

self, my heirs, my legal and personal representatives, and assigns, whether the same shall have been done before or after my death, or other revocation of this instrument, unless and until reliable intelligence or notice thereof shall have been received by my said attorney in fact.

This power of attorney shall not be affected by physical disability or mental incompetence of the principal which renders the principal incapable of managing his own estate. It is my intention that the power and authority conferred herein upon my attorney in fact shall be exercisable notwithstanding my physical disability or mental incompetence. All acts done by my attorney in fact pursuant to this power during any period of 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.

It is my express intention that after the onset of mental disability my attorney in fact shall not be required to file any inventory or accounting with the Probate Court, but my attorney in fact shall keep accurate books and records in order to account to me or my heirs or personal representatives. I direct that no surety bond or other security shall be required to be posted in any jurisdiction by my attorney in fact or any successor before or after my mental disability.

In the event of the resignation, death, removal, refusal, or inability to act of the original attorney in fact named herein, then I hereby make, constitute and appoint my sons, SAM B. PHILLIPS, JR. and JAMES E. PHILLIPS, as my successor attorneys in fact. If one of my sons named above fails to qualify or ceases to serve as successor attorney, then the other shall serve as sole successor attorney. Any attorney in fact at any time serving hereunder may resign at any time by written notice to me. Unless otherwise provided for herein, in the event of my mental incompetence any attorney in fact resigning hereunder may appoint a successor attorney in fact. Any successor attorney in fact

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