

UNITED STATES FIDELITY AND GUARANTY COMPANY**THE STATE OF ALABAMA,**

Shelby.....County

Know All Men By These Presents

That we Keil P. Etherington

as Principal, and UNITED STATES FIDELITY AND GUARANTY COMPANY, a corporation duly incorporated under the laws of the State of Maryland, as Surety, are held and firmly bound unto State of Alabama

in the sum of

Ten Thousand and 00/100-----

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 seals, and dated April 12, 1996

The condition of the above obligation is such, That whereas the above bound Principal was on

April 12, 1996 duly .Appointed to the office of

Notary Public, State at Large

for the term of Four years from April 12, 1996 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.

Keil P. Etherington

.....(SEAL)

UNITED STATES FIDELITY AND GUARANTY COMPANY

By.....
Judy S. Marchman, Attorney-in-fact.

Taken and approved 1996-12238th day of April 1996

04/15/1996-12238
02:20 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 SMA 17.00

Patricia Langer Schmiedel
Judge of Probate.

No.....

THE STATE OF ALABAMA

County

PROBATE COURT

OFFICIAL BOND

Filed for record on.....day of

.....19.....

Judge of Probate.

Address

THE STATE OF ALABAMA,
Shelby.....**County**

OATH OF OFFICE
PROBATE COURT

I, Keil P. Etherington.....do solemnly swear that I am not disfranchised by the Constitution of Alabama, or the Constitution and Laws of the United States; That I will honestly and faithfully support and defend the Constitution and Laws of the United States, the Union of States, and the Constitution and Laws of the State of Alabama, so long as I remain 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.

Subscribed and sworn to before me this.....
day of.....19.....

Notarized

~~Judge of Probate~~

United States Fidelity and Guaranty Company

Power of Attorney

No. 109163



Know all men by these presents: That United States Fidelity and Guaranty Company, a corporation organized and existing under the laws of the State of Maryland and having its principal office at the City of Baltimore, in the State of Maryland, does hereby constitute and appoint Charles Molay, Richard E. Simmons, Jr., Judy S. Marchman, J. Rawlins McKinney, F. Thomas Craig, Richard E. Simmons, III, Richard H. Pardue, J. David Hutto and Faye F. Wilson

of the City of Birmingham, State of Alabama its true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety to, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof on behalf of the Company in its business of guaranteeing the fidelity of persons; guaranteeing the performance of contracts; and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, the said United States Fidelity and Guaranty Company, has caused this instrument to be sealed with its corporate seal duly attested by the signatures of its Vice President and Assistant Secretary, this 24th day of March, A.D. 1995.



United States Fidelity and Guaranty Company.

(Signed) By *[Signature]* Vice President

(Signed) By *[Signature]* Assistant Secretary

State of Maryland)

SS:

Baltimore City)

On this 24th day of March, A.D. 1995, before me personally came John A. Huss, Vice President of United States Fidelity and Guaranty Company and Thomas J. Fitzgerald, Assistant Secretary of said Company, with both of whom I am personally acquainted, who being by me severally duly sworn, said that they, the said John A. Huss and Thomas J. Fitzgerald were respectively the Vice President and the Assistant Secretary of the said United States Fidelity and Guaranty Company, the corporation described in and which executed the foregoing Power of Attorney; that they each knew the seal of said corporation; that the seal affixed to said Power of Attorney was such corporate seal, that it was so affixed by order of the Board of Directors of said corporation, and that they signed their names thereto by like order as Vice President and Assistant Secretary, respectively, of the Company.

My Commission expires the 11th day in March, 1999.



(Signed) *[Signature]* Notary Public

This Power of Attorney is granted under and by authority of the following Resolutions adopted by the Board of Directors of the United States Fidelity and Guaranty Company on September 24, 1992:

Resolved, that in connection with the fidelity and surety insurance business of the Company, all bonds, undertakings, contracts and other instruments relating to said business may be signed, executed, and acknowledged by persons or entities appointed as Attorney(s)-in-Fact pursuant to a Power of Attorney issued in accordance with these resolutions. Said Power(s) of Attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman, or the President, or an Executive Vice President, or a Senior Vice President, or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the foregoing officers and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Attorney(s)-in-Fact for purposes only of executing in and attesting bonds and undertakings and other writings obligatory in the nature thereof, and, unless subsequently revoked and subject to any limitations set forth therein, 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 so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is validly attached.

Resolved, That Attorney(s)-in-Fact shall have the power and authority, unless subsequently revoked and, in any case, subject to the terms and limitations of the Power of Attorney issued to them, to execute and deliver on behalf of the Company and to attach the seal of the Company to any and all bonds and undertakings, and other writings obligatory in the nature thereof, and any such instrument executed by such Attorney(s)-in-Fact shall be as binding upon the Company as if signed by an Executive Officer and sealed and attested to by the Secretary of the Company.

I, Thomas J. Fitzgerald, an Assistant Secretary of the United States Fidelity and Guaranty Company, do hereby certify that the foregoing are true excerpts from the Resolutions of the said Company as adopted by its Board of Directors on September 24, 1992 and that these Resolutions are in full force and effect.

I, the undersigned Assistant Secretary of the United States Fidelity and Guaranty Company do hereby certify that the foregoing Power of Attorney is in full force and effect and has not been revoked.

In Testimony Whereof, I have hereunto set my hand and the seal of the United States Fidelity and Guaranty Company on this 12th day of April, 1996.



[Signature] Assistant Secretary

Inst # 1996-1238
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SHELBY COUNTY JUDGE OF PROBATE
003 SNA 17.00

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