my property.

23. To make and sign in my name any and all tax or other returns to the State or Federal Government or other taxing authority, to request extensions in connection with such taxes, to protest in my name any such taxes or the proposed assessment of any such taxes, to file claims for refunds of taxes, to make appearances in court or before any taxing authority, either in person or through an Attorney in fact, to attempt to sustain any tax return or to oppose proposed tax assessments.

This Durable Power granted to my Attorney in Fact is intended to be an unlimited general power of attorney. This instrument shall be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein shall not limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to my Attorney in fact. **Third persons may rely upon photostatic copies of this instrument.** Third persons may rely upon a written statement or affidavit of my Attorney in fact as to the current effectiveness of this power of attorney.

In connection with the exercise of the powers herein described, my Attorney is fully authorized and empowered to perform any other acts or things necessary, appropriate, or incidental thereto, with the same validity and effect as if I were personally present, competent, and personally exercised the powers myself. All acts lawfully done by my Attorney hereunder

during any period of my disability or mental incompetence shall have the same effect and inure to the benefit of and bind me and my heirs, devisees, legatees and personal representatives as if I were mentally competent and not disabled. The powers herein conferred may be exercised by any of my Attorneys, acting alone or together, and the powers conferred hereby are conferred to each individual Attorney and this instrument shall not be construed as requiring all or more than one of the Attorneys to act together, but each may act independently and individually, and the signature or act of any one Attorney on my behalf may be accepted by third persons as fully authorized by me and with the same force and effect as if done under my hand and seal and as if I were present in person, acting on my own behalf and competent. No person who may act in reliance upon the representations of my Attorney for the scope of authority granted to my Attorney shall incur any liability to me or to my estate as a result of permitting Attorney to exercise any power, nor shall any person dealing with Attorney be responsible to determine or insure the proper application of funds or property.

THE RIGHTS, POWERS AND AUTHORITY OF THIS DURABLE POWER HEREIN GRANTED SHALL COMMENCE UPON THE DATE OF MY EXECUTION OF THIS POWER OF ATTORNEY. THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY SUBSEQUENT DISABILITY OR INCAPACITY OF THE PRINCIPAL, OR LAPSE OF TIME.

Except as otherwise expressly provided herein, this General Durable Power shall terminate upon the earliest of the following to occur: (i) upon my execution of a written instrument clearly and specifically revoking this Durable Power, properly notarized, and delivered to the last known address of the Attorney in Fact; provided, however, that my Attorney in Fact may require, prior to recognizing any such revocation, an affidavit of one (1) physician, duly licensed within the state of which I am a resident, whom has been engaged in the practice of medicine for at least three years, which states that I am not incapacitated or disabled and that I am capable of managing my own estate and financial and personal affairs; (ii) in the event that my named attorney in fact is my spouse and in the event we obtain a divorce then upon the entry of the final decree of divorce; or (iii) upon my death.

My death or the revocation of this Durable Power does not revoke the Durable Power established herein as to the Attorney in Fact or other person who, without actual knowledge of my death or the revocation of said Durable Power, acts in good faith under the power. Any action so taken, unless otherwise specifically invalid or unenforceable, binds my successors in interest.

This power of attorney shall remain in full force and effect notwithstanding my disability or incapacity, and my disability or incapacity shall not cause this power of attorney to be revoked.

By executing this instrument upon the advice of legal counsel and of my own desire and volition, I have carefully and deliberately created the means and manner by which I desire that my person and property be cared for, managed and protected in the event I shall become unable to execute such responsibilities myself. Accordingly, it is my intention and my desire that I

herewith express in the strongest possible terms that no guardian or conservator be appointed for me so long as there is an Attorney-in-Fact named in this instrument who is willing and able to act and serve under this instrument. In the event a court of competent jurisdiction must appoint a guardian or conservator for me, I hereby nominate the Attorney-in-Fact named in this instrument to act as such guardian or conservator for me. I request that any court of competent jurisdiction that receives and is asked to act upon a petition for the appointment of a guardian or conservator for me give the greatest possible weight to my intention and desires as expressed herein.

This document may be executed in a manner suitable for recording. In this regard, either the principal or the Attorney in Fact may record this document in the office of the Chancery Court Clerk in the County wherein this document is executed or in any other County wherein it is used, or in such similar office charged for recording of powers of attorneys in other jurisdiction where this document is used.

The invalidity or unenforceability of any one or more provisions of this Power of Attorney will in no way affect any other provisions contained herein, and this Power of Attorney shall continue to be in full force and effect and construed as though the invalid or unenforceable provision were not contained herein.

I certify that the provisions of this document have been explained to me to my satisfaction, that I understand such provisions and that such provisions state my wishes and desires under the circumstances described.

These presents shall extend to and be obligatory upon the executors, administrators, legal representatives and successors, respective, of the parties hereto.

IN TESTIMONY WHEREOF, I have hereunto affixed my signature this the 23 day of July, 2010.

Barbara Ann O'Kelly Roberts
Barbara Ann O'Kelly Roberts

STATE OF TENNESSEE)
COUNTY OF SHELBY)

On this 23 day of July, 2010, before me, a Notary Public, personally appeared **Barbara Ann O'Kelly Roberts**, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that she executed it for the purposes therein contained as her free act and deed. I declare under penalty of perjury that the person whose name is subscribed to this instrument appears to be of sound mind and under no duress, fraud or undue influence.

W. E. Davis Charney, Clerk
NOTARY PUBLIC

My Commission Expires: _____

By: Misty A. Haggler, D.C.

My Commission Expires January 2, 2012

