TENNESSEE DURABLE POWER OF ATTORNEY

I, _____, the principal, of _____, State of _____, hereby designate _____, of _____, State of _____, my attorney-in-fact (hereinafter my "attorney-in-fact"), to act as initialed below, in my name, in my stead and for my benefit, hereby revoking any and all financial powers of attorney I may have executed in the past.

EFFECTIVE DATE

(Choose the applicable paragraph by placing your initials in the preceding space)

_____ - A. I grant my attorney-in-fact the powers set forth herein immediately upon the execution of this document. These powers shall not be affected by any subsequent disability or incapacity I may experience in the future.

or

_____ - B. I grant my attorney-in-fact the powers set forth herein only when it has been determined in writing, by my attending physician, that I am unable to properly handle my financial affairs.

POWERS OF ATTORNEY-IN-FACT

My attorney-in-fact shall exercise powers in my best interests and for my welfare, as a fiduciary. My attorney-in-fact shall have the following powers:

(Choose the applicable power(s) by placing your initials in the preceding space)

_____ **BANKING** - To receive and deposit funds in any financial institution, and to withdraw funds by check or otherwise to pay for goods, services, and any other personal and business expenses for my benefit. If necessary, to effect my attorney-in-fact's powers, my attorney-in-fact is authorized to execute any document required to be signed by such banking institution.

_____ **SAFE DEPOSIT BOX** - To have access at any time or times to any safe-deposit box rented by me or to which I may have access, wheresoever located, including drilling, if necessary, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe-deposit box; and any institution in which any such safe-deposit box may be located shall not incur any liability to me or my estate as a result of permitting my attorney-in-fact to exercise this power.

_____ **LENDING OR BORROWING** - To make loans in my name; to borrow money in my name, individually or jointly with others; to give promissory notes or other obligations therefor; and to deposit or mortgage as collateral or for security for the payment thereof any or all of my securities, real estate, personal property, or other

property of whatever nature and wherever situated, held by me personally or in trust for my benefit.

_____ **GOVERNMENT BENEFITS** - To apply for and receive any government benefits for which I may be eligible or become eligible, including but not limited to, Social Security, Medicare and Medicaid.

_____ **RETIREMENT PLAN** - To contribute to, select payment option of, roll-over, and receive benefits of any retirement plan or IRA I may own, except my attorney-in-fact shall not have power to change the beneficiary of any of my retirement plans or IRAs.

_____ **TAXES** - To complete and sign any local, state and federal tax returns on my behalf, pay any taxes and assessments due and receive credits and refunds owed to me and to sign any tax agency documents necessary to effectuate these powers.

_____ **INSURANCE** - To purchase, pay premiums and make claims on life, health, automobile and homeowners' insurance on my behalf, except my attorney-in-fact shall not have the power to cash in or change the beneficiary of any life insurance policy.

_____ **REAL ESTATE** - To acquire, purchase, exchange, lease, grant options to sell, and sell and convey real property, or any interests therein, on such terms and conditions, including credit arrangements, as my attorney-in-fact shall deem proper; to execute, acknowledge and deliver, under seal or otherwise, any and all assignments, transfers, deeds, papers, documents or instruments which my attorney-in-fact shall deem necessary in connection therewith.

_____ **PERSONAL PROPERTY** - To acquire, purchase, exchange, lease, grant options to sell, and sell and convey personal property, or any interests therein, on such terms and conditions, including credit arrangements, as my attorney-in-fact shall deem proper; to execute, acknowledge and deliver, under seal or otherwise, any and all assignments, transfers, titles, papers, documents or instruments which my attorney-in-fact shall deem necessary in connection therewith; to purchase, sell or otherwise dispose of, assign, transfer and convey shares of stock, bonds, securities and other personal property now or hereafter belonging to me, whether standing in my name or otherwise, and wherever situated.

_____ **POWER TO MANAGE PROPERTY**- To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interests therein, that I now own or may hereafter acquire, in my name and for my benefit, upon such terms and conditions as my attorney-in-fact shall deem proper.

