

THIS POWER OF ATTORNEY PREPARED BY
CYNTHIA J. TOBIN, ATTORNEY AT LAW
5521 Murray Avenue
Memphis, TN 38119
(901) 767-8200

DURABLE POWER OF ATTORNEY COVERING FINANCIAL AFFAIRS AND HEALTH CARE

STATE OF TENNESSEE

COUNTY OF SHELBY

 5/09/11 10:27:32
DK P BK 144 PG 409
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

KNOW ALL MEN BY THESE PRESENTS that I, BRANDI L. MASSEY, the undersigned, of Shelby County, Tennessee, do hereby make, constitute, and appoint DEBORAH H. ALLEN my true and lawful Attorney in Fact for financial and health care decisions for me and in my name, place, and stead, on my behalf, and for my use and benefit in accordance with the provisions set forth herein.

1. Durable Power. This Power of Attorney is specifically given pursuant to, and interpreted in accordance with, the provisions of the Uniform Durable Power of Attorney Act (Tenn. Code Ann. Section 34-6-101 et seq.) and the Durable Power of Attorney for Health Care Act (Tenn. Code Ann. Section 34-6-201 et seq.). Accordingly, all Acts done by the Attorney in Fact pursuant to this Power of Attorney shall have the same effect and inure for my benefit and bind me and my successors in interest as if I personally performed said act. In addition, all acts done by my Attorney in Fact pursuant to this Durable Power of Attorney, during any period of disability or incapacity, shall have the same effect and inure to my benefit and bind me and my successors in interest as if I were competent and not disabled.

2. Revocation of Prior Documents. This Power of Attorney revokes all Powers of Attorney previously executed.

3. Powers Granted. This Power of Attorney is intended to be an Unlimited General Power of Attorney, encompassing all real and personal property owned by me, or in which I have any interest, including tangible and intangible property, and in order to perform the duties of my Attorney in Fact the following powers, in addition to those granted under Tenn. Code Ann. Section 34-6-109, which are incorporated herein by reference, are granted to my Attorney in Fact:

* Debby Allen
1897 West Oak Shadows Circle
Memphis TN 38119
901-632-1377

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A. To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or matter whatsoever;

B. To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial papers, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, or due, owing, payable, or belonging to, me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute and deliver for me, on my behalf, and in my name, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

C. To lease, purchase, sell, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, sale, exchange, and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest therein, on such terms and conditions, and under such covenants, as said Attorney in Fact shall deem proper;

D. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said Attorney in Fact shall deem proper;

E. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name;

F. To make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial papers, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages,

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liens, judgments, security agreements and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

G. To establish and fund a trust to provide for my health, support and care should the Attorney in Fact determine that I am not capable of managing my financial affairs. Said trust assets shall be payable to my estate at my death or to any Revocable Living Trust established by me during my lifetime. Notwithstanding the above, in the case of a trust created pursuant to 42 U.S.C. § 1396p(d)(4)(B) (a Miller Trust) the trust assets shall be payable at my death according to the terms of the trust;

H. To transfer any property in which I have an ownership interest to any trust created by me which contains provisions for my care and support including a Revocable Living Trust;

I. To exercise any incidents of ownership on any life insurance policies, employee benefit plans, annuity, retirement account or otherwise owned by me;

J. To change the beneficiary designations on any death benefits payable on account of my death from any life insurance policy, employee benefit plan, annuity, retirement account or otherwise, so long as same is changed to be payable to my estate or to any trust which I have established;

K. To change, add or delete any right of tenancy by the entirety or joint tenancy with right of survivorship designation or pay on death designation on any property, real or personal, to which I hold title, alone or with others;

L. To renounce or disclaim (as defined in IRC § 2518) any property or interest in property or powers to which I may become entitled, whether by gift or testate or intestate succession;

M. To exercise any right or refuse, release or abandon any right to claim an elective share in any estate or under any Will;

N. To have free and private access to any safe deposit box in my name, alone or with others, in any bank, including the authority to have it drilled, with full right of deposit and withdrawal therefrom and to give full discharge therefor;

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O. To execute on my behalf additional powers of attorney as may be specifically required by a financial institution which requires the utilization of a specific form power of attorney in order to allow the Attorney in Fact to transact business. This includes, but is not limited to, form powers of attorney supplied by brokerage companies and banking institutions; and

P. To do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney in fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

4. Interpretation of Instrument. This instrument is to be construed and interpreted as an Unlimited General Power of Attorney. The enumeration of specific items, rights, acts, or powers herein is not intended, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said Attorney in Fact.

