



Lawyers Surety Corporation

Dallas, Texas

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS. That LAWYERS SURETY CORPORATION, a Texas Corporation does hereby make and appoint

LEROY CLARK, DONNELLE CLARK, OF BIRMINGHAM, AL

its true and lawful Attorney(s)-in-Fact, with full power and authority for and on behalf of the company as surety, to execute and deliver and affix the seal, if required, bonds, undertakings, recognizances or other written obligations in the nature thereof (excluding: Criminal Bonds or recognizances, Supersedeas Bonds of any kind, Defendant's Court Bonds in Judicial Proceedings, Community Administration Bonds, Contractors Bid, Performance, Payment and Completion Bonds, Motor Fuel Distributors Bonds, Consignee and Consigner Bonds, Bail Bonds, Bank Depository Bonds, Mortgage Deficiency Bonds, Mortgage Guaranty Bonds, Guarantees of Installment Paper and Note Guaranty Bonds) as follows:

ALL WRITTEN INSTRUMENTS IN AN AMOUNT NOT TO EXCEED AN AGGREGATE OF
TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000)--- FOR ANY SINGLE OBLIGATION,
REGARDLESS OF THE NUMBER OF INSTRUMENTS ISSUED FOR THE OBLIGATION.

and to bind LAWYERS SURETY CORPORATION, thereby, and all of the acts of said Attorneys-in-Fact, pursuant to these presents, are hereby ratified and acknowledged. This appointment is made under and by authority of the following provisions of the By Laws of the company, which are now in full force and effect:

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Article 5, Section A. The Board of Directors shall have the management of the business of the company and in addition to the powers and authority given by By-Laws expressly conferred upon them, may exercise all such powers and do all such acts and things as may be necessary for the transaction by the corporation.

Article 5, Section G. The Board of Directors may appoint additional officers and agents to perform such duties. This Power of Attorney is signed in facsimile under and by the authority of the following resolutions adopted by the Board of Directors of L.A. Lawyers Surety Corporation at a meeting duly held on January 29, 1972.

RESOLVED that the PRESIDENT, any Vice-President, or Assistant Vice-President, in conjunction with the Secretary or any Authorized Secretary, may sign any instrument evidencing the appointment in each case for and on behalf of the company to deliver and affix the seal of the company to bonds, undertakings, recognizances and suretyship obligations of all kinds, and name the attorney-in-fact, attorney-in-fact or agent and revoke any power of attorney previously granted to such person.

RESOLVED FURTHER that any bond, undertaking, recognizance, or suretyship obligation shall be valid and binding upon the company (i) when signed and sealed by the President, any Vice-President, or Assistant Vice-President; or (ii) when duly executed and sealed (if a seal be required) by one or more officers of the company with the authority evidenced by the power of attorney granted by the company to such person or persons.

RESOLVED FURTHER that the signature of any authorized officers and the seal of the company may be affixed by facsimile to any power of attorney or certificate thereof authorizing the execution and delivery of any bond, undertaking, recognizance or other suretyship obligations of the company, and such signature or so used shall have the same force and effect as though manually affixed.

IN WITNESS WHEREOF, LAWYERS SURETY CORPORATION has caused these presents to be signed by its proper officer, and its corporate seal to be affixed this 17TH day of MAY 1972.

LAWYERS SURETY CORPORATION

Secretary



STATE OF WISCONSIN, COUNTY OF WAUKESHA--ss

On this 17TH day of MAY 1989, personally came before me, DAVID G. MENZEL, to me known to be the individual and officers of the LAWYERS SURETY CORPORATION, who executed the instrument, and they each acknowledged the execution of the same, and being by me duly sworn, did severally depose and say, that the said seal is the seal of the corporation aforesaid, and that the seal affixed to the above instrument is the seal of the corporation and that said officers were duly affixed and subscribed to the said instrument by the authority of the board of directors of said corporation.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

My Commission Expires 11/31/93

CERTIFICATE

I, the undersigned, assistant secretary of the LAWYERS SURETY CORPORATION, a Texas Corporation, CERTIFY that the foregoing Power of Attorney remains in full force and has not been revoked. Furthermore, that the provisions of the By Laws of the company and the Heelers, set forth in the Power of Attorney, are now in force.

Signed and sealed at the City of Brookfield, WI this 18TH day of MAY

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JUDGE OF PROBATE

92-0118