

State of Alabama
Shelby County

OFFICIAL BOND
ALABAMA

Bond #09-0170-01254-99-1

Inst # 1999-20368

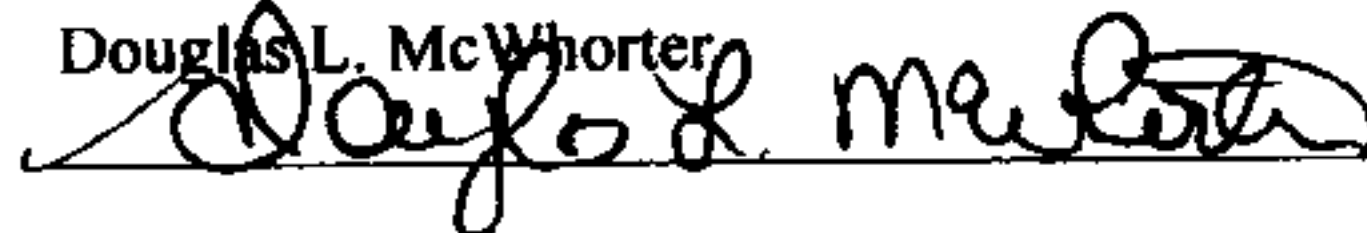
KNOW ALL MEN BY THESE PRESENTS, That we Douglas L. McWhorter as Principal and United States Fidelity & Guaranty Company, a corporation duly incorporated under the laws of the State of Maryland as Surety are held and firmly bound unto the STATE OF ALABAMA, in the sum of Ten Thousand & No/100 (\$10,000) Dollars, for the payment of which well and truly to be made and done, we bind ourselves, our heirs, executors, administrators & assigns, firmly by these present and we hereby waive our right to claim personal property exempt under the laws of Alabama.

Sealed with our seals and dated this 10th day of May 1999.

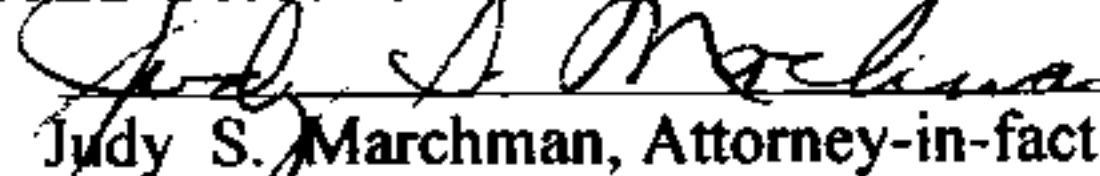
THE CONDITION OF THE ABOVE OBLIGATION, That whereas the above bound Douglas L. McWhorter was duly appointed to the office of Notary Public State at Large on May 10, 1999 for the term of four years, from the date of May 10, 1999 in Precinct No. 12 in and for said county.


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.

Douglas L. McWhorter



UNITED STATES FIDELITY & GUARANTY CO.


Judy S. Marchman, Attorney-in-fact

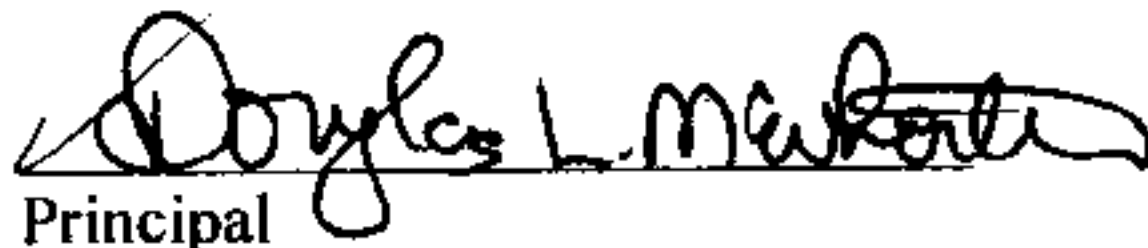
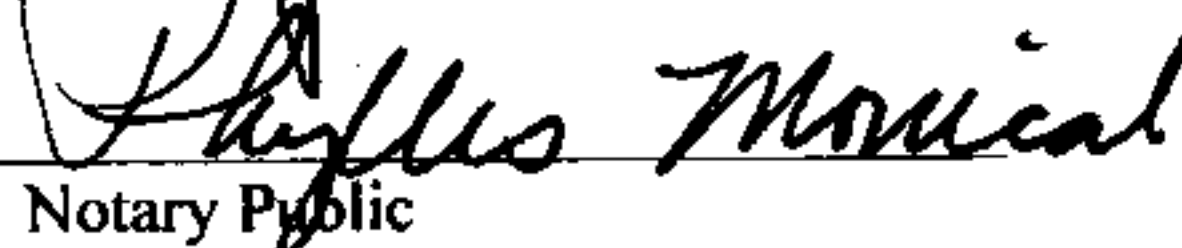
Taken and approved this 14 day of May, 1999 
Judge of Probate

OATH OF OFFICE

State of Alabama
Shelby County

I, Douglas L. McWhorter do 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 to and sworn before me this 3 day of May, 1999


Principal
Notary Public

05/14/1999-20368
09:09 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NMS 17.00

Fidelity and Guaranty Insurance Company

Power of Attorney

No. 10581



Know all men by these presents: That **Fidelity and Guaranty Insurance Company**, a corporation organized and existing under the laws of the State of Iowa and having its principal office at the City of Baltimore, in the State of Maryland, does hereby constitute and appoint **Charles Molay, Judy S. Marchman, Richard E. Simmons, III, Richard H. Pardue, J. David Hutto, Faye E. Wilson and Carolyn A. Head**

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 **Fidelity and Guaranty Insurance 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 **17th** day of **July**, A.D. 19**98**.



Fidelity and Guaranty Insurance Company
 (Signed) By: [Signature] Vice President
 (Signed) By: Thomas E. Huibregtse Assistant Secretary

State of Maryland)

Baltimore City)

SS:

On this **17th** day of **July**, A.D. 19**98**, before me personally came **Peter Carman**, Vice President of **Fidelity and Guaranty Insurance Company**, and **Thomas E. Huibregtse**, 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 **Peter Carman** and **Thomas E. Huibregtse** were respectively the Vice President and the Assistant Secretary of the said **Fidelity and Guaranty Insurance 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 **1st** day of **August**, A.D. 19**98**.



(Signed) By: Georgia L. Rubright Notary Public

This Power of Attorney is granted under and by authority of the following Resolutions adopted by the Board of Directors of the **Fidelity and Guaranty Insurance Company**, 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 and attesting bonds and undertakings and other writings obligatory in the nature thereof, 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, 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 E. Huibregtse**, an Assistant Secretary of the **Fidelity and Guaranty Insurance 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 **Fidelity and Guaranty Insurance 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 **Fidelity and Guaranty Insurance Company**.

on this **10th** day of **May**, 19**99**



Thomas E. Huibregtse
 Assistant Secretary