

REFER TO RATE CHART FOR UNDERWRITING AUTHORITY

**OLD REPUBLIC**

Surety Company


 20041001000542580 Pg 1/2 23.00  
 Shelby Cnty Judge of Probate, AL  
 10/01/2004 09:11:00 FILED/CERTIFIED
**Notary Bond**Bond No. 0545301AGENTS CODE NO. 92-0173

KNOW ALL MEN BY THESE PRESENTS:

 THAT WE, Robert Braxton Jay  
355 Lane Park Trail  
Maylene, AL 35114

 STATE OF ALABAMA,  
 COUNTY OF Shelby

 as principal and OLD REPUBLIC SURETY COMPANY, as Surety, are held and firmly bound unto the State of Alabama in the sum of TEN THOUSAND  
DOLLARS AND No/00 (\$10,000.00)

 for the payment of which well and  
 truly to be made and done, we bind ourselves, our heirs, executors, administrators and assigns, firmly by these presents, and we hereby waive our right to claim  
 personal

 WHEREAS, the above-named Principal has been duly appointed Notary Public  
 (State At Large or County) beginning 30 day of September 2004 for a term of four years from the date of the notary commission  
 in Precinct No. 27 in and for said County.

 NOW, THEREFORE, the condition of this bond is that if the named principal shall faithfully discharge the duties of the office of Notary Public, then this  
 obligation shall become null and void; otherwise it shall remain in full force and effect.

 SIGNED and sealed this 30 day of September, 2004

(sign here)

x Robert Braxton Jay  
 Person appointed Notary Public

OLD REPUBLIC SURETY COMPANY

By

Jan A. V...  
 Attorney-in-Fact

 Approved and filed the 1st day of October, 2004.

 THE STATE OF ALABAMA  
Shelby County

By

Patricia Yeager-Hamilton  
 Judge of Probate
**OATH OF OFFICE**
 I, Robert Braxton Jay, 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 honestly and faithfully  
 discharge the duties of the office upon which I am about to enter, to the best of my ability, so help me God.

(sign here)

x Robert Braxton Jay  
 Person appointed Notary Public.

Subscribed and sworn to before me this

30th

day of

August2004

To certify which witness my hand and seal of office.

Shelby Braxton  
 Notary Public State of Alabama

MY COMMISSION EXPIRES APRIL 8, 2007



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That OLD REPUBLIC SURETY COMPANY, a Wisconsin stock insurance corporation, does make, constitute and appoint:

DAREN A. VOWELS, 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 of the company thereto (if a seal is required), bonds, undertakings, recognizances or other written obligations in the nature thereof, (other than bail bonds, bank depository bonds, mortgage deficiency bonds, mortgage guaranty bonds, guarantees of installment paper and note guaranty bonds, self-insurance workers compensation bonds guaranteeing payment of benefits, asbestos abatement contract bonds, waste management bonds, hazardous waste remediation bonds or black lung 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 OLD REPUBLIC SURETY COMPANY thereby, and all of the acts of said Attorneys-in-Fact, pursuant to these presents, are ratified and confirmed. This document is not valid unless printed on colored background and is multi-colored. This appointment is made under and by authority of the board of directors at a special meeting held on February 18, 1982. This Power of Attorney is signed and sealed by facsimile under and by the authority of the following resolutions adopted by the board of directors of the OLD REPUBLIC SURETY COMPANY on February 18, 1982.

