

State of Alabama
Shelby County

OFFICIAL BOND
ALABAMA

Bond #400SC7364

Inst # 2001-06004

KNOW ALL MEN BY THESE PRESENTS, That we Jack E. Held 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 2nd day of February 2001.

THE CONDITION OF THE ABOVE OBLIGATION, That whereas the above bound Jack E. Held was duly appointed to the office of Notary Public State at Large on February 2, 2001 for the term of four years, from the date of February 2, 2001 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.

Jack E. Held

UNITED STATES FIDELITY & GUARANTY CO.

Judy S. Marchman, Attorney-in-fact

Taken and approved this

21st

day of

February, 2001

Patricia Lynn Schmidt

Judge of Probate

OATH OF OFFICE

State of Alabama
Shelby County

I Jack E. Held 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

7th

day of

February, 2001

Principal

Notary Public

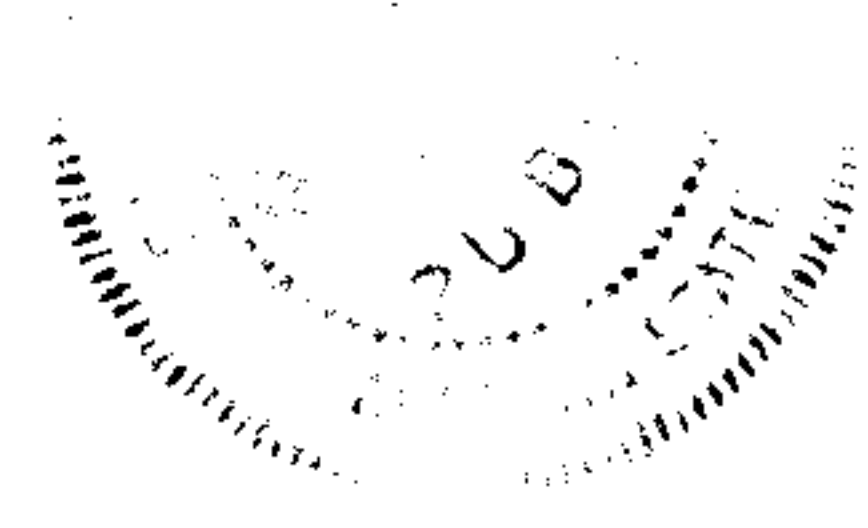
02/22/2001-06004

08:17 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

003 NMB

23.00



POWER OF ATTORNEY

Seaboard Surety Company
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company

United States Fidelity and Guaranty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.

Power of Attorney No. 21799

Certificate No.

376497

KNOW ALL MEN BY THESE PRESENTS: That Seaboard Surety Company is a corporation duly organized under the laws of the State of New York, and that St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, and that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, and that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc. is a corporation duly organized under the laws of the State of Wisconsin (*herein collectively called the "Companies"*), and that the Companies do hereby make, constitute and appoint

Charles Molay, Judy S. Marchman, Christine L. Girodo, Richard H. Pardue, David W. Hobbs and David J. Ross

Birmingham

Alabama

of the City of _____, State _____, their 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 Companies in their 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 Companies have caused this instrument to be signed and sealed this 9th day of May, 2000.

Seaboard Surety Company
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company

United States Fidelity and Guaranty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.



John F. Phinney

JOHN F. PHINNEY, Vice President

Michael R. McKibben

MICHAEL R. MCKIBBEN, Assistant Secretary

State of Maryland
City of Baltimore

On this 9th day of May, 2000, before me, the undersigned officer, personally appeared John F. Phinney and Michael R. McKibben, who acknowledged themselves to be the Vice President and Assistant Secretary, respectively, of Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, United States Fidelity and Guaranty Company, Fidelity and Guaranty Insurance Company, and Fidelity and Guaranty Insurance Underwriters, Inc.; and that the seals affixed to the foregoing instrument are the corporate seals of said Companies; and that they, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the names of the corporations by themselves as duly authorized officers.

In Witness Whereof, I hereunto set my hand and official seal.

My Commission expires the 13th day of July, 2002.



Rebecca Easley-Onokala

REBECCA EASLEY-ONOKALA, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, United States Fidelity and Guaranty Company, Fidelity and Guaranty Insurance Company, and Fidelity and Guaranty Insurance Underwriters, Inc. on September 2, 1998, which resolutions are now in full force and effect, reading as follows:

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 any 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; and

RESOLVED FURTHER, 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 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, Michael R. McKibben, Assistant Secretary of Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, United States Fidelity and Guaranty Company, Fidelity and Guaranty Insurance Company, and Fidelity and Guaranty Insurance Underwriters, Inc. do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I hereunto set my hand this 2nd day of February, 2001.



Michael R. McKibben

Michael R. McKibben, Assistant Secretary

To verify the authenticity of this Power of Attorney, call 1-800-421-3880 and ask for the Power of Attorney clerk. Please refer to the Power of Attorney number, the above-named individuals and the details of the bond to which the power is attached.

THIS POWER OF ATTORNEY IS VOID WITHOUT THE REEL BORDER

Inst # 2001-06004

02/22/2001-06004
08:17 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

003 KMB 23.00