5. Assets Covered. It is intended by the granting of this Power of Attorney that same cover all assets of the principal, whether presently existing, or hereinafter acquired, and all construction of this instrument shall be as an Unlimited General Power of Attorney.

6. Commencement and Term of Powers. The rights, powers and authority of this Power of Attorney herein granted shall commence upon the date of the execution of this document.

7. Termination of Powers. This Power of Attorney shall remain in full force and effect until this Power of Attorney is properly revoked or until the death of the principal. My death or the revocation of this Power of Attorney does not revoke or terminate the Power of Attorney established herein as to the Attorney in Fact or other person who, without actual (as opposed to constructive) knowledge of my death or the revocation of said Power of Attorney, 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 IS NOT VOID BY REASON OF THE MERE LAPSE OF TIME.**

8. Health Care. My attorney in fact is fully authorized to contract for my entry into, maintenance at, or release from any hospital, convalescent center, nursing home or other health care institution, health care provider, or health care facility, including the authority to approve or disapprove any proposed medical care, treatment, service or

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procedure to maintain, diagnose, or treat any physical or mental condition, any surgery, or any other medical care as the term is defined by Tenn. Code Ann. Section 32-11-103(5). The authority granted herein shall include the right to provide consent, to refuse to consent, or to withdraw consent for any such treatment. It is the intention under this paragraph to grant unto the attorney in Fact all powers and authority which may be granted unto an Attorney in Fact pursuant to the Tennessee Durable Power of Attorney for Health Care Act (Tenn. Code Ann. Section 34-6-201, et seq.). In this regard, the Power of Attorney shall not terminate at my death as same relates to any authority granted pursuant to said statute.

9. HIPAA Authority. I intend by this Power of Attorney to designate the individual or individuals who shall have authority to act on my behalf in making decisions related to my health care. In exercising such authority, my agent shall constitute my "personal representative" (as defined in 45 CFR § 164.502(g)(1) and be treated as I would for all purposes of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), 42 USC § 1320d and 45 CFR §§ 160 and 164, and as such shall (1) have access to all my "individually identifiable health information," including any "protected health information" (as those terms are defined in the regulations under HIPAA at 45 CFR § 160.103), verbal or written; (2) possess, without limitation, my right of access to inspect and obtain a copy of protected health information about me as required by HIPAA at 45 CFR § 164.524; and (3) possess, without limitation, my right to an accounting of disclosures of protected health information as required by HIPAA at 45 CFR § 164.528. My agent's exercise of the powers under this Paragraph shall not be deemed events: (1) in which treating my agent as personal representative could endanger me for purposes of 45 CFR § 164.502(g)(5)(i)(B) or (2) in which it is not in my best interest for my agent to be treated as my personal representative for purposes of 45 CFR § 164.502(g)(5)(ii). This authority applies to any information governed by HIPAA and may not be revoked except by revocation of this document as provided herein, which revocation may not be made by an extrinsic document unless such document specifically refers to this Power of Attorney.

10. Reliance by Third Party. As to acts taken by any parties in good faith reliance upon this Power of Attorney, an Affidavit executed by the Attorney in Fact under this Power of Attorney stating that my Attorney in Fact did not have, at the time of the exercise of the power, actual (as opposed to constructive) knowledge of the termination of this Power of Attorney or the revocation of the authority or of my death, is conclusive proof of the interpretation and non-termination of the power at that time. No person dealing with the Attorney in Fact shall be required to further inquire as to the authority of the Attorney in Fact or the disposition of any assets or funds or documents delivered to the Attorney in Fact.

