

OFFICIAL BOND

THE STATE OF ALABAMA,

County

KNOW ALL MEN BY THESE PRESENTS:

BOND No. 586656

That we Martha Reid, as Principal, and the Gulf 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 sum of Ten Thousand and no/100 (\$10,000) Dollars, 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 property exempt under the laws of Alabama.

Sealed with our seal and dated this 19th day of May, 1993.

The condition of the above obligation, That whereas the above bound Martha Reid

was duly appointed to the office of
notary public on the 2nd day of May, 1993;
for the term of four years from the 2nd day of May, 1993 in

Precinct No. in and for said County.

Now, if the said Principal shall faithfully perform and discharge all the duties of said office during his continuance therein then the above obligation to be void, otherwise to remain in full force and effect.

Ronald B. Giadrosich
Countersigned by Alabama Resident Agent
Address: Ronald B Giadrosich
McGriff, Siebels & Williams
Name of Agent or Agency

Martha Reid (L.S.)
Principal Martha Reid

(L.S.)
Principal

2211 7th Ave., Birmingham, AL 35202
Street City State

By Tracy L. Gifford (L.S.)
Attorney-in-Fact
Tracy L. Gifford

Taken and approved this 1 day of June, 1993

Thomas A. Snowden Jr.
Judge of Probate

THE STATE OF ALABAMA

OATH OF OFFICE

Shelby County

I, Martha Reid Solemnly swear 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 26th day of May, 1993

Judith A. Rogers
Notary Public

MY COMMISSION EXPIRES AUG. 29, 1994

Inst # 1993-15681
Martha Reid Principal
06/01/1993-15681
01:42 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 15.00



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That GULF INSURANCE COMPANY, a corporation of the State of Missouri, hereinafter called "Company," does hereby appoint

GARY B. McELROY OR LINDA F. HUGHES OR TRACY L. GIFFORD OR BONNIE S. WYATT OR
LARRY PAULSEN OR LINDA W. SINKU

FORT WORTH, TEXAS

its true and lawful Attorney-in-fact to make, execute, seal and deliver on its behalf, as surety, any and all bonds and undertakings of suretyship, not to exceed \$250,000.00 or any bond where the penalty is not stated in the bond form. No authority is granted where the attorney in fact is a party at interest in the bond.

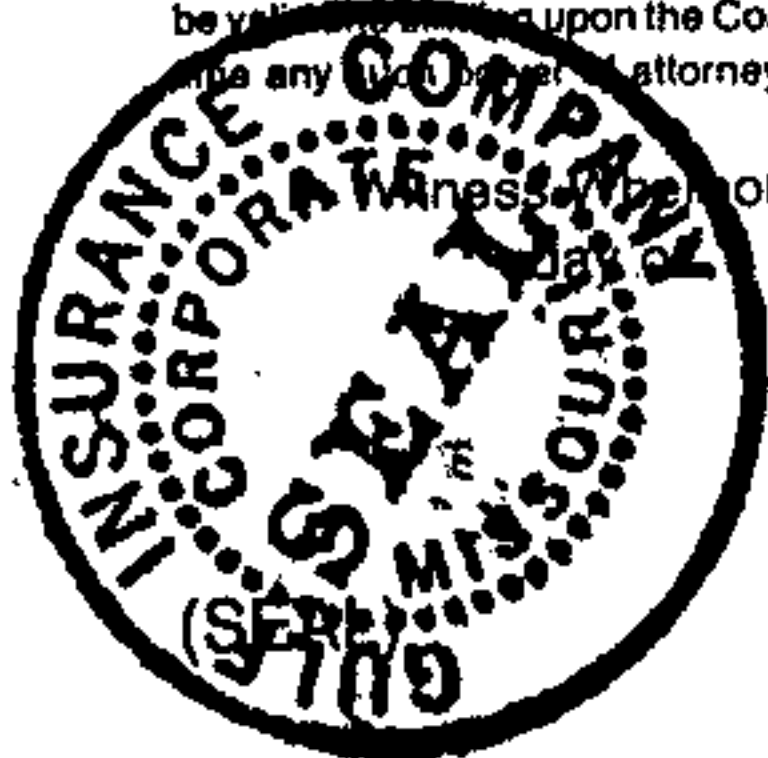
The execution of such bonds or undertakings in pursuance of these presents shall be as binding upon the Company as if they had been executed and acknowledged by the regularly elected officers of the Company.

This Power of Attorney is issued pursuant to and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

"Resolved that the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary may appoint Attorneys-in-fact in any state, territory or federal district to represent this Company and to act on its behalf within the scope of the authority granted to them, in writing, which authority may include the power to make, execute, seal and deliver on behalf of this Company, as surety, and as its act and deed, any and all bonds and undertakings of suretyship and other documents that the ordinary course of surety business may require, including authority to appoint agents for the service of process in any jurisdiction, state or federal, and authority to attest to the signature of the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary and to verify any affidavit or other statement relating to the foregoing, and to certify to a copy of any of the bylaws of the Company and to any resolutions adopted by its Board of Directors; and any such Attorney-in-fact may be removed and the authority granted him revoked by the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary, or by the Board of Directors."

