

TERMINATION OF INDEMNITY AND SECURITY AGREEMENT

THIS TERMINATION OF INDEMNITY AND SECURITY AGREEMENT is made and entered into as of the 30th day of JUNE, 1997 by HAROLD W. RIPPS ("Ripps").

RECITALS:

Daniel Equity Partners Limited Partnership, a Virginia limited partnership ("Daniel"), has heretofore executed an Indemnity and Security Agreement dated as of October 3, 1995 ("the Agreement") in favor of Ripps. Capitalized terms not otherwise expressly defined herein shall have the same meanings given to them in the Agreement.

Contemporaneously herewith, Daniel has paid in full the Loan made by Lender to Daniel. The Loan was secured by, among other things, the Guaranty executed by Ripps in favor of Lender.

As a result of the payment in full of the Loan, Ripps desires to terminate the Agreement in its entirety.

NOW, THEREFORE, in consideration of premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Ripps does hereby agree as follows:

1. **Termination of Agreement.** Ripps does hereby unconditionally and irrevocably terminate the Agreement and acknowledge and agree that (a) the Agreement is hereby deemed null and void and (b) neither Daniel nor Ripps have any further obligations or liabilities to each other under the Agreement.

2. **Acknowledgment of No Interest in Partnership.** Ripps does hereby represent and warrant that no default has occurred under the Agreement, that Ripps has not exercised any of his rights with respect to the Secured Interest and that Ripps has not exercised his right pursuant to Section 7 of the Agreement to acquire a partnership (equity) interest in the Partnership.

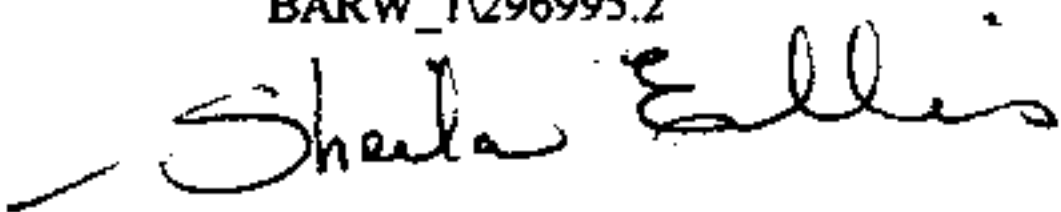
3. **Financing Statements.** Contemporaneously herewith, Ripps has executed and delivered to Daniel UCC-3 Termination Statements terminating all security rights and interests created by the Agreement.

IN WITNESS WHEREOF, Ripps has executed this Termination of Indemnity and Security Agreement as of the date and year first above written.


Harold W. Ripps

Inst # 1997-20770

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02:07 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MCD 8.50



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