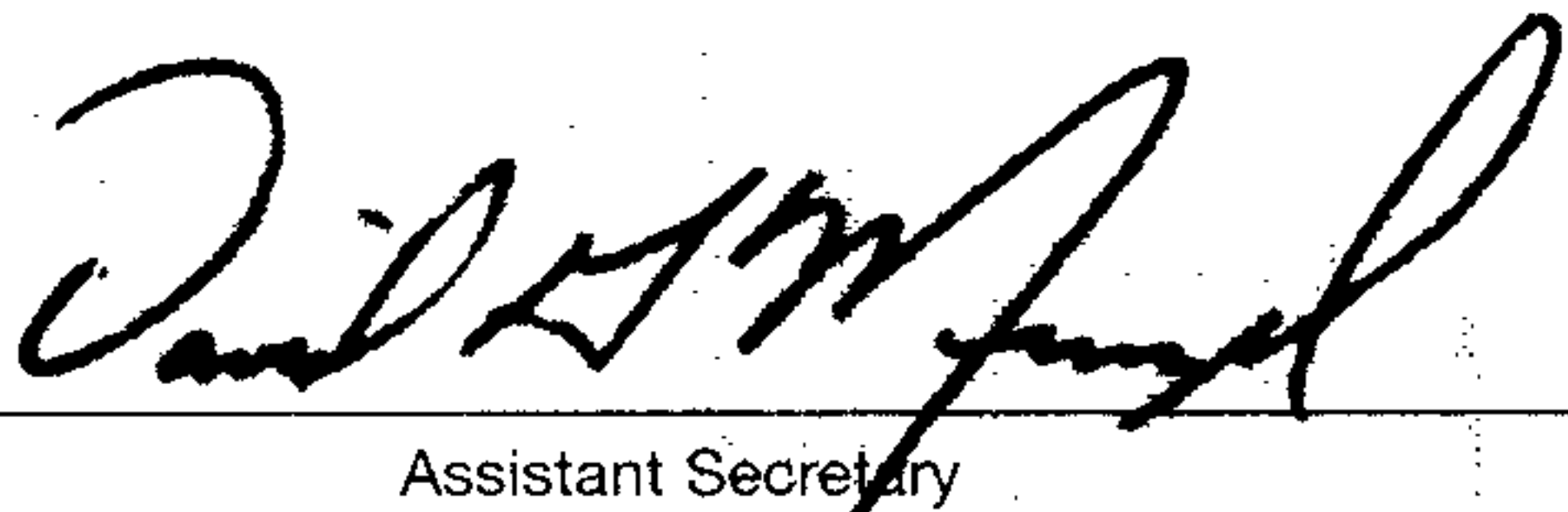
RESOLVED that, the president, any vice-president, or assistant vice president in conjunction with the secretary or any assistant secretary, may appoint attorneys-in-fact or agents with authority as defined or limited in the instrument evidencing the appointment in each case, for and on behalf of the company to execute and deliver and affix the seal of the company to bonds, undertakings, recognizances, and suretyship obligations of all kinds; and said officers may remove any such 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 by the president, any vice president or assistant vice president, and attested and sealed (if a seal be required) by any secretary or assistant secretary; or
- (ii) when signed by the president, any vice president or assistant vice president, secretary or assistant secretary, and countersigned and sealed (if a seal be required) by a duly authorized attorney-in-fact or agent; or
- (iii) when duly executed and sealed (if a seal be required) by one or more attorneys-in-fact or agents pursuant to and within the limits of the authority evidenced by the Power of Attorney issued by the company to such person or persons.

