

ALLSTATE INSURANCE COMPANY

HOME OFFICE • NORTHBROOK, ILLINOIS

STIPULATION

To be attached to and form part of Bond No. 074-021 508 SB issued by ALLSTATE INSURANCE COMPANY

on behalf of PAULA KEELER

in favor of STATE OF ALABAMA in the

amount of TEN THOUSAND DOLLARS 00/100 (\$ 10,000.00) Dollars,

and dated SEPTEMBER 1, 1995

WHEREAS, it is the desire of all parties that this bond be amended as hereinafter provided,
NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED that said bond hereinbefore described is hereby amended as follows:

PRINCIPAL'S LAST NAME SHOULD READ AS: PAULA KELLER
Inst # 1995-25796

09/15/1995-25796
01:32 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 17.00

IT IS FURTHER STIPULATED AND AGREED that nothing herein contained shall vary, alter or modify any of the conditions of said bond except as herein expressly modified.

SIGNED, SEALED and DATED this 8TH day of SEPTEMBER, 19 95

Sept 15, 1995

Patricia Geyer Schmeider

AGREED TO AND ACCEPTED BY:

Obligee

By: _____ Title: _____

PAULA KELLER

Paula Keller
Principal

By: _____ Title: _____

ALLSTATE INSURANCE COMPANY

By: *Sharon N. Picot*

Attorney-in-Fact
SHARON N. PICOT

ALLSTATE INSURANCE COMPANY

HOME OFFICE • NORTHBROOK, ILLINOIS
(A STOCK INSURANCE COMPANY, HEREIN CALLED ALLSTATE OR THE COMPANY)

KNOW ALL MEN BY THESE PRESENTS: That Allstate Insurance Company, a corporation organized and existing under the laws of the State of Illinois, and having its principal office at Allstate Plaza, Northbrook, County of Cook, State of Illinois, does hereby appoint:

Linda M. Bellamy, Marilyn S. Walsh, or Sharon N. Picot

its true and lawful agents and Attorneys-in-Fact, individually, to make, execute, sign, acknowledge, affix the Company Seal to, and deliver any and all surety bonds, consents, undertakings, and other writings obligatory in the nature of a bond, for and on behalf of said Company and as act and deed of said Company, with a limit not to exceed \$500,000.00 any single instrument. This authority shall expire without notice at midnight on December 31, 1995, unless revoked sooner in writing.

This appointment is made under and by authority of the following provision of the By-Laws of the Company which provision is now in full force and effect and is the only applicable provision of said By-Laws.

ARTICLE V. SECTION 1.

All policies of insurance issued by this Company shall comply with the laws of the respective states, territories or jurisdictions in which the policies are issued. All bonds, undertakings, certificates of insurance, cover notes, recognizances, contracts of indemnity, endorsements, stipulations, waivers, consents of sureties, reinsurance acceptances or agreements, surety and co-surety obligations and agreements, underwriting undertakings, and all other instruments pertaining to the insurance business of the Company, shall be validly executed when signed on behalf of the Company by (1) the Chairman of the Board, (2) the President, (3) any Vice President or Assistant Vice President, or (4) any other officer, employee, agent, or Attorney-in-Fact authorized in writing to so sign by the Chairman of the Board, the President, or any Vice President. All policies of insurance shall bear the signature of the President and of the Secretary, which signatures may be facsimiles, and shall be countersigned by a duly licensed resident agent where so required by law or regulation. A facsimile signature of a former officer shall be of the same validity as that of an existing officer.

The affixing of the Company's Seal shall not be necessary to the valid execution of any instrument but the Secretary, any Assistant Secretary, or any officer, employee, agent, or Attorney-in-Fact authorized in writing so to do by the Secretary, any Assistant Secretary, or any Vice President, may affix the Company's Seal thereto.

This Power of Attorney is signed and sealed by facsimile under and by authority of the following Resolution voted by the Board of Directors of Allstate Insurance Company at a meeting duly called and held on the 18th day of December 1970.

BE IT RESOLVED, That the signatures of the President, the Secretary, any Vice President, or any Assistant Vice President, 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 the purpose of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate so executed by and bearing such facsimile signature or signatures and facsimile seal shall be valid and binding upon the Company, and, in particular, shall be valid and binding in the future with respect to any bond or undertaking or other writing obligatory in the nature thereof to which it is attached for such purpose.