_____ **GIFTS** - To make gifts, grants, or other transfers (including the forgiveness of indebtedness and the completion of any charitable pledges I may have made) without consideration, either outright or in trust to such person(s) (including my attorney-in-fact hereunder) or organizations as my attorney-in-fact shall select, including, without limitation, the following actions: (a) transfer by gift in advancement of a bequest or devise to beneficiaries under my will or in the absence of a will to my spouse and

descendants in whatever degree; and (b) release of any life interest, or waiver, renunciation, disclaimer, or declination of any gift to me by will, deed, or trust

_____ **LEGAL ADVICE AND PROCEEDINGS** - To obtain and pay for legal advice, to initiate or defend legal and administrative proceedings on my behalf, including actions against third parties who refuse, without cause, to honor this instrument.

SPECIAL INSTRUCTIONS: On the following lines are any special instructions limiting or extending the powers I give to my attorney-in-fact (Write "None" if no additional instructions are given):

_____
_____
_____
_____

AUTHORITY OF ATTORNEY-IN-FACT: Any party dealing with my attorney-in-fact hereunder may rely absolutely on the authority granted herein and need not look to the application of any proceeds nor the authority of my attorney-in-fact as to any action taken hereunder. In this regard, no person who may in good faith act in reliance upon the representations of my attorney-in-fact or the authority granted hereunder shall incur any liability to me or my estate as a result of such act. I hereby ratify and confirm whatever my attorney-in-fact shall lawfully do under this instrument. My attorney-in-fact is authorized as he or she deems necessary to bring an action in court so that this instrument shall be given the full power and effect that I intend on by executing it.

LIABILITY OF ATTORNEY-IN-FACT: My attorney-in-fact shall not incur any liability to me under this power except for a breach of fiduciary duty.

REIMBURSEMENT OF ATTORNEY-IN-FACT: My attorney-in-fact is entitled to reimbursement for reasonable expenses incurred in exercising powers hereunder, and to reasonable compensation for services provided as attorney-in-fact.

AMENDMENT AND REVOCATION: I can amend or revoke this power of attorney through a writing delivered to my attorney-in-fact. Any amendment or revocation is ineffective as to a third party until such third party has notice of such revocation or amendment.

STATE LAW: This Power of Attorney is governed by the laws of the State of Tennessee.

PHOTOCOPIES: Photocopies of this document can be relied upon as though they were originals.

IN WITNESS WHEREOF, I have on this ____ day of _____, 20____, executed this Financial Power of Attorney.

_____
Principal's Signature

We, the witnesses, each do hereby declare in the presence of the principal that the principal signed and executed this instrument in the presence of each of us, that the principal signed it willingly, that each of us hereby signs this Power of Attorney as witness at the request of the principal and in the principal's presence, and that, to the best of our knowledge, the principal is eighteen years of age or over, of sound mind, and under no constraint or undue influence.

_____
Witness's Signature

_____
Address

_____
Witness's Signature

_____
Address

STATE OF _____

_____ County, ss.

On this ____ day of _____, 20____, before me appeared _____, as Principal of this Power of Attorney who proved to me through government issued photo identification to be the above-named person, in my presence executed foregoing instrument and acknowledged that (s)he executed the same as his/her free act and deed.

_____
Notary Public

My commission expires: _____

SPECIMEN SIGNATURE AND ACCEPTANCE OF APPOINTMENT

I, _____, the attorney-in-fact named above, hereby accept appointment as attorney-in-fact in accordance with the foregoing instrument.

_____
Attorney-in-Fact's Signature

STATE OF _____

_____ County, ss.

On this ____ day of _____, 20____, before me appeared _____, as Attorney-in-Fact of this Power of Attorney who proved to me through government issued photo identification to be the above-named person, in my presence executed the foregoing acceptance of appointment and acknowledged that (s)he executed the same as his/her free act and deed.

_____
Notary Public

My commission expires: _____