

**OLD REPUBLIC**

Surety Company

Notary BondBond No. 0540702

AGENTS CODE NO. _____

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, Kary Alan Keasler
2933 Clydebank Circle
Birmingham, AL 35242

STATE OF ALABAMA,
 COUNTY OF Shelby

as principal and OLD REPUBLIC SURETY COMPANY, as Surety, are held and firmly bound unto the State of Alabama in the sum of TEN THOUSAND
DOLLARS AND No/00 (\$10,000.00), 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.

WHEREAS, the above-named Principal has been duly appointed Notary Public _____
 (State At Large or County) beginning 22nd day of May 2004 for a term of four years from the date of the notary commission
 Precinct No. 17 in and for said County.

NOW, THEREFORE, the condition of this bond is that if the named principal shall faithfully discharge the duties of the office of Notary Public, then this
 obligation shall become null and void; otherwise it shall remain in full force and effect.

SIGNED and sealed this 22nd day of May, 2004.

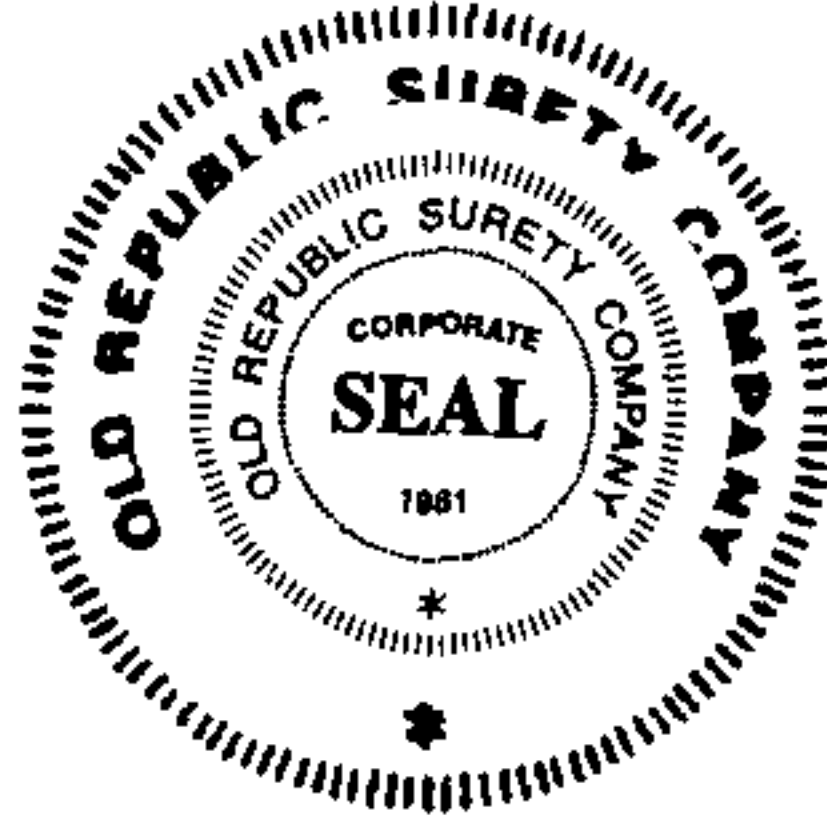
(sign here) X

Kary Alan Keasler
 Person appointed Notary Public.

OLD REPUBLIC SURETY COMPANY

By _____

Attorney-in-Fact



Approved and filed the 20th day of May, 2004

Patricia Yeager Brimister
 Judge of Probate

By _____

THE STATE OF ALABAMA
Shelby County

OATH OF OFFICE

I, Kary Alan Keasler, 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 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.

(sign here) X

Kary Alan Keasler
 Person appointed Notary Public.

Subscribed and sworn to before me this 20th day of April, 2004.
 To certify which witness my hand and seal of office.

Shelia M. Mashe
 Notary Public State of Alabama

KNOW ALL MEN BY THESE PRESENTS: That OLD REPUBLIC SURETY COMPANY, a Wisconsin stock insurance corporation, does make, constitute and appoint:

DAREN A. VOWELS, OF BIRMINGHAM, AL

its true and lawful Attorney(s)-in-Fact, with full power and authority for and on behalf of the company as surety, to execute and deliver and affix the seal of the company thereto (if a seal is required), bonds, undertakings, recognizances or other written obligations in the nature thereof, (other than bail bonds, bank depository bonds, mortgage deficiency bonds, mortgage guaranty bonds, guarantees of installment paper and note guaranty bonds, self-insurance workers compensation bonds guaranteeing payment of benefits, asbestos abatement contract bonds, waste management bonds, hazardous waste remediation bonds or black lung bonds), as follows:

ALL WRITTEN INSTRUMENTS IN AN AMOUNT NOT TO EXCEED AN AGGREGATE OF TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000) ----- FOR ANY SINGLE OBLIGATION, REGARDLESS OF THE NUMBER OF INSTRUMENTS ISSUED FOR THE OBLIGATION.

and to bind OLD REPUBLIC SURETY COMPANY thereby, and all of the acts of said Attorneys-in-Fact, pursuant to these presents, are ratified and confirmed. This document is not valid unless printed on colored background and is multi-colored. This appointment is made under and by authority of the board of directors at a special meeting held on February 18, 1982. This Power of Attorney is signed and sealed by facsimile under and by the authority of the following resolutions adopted by the board of directors of the OLD REPUBLIC SURETY COMPANY on February 18, 1982.

