

TERMINATION OF LEASE

This Termination of Lease is made and entered into on this the ____ day of September, 1998, by and between E. WAYNE MCCAIN, MCCAIN ENGINEERING CO., INC., AND MCCAIN INDUSTRIAL SUPPLY CO., INC.

RECITALS

WHEREAS, the parties hereto entered into that certain Lease dated December 30, 1992, recorded in the Probate Office of Shelby County, Alabama, on December 7, 1993, as Instrument 1993-38874 (the "Lease"); and

WHEREAS, the parties are not currently operating under the terms of the Lease and desire to terminate the Lease for the purpose of rendering said Lease null and void and of no further force and effect.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants included herein, the parties do hereby agree as follows:

AGREEMENT

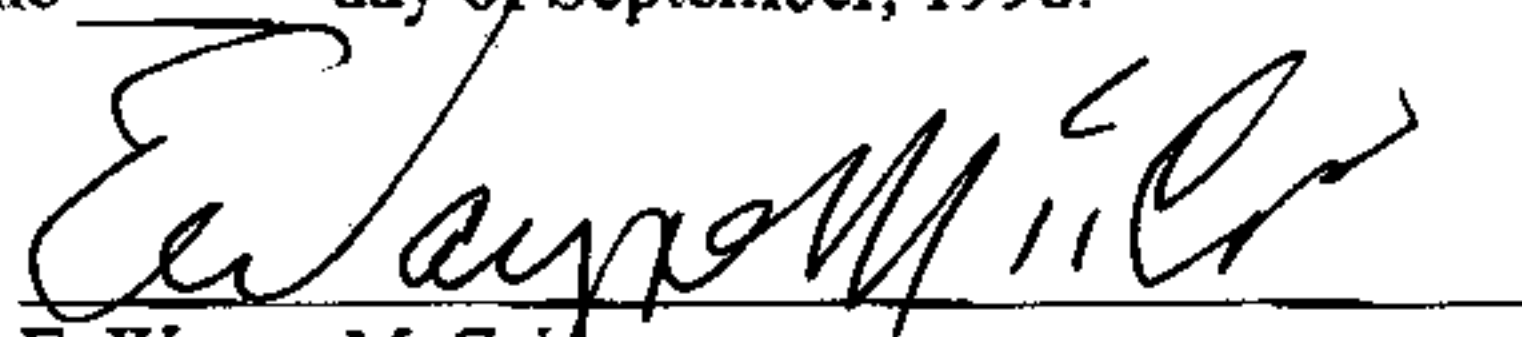
1. Termination of Lease. The Lease is hereby terminated. The terms and provisions of the Lease shall be given no further force or effect.
2. Release of Rights and Obligations. Each of the parties to the Lease releases and discharges all of its rights under the Lease against each of the other parties. Each of the parties to the Lease is hereby released from all of its obligations under the Lease.

[Execution to follow on next page]

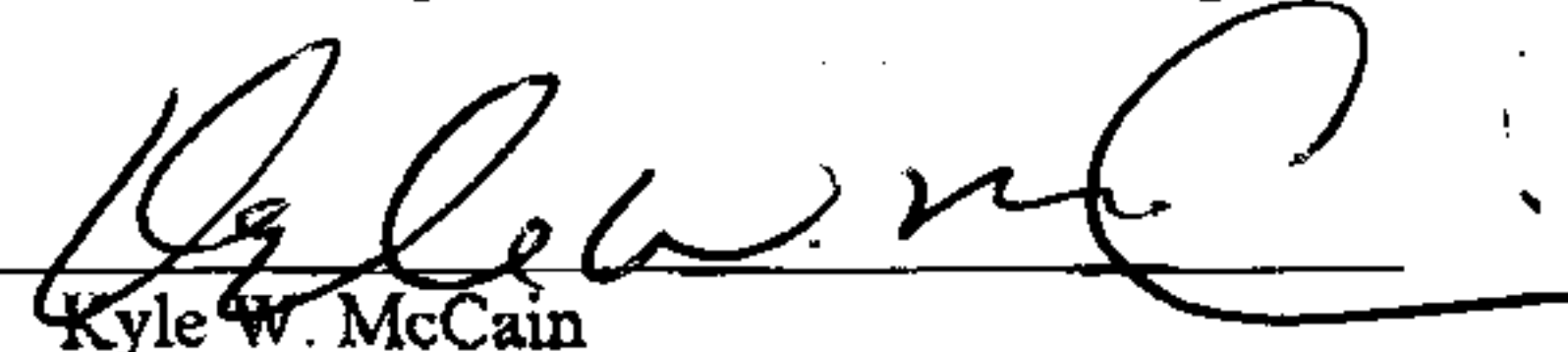
Inst # 1998-38189

09/30/1998-38189
02:28 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MEL 16.00

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have executed this Termination of Lease on this the _____ day of September, 1998.


E. Wayne McCain

McCain Engineering Co., Inc., an Alabama corporation

By: 
Kyle W. McCain
Its President

McCain Industrial Supply Co., Inc., an Alabama corporation

By: 
Kent M. McCain
Its President

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that **E. Wayne McCain**, whose name 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 the above and foregoing instrument, he, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 11 day of September, 1998.


Notary Public
My Commission Expires: 6/23/99

(SEAL)

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that **Kyle W. McCain**, whose name as President of McCain Engineering Co., Inc., a corporation, 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 the above and foregoing instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal of office this 11 day of September, 1998.


Notary Public
My Commission Expires: 6/23/99

(SEAL)

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that Kent M. McCain, whose name as President of McCain Industrial Supply Co., Inc., a corporation, 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 the above and foregoing instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal of office this 11 day of September, 1998.


Notary Public

My Commission Expires: 6/23/99

(SEAL)

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TOTAL P.05

004 NEL 16.00