



Mid-Century Insurance Company

4680 Wilshire Boulevard, Los Angeles, California 90010

Notary Public
Official Bond

Bond No. 69701 80 13


KNOW ALL MEN BY THESE PRESENTS

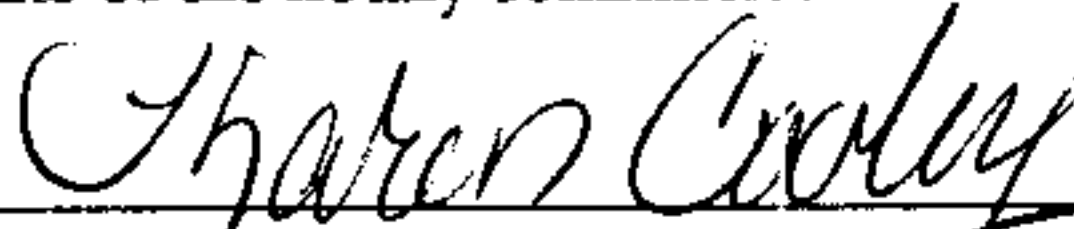

That we, Karen Cooley as Principal, and MID-CENTURY INSURANCE COMPANY, a corporation duly licensed to do business in the State of Alabama, as Surety, are held and firmly bound unto The State of Alabama in the penal sum of TEN THOUSAND DOLLARS, for which payment well and truly to be made, we bind ourselves, our heirs, executors and administrators, jointly and severally, firmly by these presents.

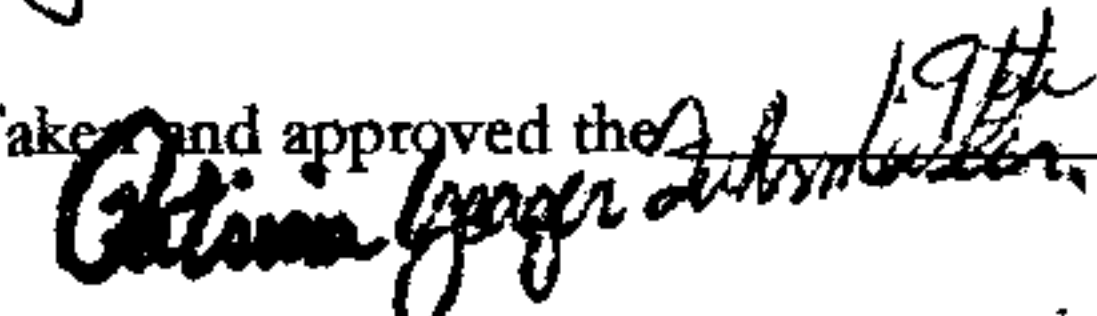
THE CONDITIONS OF THE ABOVE OBLIGATIONS IS SUCH,

That whereas the above bounden Karen Cooley was on the 19th day of April, 2001 duly appointed Notary Public State At Large (State At Large or County)

NOW, if the said Karen Cooley son shall faithfully discharge the duties of such office during the time she continues therein, or discharges any of the duties thereof, then this obligation to be void, otherwise to remain in full force and effect for the term of four(4) years from the date of the notary commission.



(Alabama Resident Agent)


Karen Cooley
MID-CENTURY INSURANCE COMPANY
 (Seal)
Catherine T. Johnston Attorney-in-Fact

Taken and approved the 19th day of April, 2001.

Judge of Probate

OATH OF OFFICE

I, Karen Cooley do solemnly swear (or affirm) that I will support the Constitution of the United States and the Constitution of the State of Alabama, so long as I continue a citizen thereof, and that I will faithfully and honestly discharge the duties of the office upon which I am about to enter, to the best of my ability: So Help me God.

Subscribed and Sworn to before me, this 9th day of April A.D., 2001

Notary Public

04/19/2001-15035
08:21 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MEL 23.00

Inst # 2001-15035

Power of Attorney
MID-CENTURY INSURANCE COMPANY
HOME OFFICE: 4680 WILSHIRE BLVD., LOS ANGELES, CA 90010

Know ALL MEN BY THESE PRESENTS: That the MID-CENTURY INSURANCE COMPANY, a corporation of the State of California, by LEONARD H. GELFAND, Vice-President, and DOREN E. HOHL, Secretary does hereby nominate, constitute and appoint **Freddie W. JONES, Catherine T. JOHNSTON and Kimbal C. GORDON, II**, all of **Memphis, Tennessee**, EACH its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: any and all bonds, recognizances and undertakings and the execution of such bonds, recognizances or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in the City of Los Angeles, County of Los Angeles, State of California, in their own proper persons. [Applicable to Utah only - That said Company is authorized to execute the same and has complied in all respects with the laws of Utah in reference to becoming sole surety upon bonds, recognizances, undertakings and obligations.]

IN WITNESS WHEREOF, the said Vice-President and Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said MID-CENTURY INSURANCE COMPANY, this 11th day of July, A.D. 2000.

ATTEST:

MID-CENTURY INSURANCE COMPANY



Doren E. Hohl
Doren E. Hohl

Secretary

By:

Leonard H. Gelfand
Leonard H. Gelfand

Leonard H. Gelfand
Vice-President

State of California } ss:
County of Los Angeles

On this 11th day of July, A.D. 2000, before the subscriber, a Notary Public of the State of California, duly commissioned and qualified, came LEONARD H. GELFAND, Vice-President and DOREN E. HOHL, Secretary of the MID-CENTURY INSURANCE COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Leslie M. Sumner
Leslie M. Sumner

Notary Public

My Commission Expires: December 6, 2001

CERTIFICATION

This Power of Attorney is executed by authority of a resolution adopted by the Board of Directors of the MID-CENTURY INSURANCE COMPANY on October 8, 1980 at Los Angeles, California, a true and accurate copy of which is hereinafter set forth:

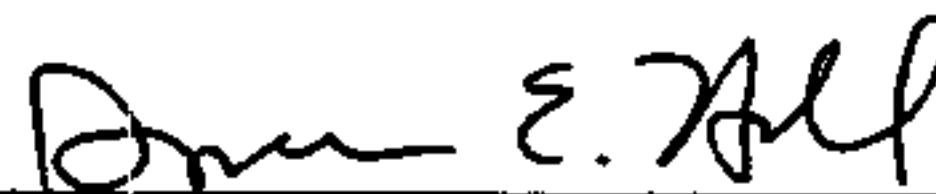
RESOLVED, That the President or any Vice-President, or any Assistant Vice-President, and the Secretary or any Assistant Secretary of the Company are hereby authorized, directed and empowered for and on behalf of this Corporation to make, execute and deliver the Power of Attorney of this Corporation to empower any officer, employee or representative of this Corporation, as they may at any time see fit, to execute for and on behalf of this Corporation any bond or bonds, including, but not limited to Fidelity and Surety bonds, including the acceptance of process, which this Corporation may lawfully issue through its duly constituted officers, and to revoke such power or powers of attorney from time to time as they in their sole and exclusive direction may see fit to do.

On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond, recognizance or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced, provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking. On any instrument certifying an appointment, the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof.

I, the undersigned, Secretary of the MID-CENTURY INSURANCE COMPANY, do hereby certify that the forgoing extracts of the Resolution of the Board of Directors of the Corporation, and of a Power of Attorney issued pursuant thereto, are true and correct, and that the Resolution and the Power of Attorney are still in full force and effect.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company, this

12th day of March, 2001.



Secretary

Inst # 2001-15035

04/19/2001-15035
08:21 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MEL 23.00