



GENERAL POWER OF ATTORNEY

American States Insurance Company

INDIANAPOLIS, INDIANA

KNOW ALL MEN BY THESE PRESENTS, that American States Insurance Company, a Corporation duly organized and existing under the laws of the State of Indiana, and having its principal office in the City of Indianapolis, Indiana, hath made, constituted and appointed, and does by these presents make, constitute and appoint

MERRILL H. COOK AND GLADYS G. DAVIS

(Jointly or Severally)

of Birmingham and State of Alabama its true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred in its name, place and stead, to execute, acknowledge and

deliver any and all bonds, recognizances, contracts of indemnity and other conditional or obligatory undertakings, provided, however, that the penal sum of any one such instrument executed hereunder shall not exceed

TWO HUNDRED FIFTY THOUSAND AND NO/100 (\$250,000.00) DOLLARS

and to bind the Corporation thereby as fully and to the same extent as if such bonds were signed by the President, sealed with the common seal of the Corporation and duly attested by its Secretary, hereby ratifying and confirming all that the said Attorney(s)-in-Fact may do in the premises. This Power of Attorney is executed and may be revoked pursuant to and by authority granted by Section 7.07 of the By-Laws of the American States Insurance Company, which reads as follows:

"The Chairman, the President or any vice-president (including any Executive Vice President, Senior Vice President, Second Vice President or Assistant Vice President) shall have power, by and with the concurrence with the any other officer of the Corporation, to appoint Attorneys-in-Fact as the business of the Corporation may require and to authorize any such person to execute, on behalf of the Corporation, any bonds, recognizances, stipulations and undertakings, whether by way of surety or otherwise."

IN WITNESS WHEREOF, American States Insurance Company has caused these presents to be signed by its Vice-President, attested by its

Assistant Secretary and its corporate seal to be hereto affixed this 8th day of December

A.D. 19 88

AMERICAN STATES INSURANCE COMPANY

ATTEST:

Assistant Secretary

By

Second Vice-President



STATE OF INDIANA }
COUNTY OF MARION } SS

On this 8th day of December, A.D., 19 88, before me personally came

Joseph F. Heim

being by me duly sworn, acknowledged the execution of the above instrument and did depose and say; that he is a Vice-President of American States Insurance Company; that he knows the seal of said Corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said Corporation; and that he signed his name thereto under like authority. And said

Joseph F. Heim further said that he is acquainted with Alanson T. Abel and knows him to be the Assistant Secretary of said Corporation; and that he executed the above instrument.

MY COMMISSION EXPIRES

OCTOBER 2, 1992

My Commission Expires

Notary Public



STATE OF INDIANA }
COUNTY OF MARION } SS

I, Alanson T. Abel

, the Assistant Secretary of AMERICAN STATES INSURANCE COMPANY, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney, executed by said AMERICAN STATES INSURANCE COMPANY, which is still in force and effect.

This Certificate may be signed and sealed by facsimile under and by the authority of Section 8.03 of the By-Laws of AMERICAN STATES INSURANCE COMPANY which reads as follows:

"All policies and other instruments of insurance issued by the Corporation shall be signed on behalf of the Corporation by the Chairman, the President or any vice-president (including any Executive Vice President, Senior Vice President, Vice President, Second Vice President or Assistant Vice President) and the secretary, or an assistant secretary, or other officer, whose signatures, if the instrument is duly countersigned by an authorized representative of the Corporation, may be facsimiles. Such signatures and facsimiles thereof shall be authorized and binding upon the Corporation notwithstanding the fact that any such officer shall have ceased to be such officer at the time such policy or other instrument of insurance shall have been actually issued by the Corporation."

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In witness whereof, I have hereunto set my hand and affixed the seal of said Corporation, this _____ day of _____

A.D., 19 _____

JUDGE OF PROBATE

Assistant Secretary

