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Kemper

STATE OF INDIANA
LUMBERMENS MUTUAL CASUALTY COMPANY
AMERICAN MOTORISTS INSURANCE COMPANY
AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY
2000 JAN -5 PM '01

2000 000976
LICENSE AND PERMIT BOND

MORRIS V. GARDNER
RECORDER

Bond No. 3SM 976 596-00

Know all men by these presents, that KLAWSKI, INC of Hammond, IN as Principal and The Undersigned Surety, are held and firmly bound unto ALL CITIES, TOWNS AND MUNICIPALITIES IN LAKE COUNTY, INDIANA, as Obligee, in the penal sum of Five Thousand Dollars (\$5,000.00) lawful money of the United States, for which payment, well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents.

Whereas, the Principal has applied to the Obligee for a license as a (or permit for) PLUMBING.

Now, therefore, the condition of this obligation is such, that if said Principal shall faithfully perform the duties of such licensee or permittee, and in all things comply with the ordinances, rules and regulations appertaining thereto, then this obligation shall be void, otherwise to remain in full force and effect, until 01/01/2001.

This bond may be terminated at any time by the Surety upon sending notice in writing, by certified mail, to the clerk of the municipality with whom this bond is filed and at the expiration of thirty (30) days from the mailing of said notice, the liability of such Surety is thereby terminated and canceled; and provided further, that nothing herein shall affect any right or liability which shall have accrued under this bond prior to the date of such termination.

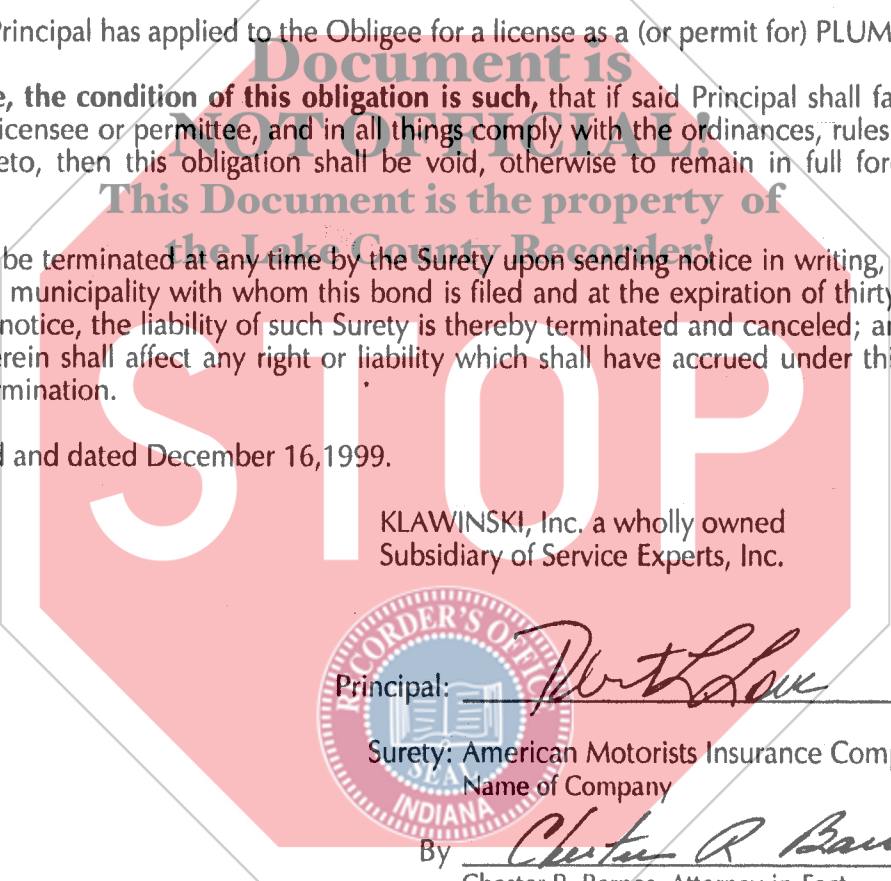
SIGNED, sealed and dated December 16, 1999.