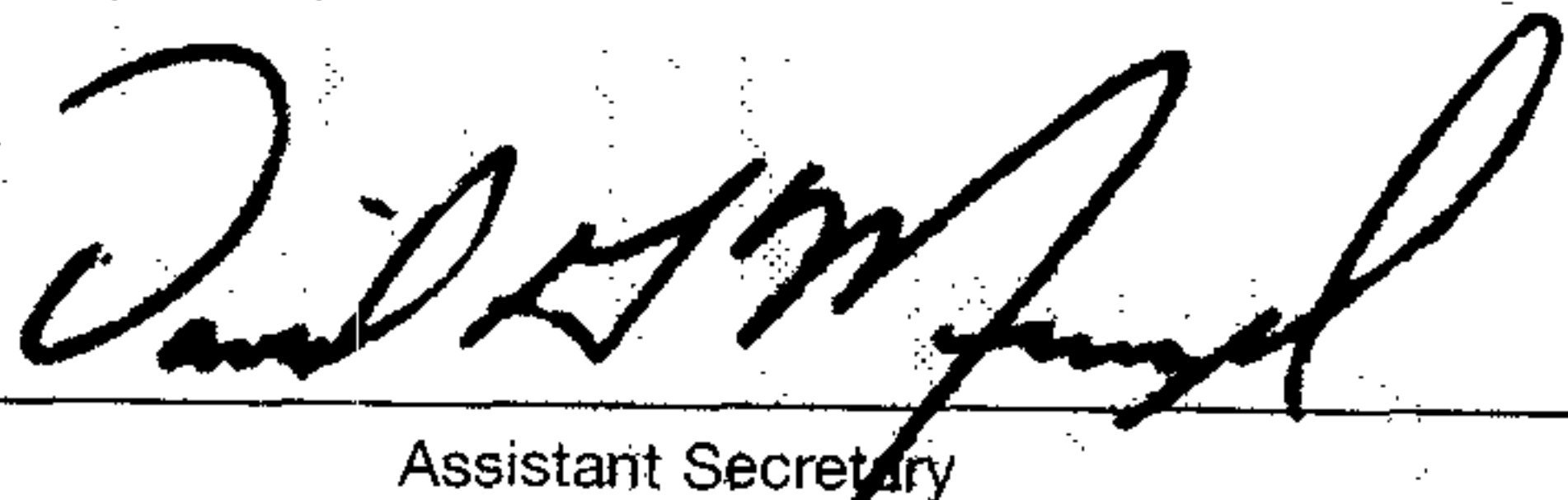
RESOLVED that, the president, any vice-president, or assistant vice president in conjunction with the secretary or any assistant secretary, may appoint attorneys-in-fact or agents with authority as defined or limited in the instrument evidencing the appointment in each case, for and on behalf of the company to execute and deliver and affix the seal of the company to bonds, undertakings, recognizances, and suretyship obligations of all kinds; and said officers may remove any such attorney-in-fact or agent and revoke any Power of Attorney previously granted to such person.

RESOLVED FURTHER, that any bond, undertaking, recognizance, or suretyship obligation shall be valid and binding upon the Company

- (i) when signed by the president, any vice president or assistant vice president, and attested and sealed (if a seal be required) by any secretary or assistant secretary; or
- (ii) when signed by the president, any vice president or assistant vice president, secretary or assistant secretary, and countersigned and sealed (if a seal be required) by a duly authorized attorney-in-fact or agent; or
- (iii) when duly executed and sealed (if a seal be required) by one or more attorneys-in-fact or agents pursuant to and within the limits of the authority evidenced by the Power of Attorney issued by the company to such person or persons.

