



Mid-Century Insurance Company

4680 Wilshire Boulevard, Los Angeles, California 90010

Notary Public Bond Inst # 2000-33396
STATE OF ALABAMA

09/22/2000-33396
08:13 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 HMB 17.00

Bond No. 69704 98 52

KNOW ALL MEN BY THESE PRESENTS:

That we, Michael R. Williams as Principal, and

MID-CENTURY 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 DOLLARS, for the payment of which and truly to be made, we bind ourselves, heirs and legal representatives firmly by these presents.

THE CONDITIONS OF THE ABOVE OBLIGATIONS ARE SUCH, That whereas, the above bounden Principal was on the 10th day of September 2000, duly and legally appointed Notary Public State At Large (State At Large or County), for and during the term of FOUR YEARS.

NOW, THEREFORE, if the said Principal shall well and faithfully discharge all the duties of said office that are now or may hereafter be imposed upon him by law, then this obligation to be null and void, but otherwise to be and remain in full force and effect.

Witness our hands and seals this 22nd day of August 2000.

Michael R. Williams
Michael R. Williams

MID-CENTURY INSURANCE COMPANY

Catherine T. Johnston (Seal)
Catherine T. Johnston, Attorney-in-Fact

September 21, 2000

Patricia Gager Schmitt
Shelby Co. J.O.P.

Power of Attorney
MID-CENTURY INSURANCE COMPANY
HOME OFFICE: 4680 WILSHIRE BLVD., LOS ANGELES, CA 90010

Know ALL MEN BY THESE PRESENTS: That the MID-CENTURY INSURANCE COMPANY, a corporation of the State of California, by LEONARD H. GELFAND, Vice-President, and DOREN E. HOHL, Secretary does hereby nominate, constitute and appoint **Freddie W. JONES, Catherine C. JOHNSTON and Kimbal C. GORDON, II, all of Memphis, Tennessee, EACH** its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: **any and all bonds, recognizances and undertakings** and the execution of such bonds, recognizances or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in the City of Los Angeles, County of Los Angeles, State of California, in their own proper persons. [Applicable to Utah only - That said Company is authorized to execute the same and has complied in all respects with the laws of Utah in reference to becoming sole surety upon bonds, recognizances, undertakings and obligations.]

IN WITNESS WHEREOF, the said Vice-President and Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said MID-CENTURY INSURANCE COMPANY, this 11th day of July, A.D. 2000.

ATTEST:

MID-CENTURY INSURANCE COMPANY



Doren E. Hohl
Doren E. Hohl

[Signature]
Secretary

By:

Leonard H. Gelfand
Leonard H. Gelfand

[Signature]
Vice-President

State of California } ss:
County of Los Angeles

On this 11th day of July, A.D. 2000, before the subscriber, a Notary Public of the State of California, duly commissioned and qualified, came LEONARD H. GELFAND, Vice-President and DOREN E. HOHL, Secretary of the MID-CENTURY INSURANCE COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Leslie M. Sumner
Leslie M. Sumner Notary Public
My Commission Expires: December 6, 2001

CERTIFICATION

This Power of Attorney is executed by authority of a resolution adopted by the Board of Directors of the MID-CENTURY INSURANCE COMPANY on October 8, 1980 at Los Angeles, California, a true and accurate copy of which is hereinafter set forth:

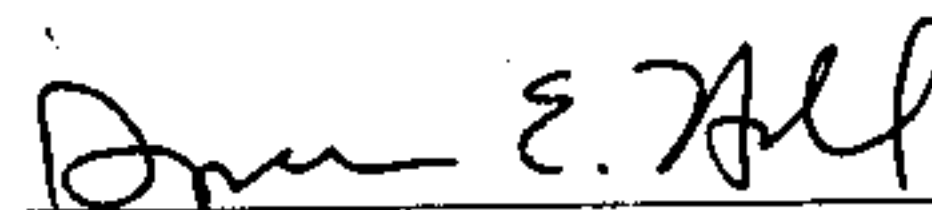
RESOLVED, That the President or any Vice-President, or any Assistant Vice-President, and the Secretary or any Assistant Secretary of the Company are hereby authorized, directed and empowered for and on behalf of this Corporation to make, execute and deliver the Power of Attorney of this Corporation to empower any officer, employee or representative of this Corporation, as they may at any time see fit, to execute for and on behalf of this Corporation any bond or bonds, including, but not limited to Fidelity and Surety bonds, including the acceptance of process, which this Corporation may lawfully issue through its duly constituted officers, and to revoke such power or powers of attorney from time to time as they in their sole and exclusive direction may see fit to do.

On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond, recognizance or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced, provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking. On any instrument certifying an appointment, the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof.

I, the undersigned, Secretary of the MID-CENTURY INSURANCE COMPANY, do hereby certify that the forgoing extracts of the Resolution of the Board of Directors of the Corporation, and of a Power of Attorney issued pursuant thereto, are true and correct, and that the Resolution and the Power of Attorney are still in full force and effect.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company, this

22nd day of August, 2000.



Secretary

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