

STATE OF ALABAMA

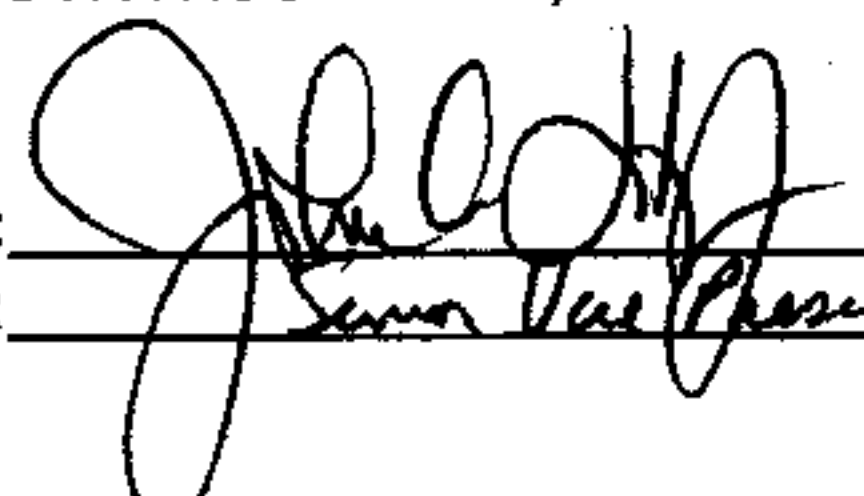
COUNTY OF SHELBY

TERMINATION AND RELEASE OF NONENCUMBRANCE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned SOUTHTRUST BANK, NATIONAL ASSOCIATION (the "Bank"), hereby terminates and releases that certain Nonencumbrance Agreement in favor of the Bank, executed by W. C. RICE OIL CO., INC., COOSA OIL COMPANY, L.L.C., RICE LAND COMPANY, L.L.C., and the Bank, which said Nonencumbrance Agreement was filed for record on July 17, 1997, in the Office of the Judge of Probate of Shelby County, Alabama, in Instrument 1997-22515.

IN WITNESS WHEREOF, the undersigned SOUTHTRUST BANK, NATIONAL ASSOCIATION, has caused these presents to be executed by its duly authorized officer this 16th day of September, 1997.

SOUTHTRUST BANK, NATIONAL ASSOCIATION

By: 
Its: Senior Vice President

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John A. Lotz Jr., whose name as Senior V.P. of SouthTrust Bank, National Association, a national banking association, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said banking association.

Given under my hand and official seal this 16th day of September, 1997.


Notary Public

My Commission Expires 2-13-99

Inst # 1997-30072

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09/18/1997-30072
11:45 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 HCD 8.50

Inst # 1997-30072