

GENERAL POWER OF ATTORNEY

STATE OF TENNESSEE COUNTY OF Sumner

a. **APPOINTMENT.** I, William Bailey, do hereby appoint Sandra Bailey as my true and lawful attorney in fact, with full power of substitution to appoint a substitute attorney in fact, to act on my behalf.

b. **SCOPE OF AUTHORITY.** My attorney in fact shall have the authority customarily granted in a general power of attorney, including (but not by way of limitation) the following:

(a) To exercise, do, or perform any act, right, power, duty, or obligation whatsoever that I now have or may acquire the legal right, power, or capacity to exercise, do, or perform in connection with, arising out of, or relating to any person, item, thing, transaction, business or nonbusiness property (real or personal, tangible or intangible), or matter whatsoever. By way of illustration, and not by way of limitation, such authority shall include the power to effectively disclaim, in whole or in part, any gift or any property receivable from a decedent by reason of an insurance contract, a will, or inheritance.

(b) To ask, demand, sue for, recover, collect, receive, and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, choses in action, personal and real property, tangible and intangible property, and property rights and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which are now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways, or means howsoever, and upon receipt thereof or of any part thereof to make, sign, execute, and deliver such receipts, releases or other discharges for the same as my attorney shall think fit or be advised. By way of illustration, and not by way of limitation, my attorney shall be empowered to enter and to make withdrawal, either in whole or in part, from any safe deposit box.

(c) To commence, prosecute, discontinue, or defend all actions or other legal proceedings in any way affecting my estate or any part thereof or affecting any matter in which I or my estate may be in any way concerned; and to have, sue, and take all lawful ways and means and legal and equitable remedies, procedures, and writs in my name for the collection or recovery of any item or matter in which I have or may acquire an interest, and to compromise, settle, and agree for the same, and to make, execute, and deliver for me and in my name all endorsements, acquittances, releases, receipts, or other sufficient discharge for the same.

(d) To lease, purchase, exchange, and acquire, and to bargain, contract, and agree for the lease, purchase, and exchange and acquisition of, and to take, receive, and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney shall deem proper.

(e) To enter into and upon all of my real property, and to let, manage, and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon.

(f) To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my attorney shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warranty or otherwise as my attorney shall see fit, and to give receipts for all or any part of the purchase price or other consideration.

(g) To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name.

(h) To sign, endorse, execute, acknowledge, deliver, receive, and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust 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, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts, and deposit instruments relating to accounts or deposits therein, or certificates of deposit of banks, savings and loan, or other institutions or associations, proofs of loss, evidence of debts, releases, and satisfaction of mortgages, judgments, liens, security agreements, and other debts and obligations, and 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. By way of illustration, and not by way of limitation, my attorney shall be empowered to exercise any and all rights to ownership of insurance policies upon the life of any person or persons (other than any policies on the life of my attorney in fact), annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, and stock options, including specifically the right to change the beneficiary thereon to any person other than my said attorney.

(i) To assign and convey all or any part of my assets (consisting of any property, real, personal, or mixed, tangible or intangible, of whatsoever kind and wheresoever located and whensoever acquired) into such trust or trusts as my attorney shall deem proper irrespective of whether said trust is now in existence or hereinafter established. My attorney shall be authorized to establish any such trust on such terms as my attorney shall deem to be in my best interests.

(j) To deposit any monies which may come to my attorney as such attorney with any bank or banker or other person, either in my or my attorney's own name, and to employ or expend as my attorney shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any debts or interest payable by me, or taxes, assessments, insurance, or expenses due and payable, or to become due and payable, on account of my real and personal estate, or in or about any of the purposes herein mentioned or otherwise for my use and benefit, or to invest in my attorney's own name or any nominee in any stocks, shares, bonds, securities, or other property, real or personal, as my attorney may think proper, and to receive and give receipts for any income or dividend arising from such investments, and to vary or dispose of such investments. By way of illustration, and not by way of limitation, such authority shall include the power to purchase government obligations that are redeemable in payment of taxes.

(k) To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, or other instruments that may be necessary or proper.

(l) To engage, employ, compensate, and dismiss any agents, clerks, servants, attorneys at law, accountants, investment advisors, custodians, or other persons as my attorney shall think fit in the performance of the powers granted my attorney herein. This authority shall include employment of firms and companies in

which my attorney owns an equity interest or in which my attorney otherwise has a pecuniary interest.

(m) To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments.