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11. Court Enforcement. My Attorney in Fact is specifically authorized to initiate litigation on my behalf, as allowed by law, against any person failing or refusing to follow the instructions of my Attorney in Fact who is acting pursuant to this Power of Attorney. My Attorney in Fact is specifically authorized to employ legal counsel in connection with such litigation, as necessary to seek a declaratory judgment interpreting this power of attorney, a mandatory injunction requiring compliance with the instructions of my Attorney in Fact, damages and any other remedies available at law. If such litigation is initiated, my Attorney in Fact shall seek reimbursement of court costs and attorney fees incurred in such litigation, and shall seek the maximum actual and punitive damages allowed by law.

12. Photocopies. My Attorney in Fact is authorized to make photocopies of this instrument as frequently and in such quantity as my Attorney in Fact shall deem appropriate. Each photocopy shall have the same force and effect as any original.

13. Conservator. Should a conservator be required for my person or property, I appoint the Attorney in Fact to serve in such capacity.

14. Recording. 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 Register of Deeds in the County wherein this document is executed or in any other County wherein it is used. If this document is recorded in the office of the Register of Deeds in the County wherein this document is executed or in any other County wherein it is used, then any subsequent termination or revocation of this document by the principal or other authorized party shall be filed in the same offices.

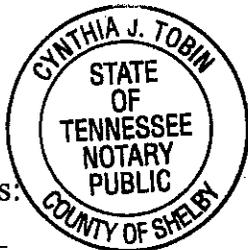
WITNESS my hand, this 10th day of January, 2011.

Brandi L. Massey
BRANDI L. MASSEY

STATE OF TENNESSEE

COUNTY OF SHELBY

On this 10th day of January, 2011, before me, a Notary Public, personally appeared BRANDI L. MASSEY, 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. 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.



Cynthia J. Tobin
NOTARY PUBLIC

My commission expires:

MY COMMISSION EXP. OCT. 7, 2014

Location(s) of Safe Deposit Box(es) and Box #(s):

WARNING TO PERSON EXECUTING THIS DOCUMENT

This is an important legal document. Before executing this document you should know these important facts.

This document gives the person you designate as your agent (the attorney in fact) the power to make health care decisions for you. Your agent must act consistently with your desires as stated in this document.

Except as you otherwise specify in this document, this document gives your agent the power to consent to your doctor not giving treatment or stopping treatment necessary to keep you alive.

Notwithstanding this document, you have the right to make medical and other health care decisions for yourself so long as you can give informed consent with respect to the particular decision. In addition, no treatment may be given to you over your objection, and health care necessary to keep you alive may not be stopped or withheld if you object at the time.

This document gives your agent authority to consent, to refuse to consent or to withdraw consent to any care, treatment, service, or procedure to maintain, diagnose or treat a physical or mental condition. This power is subject to any limitations that you include in this document. You may state in this document any types of treatment that you do not desire. In addition, a court can take away the power of your agent to make health care decisions for you if your agent: (1) authorizes anything that is illegal; or (2) acts contrary to your desires as stated in this document.

You have the right to revoke the authority of your agent by notifying your agent or your treating physician, hospital or other health care provider orally or in writing of the revocation.

Your agent has the right to examine your medical records and to consent to their disclosure unless you limit this right in this document.

Unless you otherwise specify in this document, this document gives your agent the power after you die to: (1) authorize an autopsy; (2) donate your body or parts thereof for transplant or therapeutic or educational or scientific purposes; and (3) direct the disposition of your remains.

If there is anything in this document that you do not understand, you should ask an attorney to explain it to you.


BRANDI L. MASSEY



2011 175
Public Record Book & Page

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Tom Leatherwood

Shelby County Register

Tate County, MS
I certify this instrument was filed on
04-05-2011 09:55:33 AM
and recorded in Public Record Book
2011 at pages 167 - 175
Wayne Crockett

As evidenced by the instrument number shown below, this document
has been recorded as a permanent record in the archives of the
Office of the Shelby County Register.



11031066	
03/29/2011 - 01:37 PM	
8 PGS	
DONALD 829949-11031066	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	40.00
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	8.00
TOTAL AMOUNT	50.00
TOM LEATHERWOOD	
REGISTER OF DEEDS SHELBY COUNTY TENNESSEE	

1075 Mullins Station, Suite W165 ~ Memphis, Tennessee 38134 ~ (901) 379-7500
Website: <http://register.shelby.tn.us> ~ Email: Tom.L Leatherwood@shelbycountyttn.gov