KLAWSKI, Inc. a wholly owned
Subsidiary of Service Experts, Inc.

Principal: *Walt Lou*

Surety: American Motorists Insurance Company
Name of Company

By *Chester R Barnes*
Chester R. Barnes, Attorney-in-Fact



AFFIX
CORPORATE
SEAL HERE

KEMPER.

Home Office: Long Grove, IL 60049

POWER OF ATTORNEY

Know All Men By These Presents:

That the Lumbermens Mutual Casualty Company, the American Motorists Insurance Company, and the American Manufacturers Mutual Insurance Company, corporations organized and existing under the laws of the State of Illinois, having their principal office in Long Grove, Illinois, (hereinafter collectively referred to as the "Company") do hereby appoint

Chester R. Barnes of Atlanta, Georgia *****

their true and lawful agent(s) and attorney(s)-in-fact, to make, execute, seal, and deliver during the period beginning with the date of issuance of this power and ending on the date specified below, unless sooner revoked for and on its behalf as surety, and as their act and deed:

Any and all bonds and undertakings provided the amount of no one bond or undertaking exceeds TWO MILLION DOLLARS (\$2,000,000.00) *****

EXCEPTION: NO AUTHORITY is granted to make, execute, seal and deliver any bond or undertaking which guarantees the payment or collection of any promissory note, check, draft or letter of credit.

This authority does not permit the same obligation to be split into two or more bonds in order to bring each such bond within the dollar limit of authority as set forth herein.

This appointment may be revoked at any time by the Company.

The execution of such bonds and undertakings in pursuance of these presents shall be as binding upon the said Company as fully and amply to all intents and purposes, as if the same had been duly executed and acknowledged by their regularly elected officers at their principal office in Long Grove, Illinois.

THIS APPOINTMENT SHALL CEASE AND TERMINATE WITHOUT NOTICE AS OF December 31, 2001

This Power of Attorney is executed by authority of resolutions adopted by the Executive Committees of the Boards of Directors of the Company on February 23, 1988 at Chicago, Illinois, true and accurate copies of which are hereinafter set forth and are hereby certified to by the undersigned Secretary as being in full force and effect:

"VOTED, That the Chairman of the Board, the President, or any Vice President, or their appointees designated in writing and filed with the Secretary, or the Secretary shall have the power and authority to appoint agents and attorneys-in-fact, and to authorize them to execute on behalf of the Company, and attach the seal of the Company thereto, bonds and undertakings, recognizances, contracts of indemnity and other writings, obligatory in the nature thereof, and any such officers of the Company may appoint agents for acceptance of process."

This Power of Attorney is signed, sealed and certified by facsimile under and by authority of the following resolution adopted by the Executive Committee of the Boards of Directors of the Company at a meeting duly called and held on the 23rd day of February, 1988:

"VOTED, That the signature of the Chairman of the Board, the President, any Vice President, or their appointees designated in writing and filed with the Secretary, and the signature of the Secretary, the seal of the Company, and certifications by the Secretary, may be affixed by facsimile on any power of attorney or bond executed pursuant to resolution adopted by the Executive Committee of the Board of Directors on February 23, 1988 and any such power so executed, sealed and certified with respect to any bond or undertaking to which it is attached, shall continue to be valid and binding upon the Company."

In Testimony Whereof, the Company has caused this instrument to be signed and their corporate seals to be affixed by their authorized officers, this October 9, 1997.