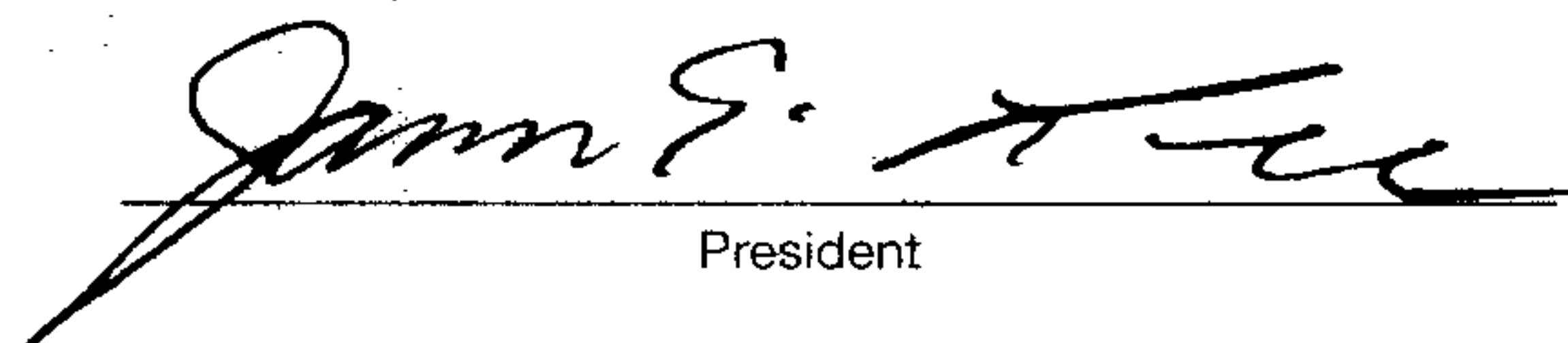
RESOLVED FURTHER, that the signature of any authorized officer and the seal of the company may be affixed by facsimile to any Power of Attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligations of the company; and such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

IN WITNESS WHEREOF, OLD REPUBLIC SURETY COMPANY has caused these presents to be signed by its proper officer, and its corporate seal to be affixed this 27TH day of APRIL 2004

  
Assistant Secretary



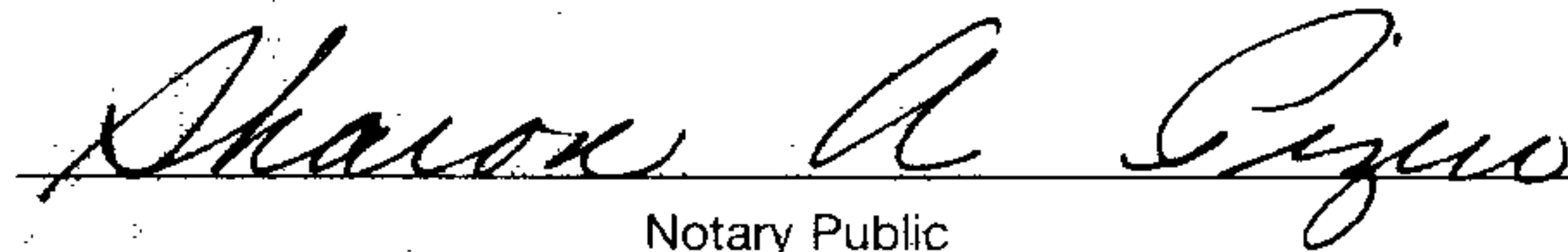
OLD REPUBLIC SURETY COMPANY

  
President

STATE OF WISCONSIN, COUNTY OF WAUKESHA - SS

On this 27TH day of APRIL 2004, personally came before me, JAMES E. LEE and DAVID G. MENZEL to me known to be the individuals and officers of the OLD REPUBLIC SURETY COMPANY who executed the above instrument, and they each acknowledged the execution of the same, and being by me duly sworn, did severally depose and say; that they are said officers of the corporation aforesaid, and that the seal affixed to the above instrument is the seal of the corporation, and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority of the board of directors of said corporation.



  
Notary Public  
My commission expires: 02/13/2005

CERTIFICATE

I, the undersigned, assistant secretary of the OLD REPUBLIC SURETY COMPANY, a Wisconsin corporation, CERTIFY that the foregoing and attached Power of Attorney remains in full force and has not been revoked; and furthermore, that the Resolutions of the board of directors set forth in the Power of Attorney, are now in force.

92-0173



Signed and sealed at the City of Brookfield, WI this \_\_\_\_\_ day of \_\_\_\_\_

COMPASS BANCSHARES INSUR, INC.

  
Assistant Secretary

THIS DOCUMENT IS NOT VALID UNLESS PRINTED ON COLORED BACKGROUND AND IS MULTI-COLORED