IN WITNESS WHEREOF, ALLSTATE INSURANCE COMPANY has caused these presents to be signed by its Vice President and its Corporate Seal to be hereto affixed, on this 4th day of November, A.D., 1994.

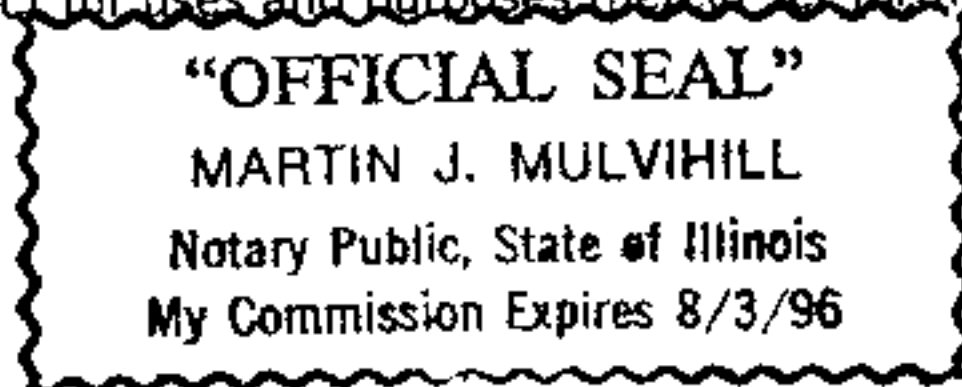


ALLSTATE INSURANCE COMPANY

By Harold E. Shergold
Vice President

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

I, Martin J. Mulvihill, a Notary Public, do hereby certify that Harold E. Shergold personally known to be the same person who is Vice President of the ALLSTATE INSURANCE COMPANY, a corporation of the State of Illinois, subscribed to the foregoing instrument, appeared before me on this 4th day of November, A.D., 1994, in person and acknowledged that he being thereunto duly authorized signed, sealed and delivered the said instrument as the free and voluntary act of said corporation and as his own free and voluntary act for uses and purposes therein set forth.



Martin J. Mulvihill
Notary Public

My commission expires August 3, 1996

CERTIFICATION

I, the undersigned Vice President of ALLSTATE INSURANCE COMPANY, DO HEREBY CERTIFY that the foregoing Power of Attorney is now in full force and effect.

Signed and sealed at Northbrook, Illinois this 8th day of SEPTEMBER, A.D., 1995



Harold E. Shergold
Vice President

ALLSTATE INSURANCE COMPANY
HOME OFFICE - NORTHBROOK, ILLINOIS

Bond No. 074-021 508 SB

THE STATE OF ALABAMA

**NOTARY PUBLIC
OFFICIAL BOND**

KNOW ALL MEN BY THESE PRESENTS

THAT WE, PAULA KEELER,

as Principal, and ALLSTATE INSURANCE COMPANY, as Surety are held and firmly

bound unto The State of Alabama in the penal sum of *****

TEN THOUSAND AND 00/100 (10,000.00) 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.

Sealed with our seals, and dated this 1st day of September, A.D. 1995.

THE CONDITION OF THE ABOVE OBLIGATION IS SUCH

That whereas the above bounden PAULA KEELER

was on the 1st day of September, 1995 duly appointed to the office of Notary Public in and for

County of STATE-AT-LARGE.

Now, if the said PAULA KEELER
shall faithfully discharge the duties of such office during the time he/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.

SIGNED, SEALED AND DELIVERED
In Presence of

PRINCIPAL

Paula Keeler Seal
PAULA KEELER

Dawn Caldwell }

Countersigned by:

Resident Agent

ALLSTATE INSURANCE COMPANY

Sharon N. Picot
Attorney-in-Fact, SHARON N. PICOT



Taken and approved the 15 day of Sept

1995

Patricia Geyer Schmieder
Judge of Probate

OATH OF OFFICE

I, PAULA KEELER,

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

12 day of September A.D., 1995
Jim L. Hallman
Notary Public, MY COMMISSION EXPIRES FEBRUARY 14, 1998, Alabama

