

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 1997-22508.

IN WITNESS WHEREOF, the undersigned SOUTHTRUST BANK, NATIONAL ASSOCIATION, has caused these presents to be executed by its duly authorized officer this 22nd day of October, 1997.

SOUTHTRUST BANK, NATIONAL ASSOCIATION

By: J. David Nabors
Its: Assistant 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 J. David Nabors, whose name as Asst 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 22nd day of October, 1997.

[Signature]
Notary Public
My Commission Expires: 2-13-99

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SHELBY COUNTY JUDGE OF PROBATE
001 NEL 9.50

Inst # 1997-34681