Davidson County POA
Recvd: 06/24/05 10:05 4 pg
Fees:22.00 Taxes:0.00
20050624-0072772

GENERAL POWER OF ATTORNEY

I, ALPHON K. BENTON, residing at 1806 Union Hill Rd., Goodlettsville, Tennessee 37072, hereby appoint Kenneth W. Benton of 1826 Union Hill Rd., Goodlettsville, Tennessee 37072, as my Attorney-in-Fact ("Agent").

I hereby revoke any and all general powers of attorney that previously have been signed by me. However, the preceding sentence shall not have the effect of revoking any powers of attorney that are directly related to my health care that previously have been signed by me.

My Agent shall have full power and authority to act on my behalf. This power and authority shall authorize my Agent to manage and conduct all of my affairs and to exercise all of my legal rights and powers, including all rights and powers that I may acquire in the future. My Agent's powers shall include, but not be limited to, the power to:

1. Open, maintain or close bank accounts (including, but not limited to checking accounts, savings accounts, and certificates of deposit), brokerage accounts, and other similar accounts with financial institutions.

    a. Conduct any business with any banking or financial institution with respect to any of my accounts, including but not limited to, making deposits and withdrawals, obtaining bank statements, passbooks, drafts, money orders, warrants, and certificates or vouchers payable to me by any person, firm, corporation or political entity.

    b. Perform any act necessary to deposit, negotiate, sell or transfer any note, security, or draft of the United States of America, including U.S. Treasury Securities.

    c. Have access to any safety deposit box that I might own, including its contents.

2. Sell, exchange, buy, invest, or reinvest any assets or property owned by me. Such assets or property may include income producing or non-income producing assets and property.

3. Purchase and/or maintain insurance, including life insurance upon my life or the life of any other appropriate person.

4. Take any and all legal steps necessary to collect any amount or debt owed to me, or to settle any claim, whether made against me or asserted on my behalf against any other person or entity.

5. Enter into binding contracts on my behalf.

6. Exercise all stock rights on my behalf as my proxy, including all rights with respect to stocks, bonds, debentures or other investments.

7. Maintain and/or operate any business that I may own.

8. Sell, convey, lease, mortgage, manage, insure, improve, repair, or perform any other act with respect to any of my property (now owned or later acquired) including, but not limited to, real estate and real estate rights (including the right to remove tenants and to recover possession). This includes the right to sell or encumber any homestead that I now own or

Initials A.K.A.

may own in the future.

9. Prepare, sign, and file documents with any governmental body or agency, including but not limited to, authorization to:

a. Prepare, sign and file income and other tax returns with federal, state, and local and other governmental bodies.

b. Obtain information or documents from any government or its agencies, and negotiate, compromise, or settle any matter with such government or agency (including tax matters).

c. Prepare applications, provide information, and perform any other act reasonably requested by any government or its agencies in connection with governmental benefits (including military and social security benefits).

10. Make gifts from my assets to members of my family and to such other persons or charitable organizations with whom I have an established pattern of giving. However, my Agent may not make gifts of my property to the Agent. I appoint Marjorie E. Benton, of 1826 Union Hill Rd., Goodlettsville, Tennessee 37072, as my substitute Agent for the sole purpose of making gifts of my property to my Agent, as appropriate.

11. Transfer any of my assets to the trustee of any revocable trust created by me, if such trust is in existence at the time of such transfer.

12. Disclaim any interest which might otherwise be transferred or distributed to me from any other person, estate, trust, or other entity, as may be appropriate.

This Power of Attorney shall be construed broadly as a General Power of Attorney. The listing of specific powers is not intended to limit or restrict the general powers granted in this Power of Attorney in any manner.

Any power or authority granted to my Agent under this document shall be limited to the extent necessary to prevent this Power of Attorney from causing (i) my income to be taxable to my Agent, (ii) my assets to be subject to a general power of appointment by my Agent, and (iii) my Agent to have any incidents of ownership with respect to any life insurance policies that I may own on the life of my Agent.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney.

My Agent shall not be entitled to any compensation, during my lifetime or upon my death, for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred in connection with this Power of Attorney.

My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective immediately, and shall not be affected by my disability or lack of mental competence. This Power of Attorney shall continue effective until my death. This Power of Attorney may be revoked by me at any time by providing written notice to my Agent.

Initials A.K.B.

Dated 12 February, 1998, at Goodlettsville, Tennessee.

Signature: Alphon K. Benton
ALPHON K. BENTON

State/Commonwealth of Tennessee

County/~~Parish~~ of Davidson

On this the 12th day of February, 1998, before me personally appeared ALPHON K. BENTON, to me known to be the person (or persons) described in and who executed the foregoing instrument, and acknowledged that he/she executed same as his/her free act and deed.

Margaret R. Galbreath
Notary Public

Title (and Rank)

My commission expires 27 January 2001

Initials: AKB

This document was prepared by:

Name: ALPHON K. BENTON
Address: 1806 Union Hill Rd.
Goodlettsville, Tennessee 37072

Initials A.K.B.