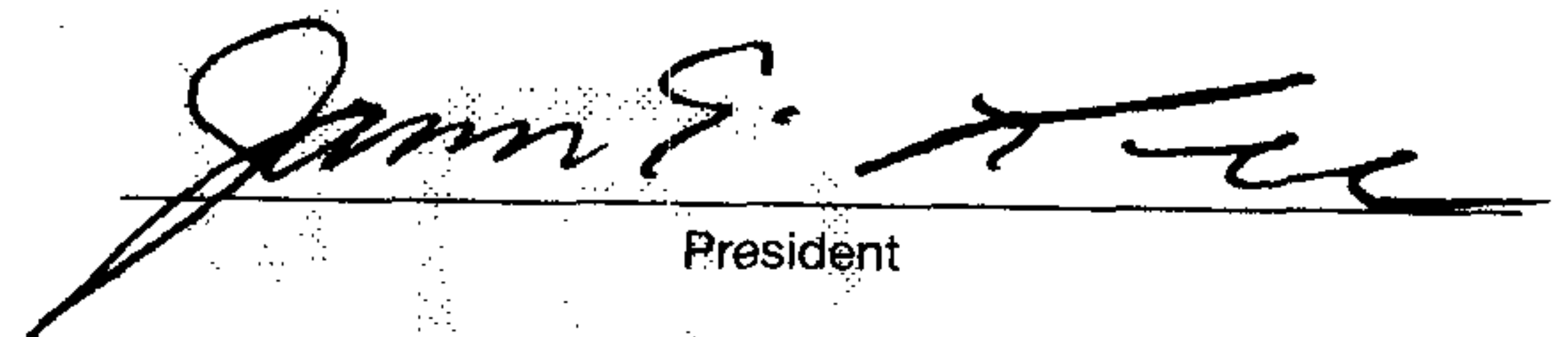
RESOLVED FURTHER, that the signature of any authorized officer and the seal of the company may be affixed by facsimile to any Power of Attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligations of the company; and such signature and seal when so used shall have the same force and effect as though manually affixed.

IN WITNESS WHEREOF, OLD REPUBLIC SURETY COMPANY has caused these presents to be signed by its proper officer, and its corporate seal to be affixed this 6TH day of JANUARY 2004.


Assistant Secretary

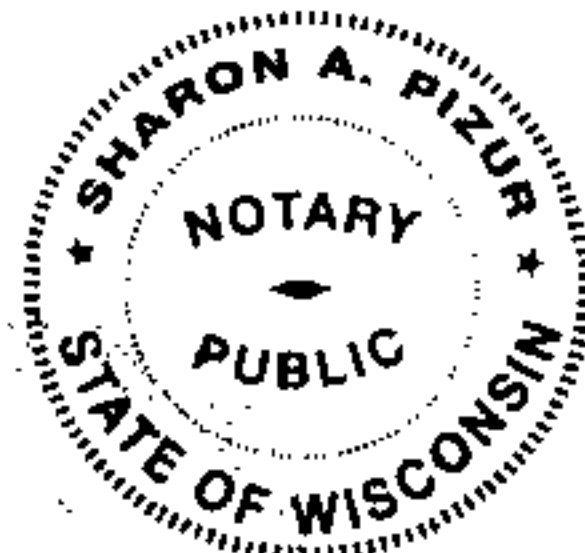


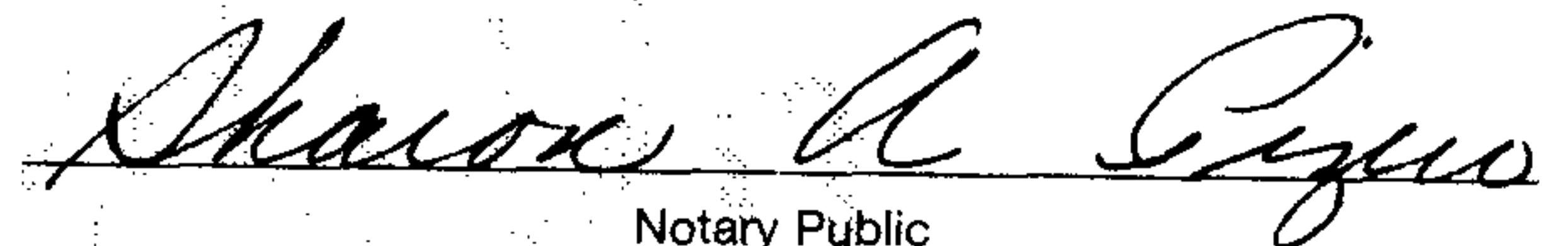
OLD REPUBLIC SURETY COMPANY


President

STATE OF WISCONSIN, COUNTY OF WAUKESHA - SS

On this 6TH day of JANUARY 2004, personally came before me, JAMES E. LEE and DAVID G. MENZEL to me known to be the individuals and officers of the OLD REPUBLIC SURETY COMPANY who executed the above instrument, and they each acknowledged the execution of the same, and being by me duly sworn, did severally depose and say; that they are said officers of the corporation aforesaid, and that the seal affixed to the above instrument is the seal of the corporation, and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority of the board of directors of said corporation.




Notary Public

My commission expires: 02/13/2005

CERTIFICATE

I, the undersigned, assistant secretary of the OLD REPUBLIC SURETY COMPANY, a Wisconsin corporation, CERTIFY that the foregoing and attached Power of Attorney remains in full force and has not been revoked; and furthermore, that the Resolutions of the board of directors set forth in the Power of Attorney, are now in force.

92-0173



Signed and sealed at the City of Brookfield, WI this _____ day of _____

COMPASS BANCSHARES INSUR, INC.


Assistant Secretary

THIS DOCUMENT IS NOT VALID UNLESS PRINTED ON COLORED BACKGROUND AND IS MULTI-COLORED