

THE STATE OF ALABAMA

OFFICIAL BOND

KNOW ALL MEN BY THESE PRESENTS

That we JOYCE W. SPARACINO, AS PRINCIPAL AND EMPLOYERS INSURANCE OF WAUSAU, A Mutual Company
 are held and firmly bound unto The State of Alabama in the penal sum of TEN THOUSAND AND NO/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 be these presents.

Sealed with our seals, and dated this 28TH day of AUGUST A. D. 19 97

THE CONDITION OF THE ABOVE OBLIGATION IS SUCH

That whereas the above bounden JOYCE W SPARACINO
 was on the day of SEPTEMBER 1, 19 97 duly APPOINTED NOTARY PUBLIC STATE AT LARGE

NOW, if the said JOYCE W. SPARACINO
 shall faithfully discharge the duties of such office during the time he continues therein, or discharges any of the
 duties thereof, then this obligation to be void, otherwise to remain in full force and effect.

SIGNED, SEALED AND DELIVERED

In Presence of

R. P. SCHIEFER, ALABAMA RESIDENT AGENT

JOYCE W. SPARACINO-PRINCIPAL Seal
EMPLOYERS INSURANCE OF WAUSAU, A Mutual Company
BY EDWARD MARZ, ATTORNEY-IN-FACT Seal

Taken and approved the 3 day of Sept

Patricia Lynn Schmuck
 Judge of Probate

09/03/1997-28222
 02:38 PM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 002 HCD 17.00

OATH OF OFFICE

I, Joyce W. Sparacino 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

2nd day of September A.D., 19 97

Christina Moore State at Large
 Notary Public, County, Ala.

Joyce W. Sparacino

EMPLOYERS INSURANCE OF WAUSAU A Mutual Company

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the EMPLOYERS INSURANCE OF WAUSAU A Mutual Company, a corporation duly organized and existing under the laws of the State of Wisconsin, and having its principal office in the City of Wausau, County of Marathon, State of Wisconsin, has made, constituted and appointed, and does by these presents make, constitute and appoint

EDWARD MARZ

its true and lawful attorney-in-fact, with full power and authority hereby conferred in its name, place and stead, to execute, seal, acknowledge and deliver ANY OR ALL BONDS, UNDERTAKINGS, RECOGNIZANCES OR OTHER WRITTEN OBLIGATIONS IN THE NATURE THEREOF **INCLUDING CONSENTS OF SURETY AND WAIVERS TO THE CONDITIONS OF CONTRACTS. NOT TO EXCEED THE PENAL SUM OF TEN MILLION DOLLARS (\$10,000,000).**

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 corporate seal of the corporation and duly attested by its secretary hereby ratifying and confirming all that the said attorney-in-fact may do in the premises.

This power of attorney is granted pursuant to the following resolution adopted by the Board of Directors of said Corporation at a meeting duly called and held on the 18th day of May, 1973, which resolution is still in effect:

"RESOLVED, that the President and any Vice President — elective or appointive — of EMPLOYERS INSURANCE OF WAUSAU A Mutual Company be, and that each of them hereby is, authorized to execute powers of attorney on behalf of EMPLOYERS INSURANCE OF WAUSAU A Mutual Company bonds, undertakings and all contracts of suretyship; and that any secretary or assistant secretary be, and that each or any of them hereby is, authorized to attest the execution of any such power of attorney, and to attach thereto the seal of EMPLOYERS INSURANCE OF WAUSAU A Mutual Company."

"FURTHER RESOLVED, that the signatures of such officers and the seal of EMPLOYERS INSURANCE OF WAUSAU A Mutual Company may be affixed to any such power of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures and facsimile seal shall be valid and binding upon the EMPLOYERS INSURANCE OF WAUSAU A Mutual Company when so affixed and in the future with respect to any bond, undertaking or contract of suretyship to which it is attached."

IN WITNESS WHEREOF, EMPLOYERS INSURANCE OF WAUSAU A Mutual Company has caused these presents to be signed by the vice president and attested by its assistant secretary, and its corporate seal to be hereto affixed this 1ST day of JULY, 19 95.



EMPLOYERS INSURANCE OF WAUSAU A Mutual Company

By

J. Stephen Ryan

Vice President

Attest:

R. J. Besteman Assistant Secretary

STATE OF WISCONSIN)

COUNTY OF MARATHON) ss.

On this 1ST day of JULY, 19 95, before me personally came J. Stephen Ryan

to me known, who being by me duly sworn, did depose and say that he is a vice president of the EMPLOYERS INSURANCE OF WAUSAU A Mutual Company, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal and that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year herein first above written.

Patricia A. Kleman

Patricia A. Kleman

NOTARY PUBLIC

STATE OF WISCONSIN

MY COMMISSION EXPIRES MAY 24, 1998

CERTIFICATE

STATE OF WISCONSIN)
CITY OF WAUSAU) ss.
COUNTY OF MARATHON)

I, the undersigned, assistant secretary of EMPLOYERS INSURANCE OF WAUSAU A Mutual Company, a Wisconsin corporation, do hereby certify that the foregoing and attached power of attorney, WHICH MUST CONTAIN A VALIDATING STATEMENT PRINTED IN THE MARGIN THEREOF IN RED INK, remains in full force and has not been revoked; and furthermore that the resolution of the Board of Directors set forth in the power of attorney is still in force.

Signed and sealed in the City of Wausau, Marathon County, State of Wisconsin, this 28TH day of AUGUST, 19 97.



R. J. Besteman

Assistant Secretary

NOTE: IF YOU HAVE ANY QUESTIONS REGARDING THE VALIDITY OR WORDING OF THIS POWER OF ATTORNEY, CALL TOLL FREE (800) 826-1661. (IN WISCONSIN, CALL (800) 472-0041).

WARNING

THIS IS NOT A VALID POWER OF ATTORNEY IF THIS STATEMENT DOES NOT APPEAR IN RED INK.

SHELBY COUNTY JUDGE OF PROBATE

17.00

002 MCD