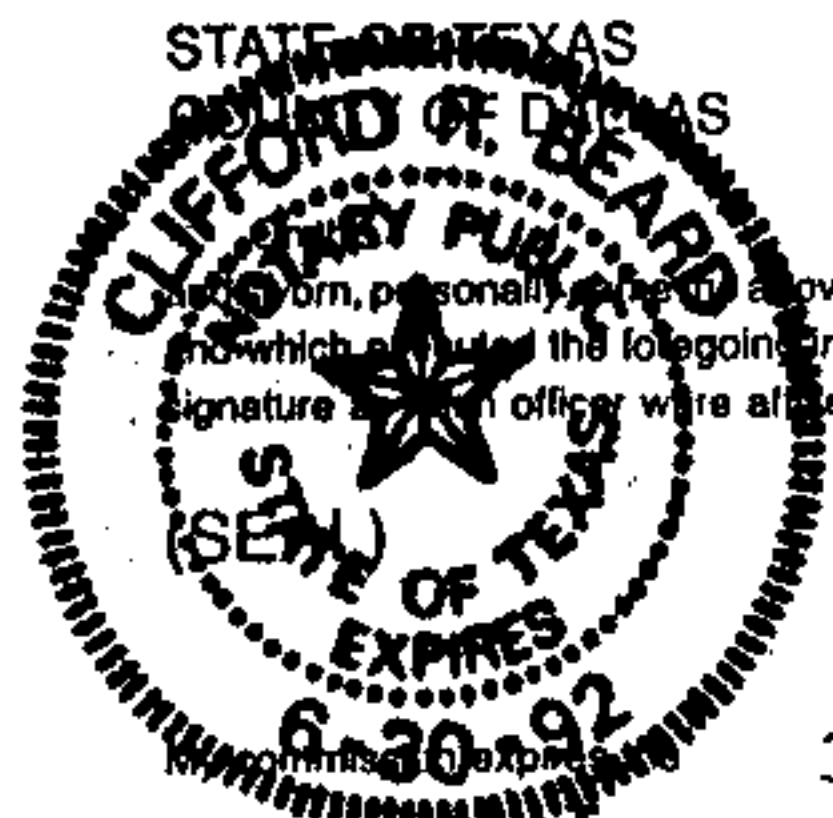
This Power of Attorney and Certificate are signed and sealed by facsimile under and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

"Resolved that the signature of the President, or of any Senior Vice President, or of any Vice President, or of the Secretary, or of any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Attorneys-in-fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, including any such power of attorney and certificate revoking the authority of the foregoing Attorneys-in-fact, as well as for the appointment of agents for the service of process in any jurisdiction, state or federal, including any such power of attorney and certificate revoking the authority of such agents; and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power of attorney or certificate so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company at the time any such power of attorney and certificate are executed and in the future with respect to any bond or undertaking to which they are attached."



Witness my hand, the Company has caused this Power of Attorney to be signed and its corporate seal to be affixed by its authorized officer this
January 16th, 1991

By *OK Appa*
Sr. Vice President

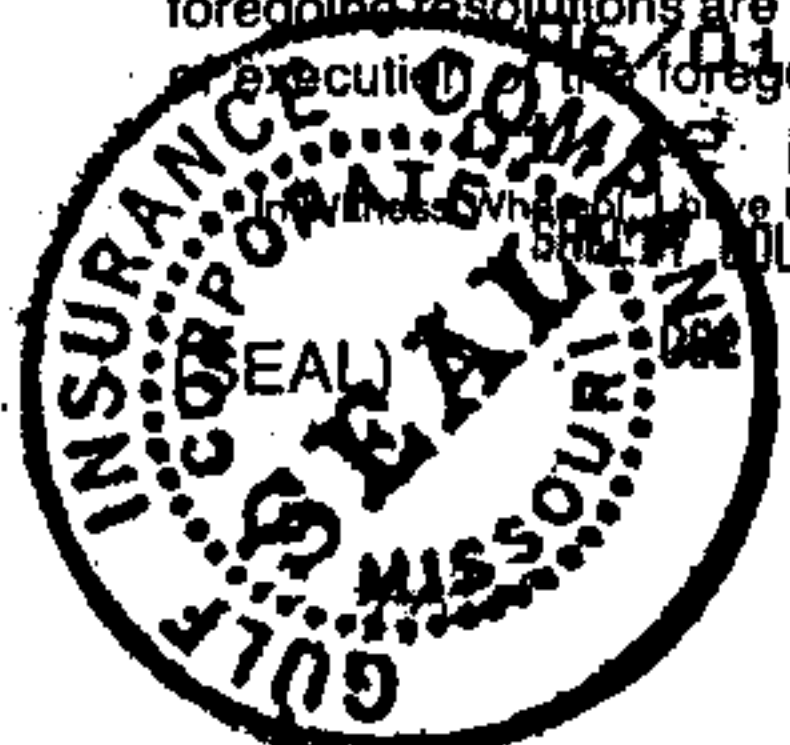


SS: 16th day of January, 1991, before me, a Notary Public of the State and County aforesaid, residing therein, duly commissioned and sworn, personally appeared the above named officer of GULF INSURANCE COMPANY, who being by me first duly sworn according to law, did depose and say that he is that officer of the company described in and which executed the foregoing instrument; that he knows the seal of said company; that the seal affixed to such instrument is the corporate seal of said company; and that the corporate seal and his signature as an officer were affixed and subscribed to the said instrument by the authority and direction of said company.

Clifford R. Beard
Clifford R. Beard
Notary Public

30th day of June, 1992
Inst # 1993-15680
CERTIFICATE

I, the undersigned, do hereby certify that the original Power of Attorney of which the foregoing is a true and correct copy is in full force and effect, and the foregoing resolutions are true and correct transcripts from the records of GULF INSURANCE COMPANY and that the above named officer was on the date of execution of the foregoing Power of Attorney.



Witness my hand and seal, I have hereunto subscribed my name and affixed the corporate seal of Gulf Insurance Company this
19th day of May, 1993
CLAY COUNTY JUDGE OF PROBATE
MCD 15.00

By Rodney Reckel
Vice President

Inst # 1993-15680