(n) To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executor, administrator, or trustee, or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.

(o) To continue my annual gift program to my children and their spouses and my grandchildren and their spouses by transferring to one or more of these donees, or to trusts for one or more of these donees, such cash, stocks, bonds, securities, insurance policies, or other property and interests in property (consisting of any property, real, personal or mixed, tangible or intangible, of whatsoever kind, wheresoever located, and whensoever acquired) as and when my attorney may think proper and in such amounts consistent with my prior gifts, my current estate, and the donees' respective needs.

(p) To make decisions and review information relating to medical or health care. Pursuant to Tennessee Code Annotated § 34-6-101 (Uniform Durable Power of Attorney Act) 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.

(q) In general, to do all other acts, deeds, matters, and things whatsoever in or about my estate, property, and affairs, or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters, and things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own person if personally present and competent.

c. **CONSTRUCTION.** This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, acts, rights, or powers herein does not limit or restrict, and it is not to be construed or interpreted as limiting or restricting, the general powers herein granted to my attorney.

- d. **REVOCATION.** This general power of attorney revokes any previous powers of attorney granted by me. This general power of attorney may be voluntarily revoked only by me at any time either by my written revocation delivered to my attorney in fact or by my written revocation entered of record in the deed records of Davidson County, Tennessee.

- e. **DISABILITY.** This general power of attorney shall not be affected by subsequent disability or incapacity of the principal.

- f. **NO BOND REQUIRED.** No attorney in fact, shall be obligated to furnish bond or other security.

- g. **COMPENSATION.** My attorney in fact, and any successors, shall not be compensated for services rendered.

- h. **LIMITATIONS.** Any authority granted to my attorney in fact herein shall be limited so as to prevent this general power of attorney from causing my attorney to be taxed on my income or from causing my assets to be subject to a general power of appointment by my attorney, as that term is defined in Section 2031 of the Internal Revenue Code (or any successor provision).

- i. **CONFIRMATION OF ATTORNEY'S ACTS.** I hereby ratify and confirm all that my attorney in fact or any successor attorney in fact shall lawfully do or cause to be done by virtue of this general power of attorney and the rights and powers granted herein.

- j. **INDEMNIFICATION OF ACTS OF ATTORNEY WHILE CARRYING OUT AUTHORITY.** I hereby bind myself, my heirs, devisees, and personal representatives to indemnify my attorney in fact and any successor attorney in fact who shall so act against any and all claims, demands, losses, damage, actions, and causes of action, including expenses, costs, and reasonable attorneys' fees that my attorney at any time may sustain or incur in connection with carrying out the authority granted in this general power of attorney.

- k. **INDEMNIFICATION OF ACTS OF ATTORNEY WITHOUT KNOWLEDGE OF DEATH OR REVOCATION OF POWER.** My death shall not revoke or terminate this agency as to my attorney in fact or any successor attorney in fact who, without actual knowledge of my death, acts in good faith under this general power of attorney. Any action so taken unless otherwise invalid or unenforceable, shall be binding upon me and my heirs, devisees, and personal representatives. An affidavit, executed by my attorney in fact or any successor attorney in fact stating that he does not have, at the time of doing an act pursuant to this general power of attorney, actual knowledge of the revocation or termination of this general power of attorney, is, in the absence of fraud, conclusive proof of the nonrevocation or nontermination of the power at that time.
- l. **GENDER AND NUMBER.** Except where the context indicates otherwise, words in the singular number shall include the plural, and words in the masculine gender shall include the feminine, and vice versa.
- m. **HEADINGS.** The headings used throughout this instrument have been inserted for administrative convenience only, and do not constitute matter to be construed in interpreting this general power of attorney.

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 that 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.

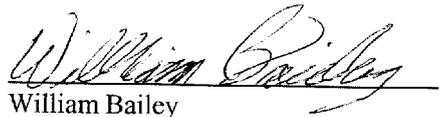
You have the right to revoke the authority of your agent by notifying your agent or your treating physician, hospital or other health care provider orally or in writing of the revocation.

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.

IN WITNESS WHEREOF, I have hereunto set my hand this ^{24th} day of September, 2006.


William Bailey

STATE OF TENNESSEE }
COUNTY OF *Sumner* }

On this day of this *24th* day of September, 2006, before me, the undersigned notary public, personally appeared William Bailey, personally 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 he 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.

Clair D. Burt

NOTARY PUBLIC

My Commission Expires: *4/29/09*