Paula Keeler
PAULA KEELER

ALLSTATE INSURANCE COMPANY

(A STOCK INSURANCE COMPANY, HEREIN CALLED ALLSTATE OR THE COMPANY)

HOME OFFICE - NORTHBROOK, ILLINOIS

KNOW ALL MEN BY THESE PRESENTS: That Allstate Insurance Company, a corporation organized and existing under the laws of the State of Illinois, and having its principal office at Allstate Plaza, Northbrook, County of Cook, State of Illinois, does hereby appoint:

LINDA M. BELLAMY, MARILYN S. WALSH, OR SHARON N. PICOT

its true and lawful agents and Attorneys-in-Fact, individually, to make, execute, sign, acknowledge, affix the Company Seal to, and deliver any and all surety bonds, consents, undertakings, and other writings obligatory in the nature of a bond, for and on behalf of said Company and as act and deed of said Company, **with a limit not to exceed \$ 10,000.00.** This authority shall expire without notice at midnight of December 31, 1995, unless revoked sooner in writing.

This appointment is made under and by authority of the following provision of the By-Laws of the Company which provision is now in full force and effect and is the only applicable provision of said By-Laws.

ARTICLE V. SECTION 1.

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This Power of Attorney is signed and sealed by facsimile under and by authority of the following Resolution voted by the Board of Directors of Allstate Insurance Company at a meeting duly called and held on the 18th day of December 1970.

BE IT RESOLVED, that the signatures of the President, the Secretary, any Vice President, or any Assistant Vice President, 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 the purpose of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate so executed by and bearing such facsimile signature or signatures and facsimile seal shall be valid and binding upon the Company, and in particular, shall be valid and binding in the future with respect to any bond or undertaking or other writing obligatory in the nature thereof to which it is attached for such purpose.

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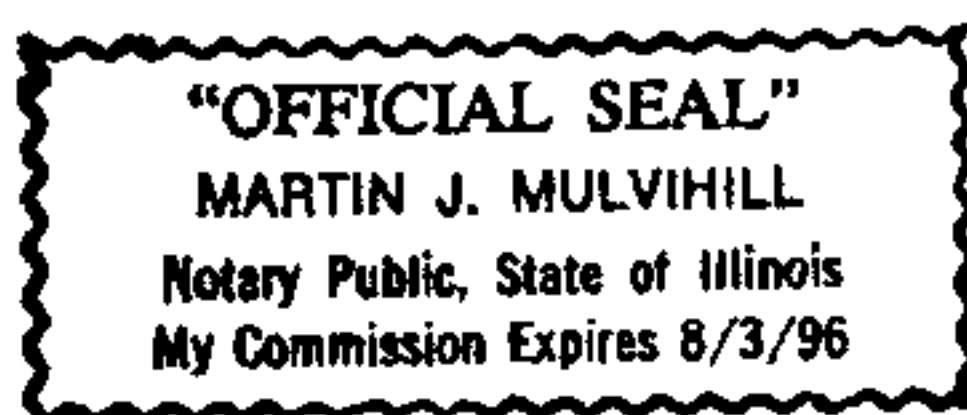


ALLSTATE INSURANCE COMPANY

By Harold E. Shergold
Vice President

STATE OF ILLINOIS }
COUNTY OF COOK } SS.

I, Martin J. Mulvihill, a Notary Public, do hereby certify that Harold E. Shergold personally known to be same person who is Vice President of the **ALLSTATE INSURANCE COMPANY**, a corporation of the State of Illinois, subscribed to the foregoing instrument, appeared before me on this 4th day of November, A.D., 1994, in person and acknowledged that he being thereunto duly authorized signed, sealed and delivered the said instrument as the free and voluntary act of said corporation and as his own free and voluntary act for uses and purposes therein set forth.



Martin J. Mulvihill
Notary Public

My commission expires August 3, 1996

CERTIFICATION

I, the undersigned Vice President of ALLSTATE INSURANCE COMPANY, DO HEREBY CERTIFY that the foregoing Power of Attorney is now in full force and effect.



Inst. # 1995-25796
Signed and sealed at Northbrook, Illinois this 1st day September, A.D., 1995

Harold E. Shergold
Vice President

09/15/1995-25796
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SHELBY COUNTY JUDGE OF PROBATE
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