Attested and Certified:

Lumbermens Mutual Casualty Company
American Motorists Insurance Company
American Manufacturers Mutual Insurance Company

Robert P. Hames



J. S. Kemper III

Robert P. Hames, Secretary

by

J. S. Kemper, III, Exec. Vice President

STATE OF ILLINOIS SS
COUNTY OF LAKE

I, Irene Klewer, a Notary Public, do hereby certify that J. S. Kemper, III and Robert P. Hames personally known to me to be the same persons whose names are respectively as Exec. Vice President and Secretary of the Lumbermens Mutual Casualty Company, the American Motorists Insurance Company, and the American Manufacturers Mutual Insurance Company, Corporations organized and existing under the laws of the State of Illinois, subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that they being thereunto duly authorized signed, sealed with the corporate seals and delivered the said instrument as the free and voluntary act of said corporations and as their own free and voluntary acts for the uses and purposes therein set forth.



Irene Klewer

Irene Klewer, Notary Public

My commission expires 1-28-02

CERTIFICATION

I, J.K. Conway, Corporate Secretary of the Lumbermens Mutual Casualty Company, the American Motorists Insurance Company, and the American Manufacturers Mutual Insurance Company, do hereby certify that the attached Power of Attorney dated October 9, 1997 on behalf of the person(s) as listed above is a true and correct copy and that the same has been in full force and effect since the date thereof and is in full force and effect on the date of this certificate; and I do further certify that the said J. S. Kemper, III and Robert P. Hames, who executed the Power of Attorney as Executive Vice President and Secretary respectively were on the date of the execution of the attached Power of Attorney the duly elected Executive Vice President and Secretary of the Lumbermens Mutual Casualty Company, the American Motorists Insurance Company, and the American Manufacturers Mutual Insurance Company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the Lumbermens Mutual Casualty Company, the American Motorists Insurance Company, and the American Manufacturers Mutual Insurance Company on this

December 16th, 1999



J. K. Conway

J. K. Conway, Corporate Secretary

This Power of Attorney limits the acts of those named therein to the bonds and undertakings specifically named therein and they have no authority to bind the Company except in the manner and to the extent herein stated.



Power of Attorney

The undersigned corporation for itself and for its divisions and subordinate profit centers and operations, does hereby nominate, constitute and appoint Sam L. Cook, III, Stephen A. Benson and Robert L. Love each with the authority to act individually and without countersignature, as its agents and attorneys (hereinafter referred to as "Agents") with the power and authority, for the undersigned and its divisions and subordinate profit centers and operations, to execute, deliver and apply the corporate seal to all form and manner of performance bonds, bid bonds, contract bonds, tax bonds, license bonds and all other form and manner of surety bonds, whether similar or dissimilar with a penalty amount in no event exceeding \$2,000,000 (Two million dollars).

This Power of Attorney will have a duration and validity of two years from the date hereof, but the expiry of the Power of Attorney shall not impair or invalidate any undertaking executed or entered into during its term.

The divisions and subordinate profit centers and operations of the undersigned as of the date hereof are the following:

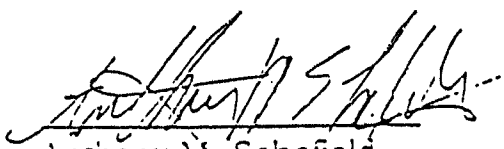
Service Experts, Inc. and all wholly owned subsidiaries
including KLAWINSKI, INC.

WITNESS the execution hereof, by the duly constituted officers of the undersigned and the attestation of the Secretary on the 25th day of January, 1999.

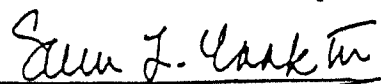
Service Experts, Inc.

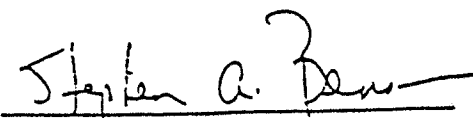
by:

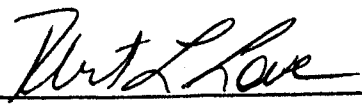

Alan R. Sielbeck, CEO


Anthony M. Schofield
Sec./Treas.

Polk & Sullivan Group, Inc.


Sam L. Cook, III
Attorney-in-fact for Principal


Stephen A. Benson
Attorney-in-fact for Principal


Robert L. Love
Attorney-in-fact for Principal