

AGREEMENT BETWEEN TRUSTOR AND TRUSTEE

Agreement made on April 12, 2000, between JUDY BRUMLEY LaCASSE, referred to as trustor, and PATRICIA E. RANKIN, referred to as trustee.

RECITALS

A. Trustor is advised that both beneficiaries have executed and delivered an instrument, dated prior to the date hereof, renouncing their claims under a trust instrument between trustor and trustee, dated April 11, 1994.

B. The trust estate is now held solely at the will and subject to the wishes of trustor and is free from all claim thereto by the beneficiaries.

C. With the beneficiaries eliminated as a beneficiary, the trust is too indefinite in its terms to be capable of judicial enforcement. Therefore, the trust may be revoked, cancelled, and annulled by mutual agreement between the trustor and trustee.

D. This instrument is intended to evidence such agreement of termination.

In consideration of the respective undertakings of the parties set forth below, it is hereby agreed as follows:

**SECTION ONE
TERMINATION**

The grant evidenced by the trust instrument is hereby revoked and annulled. The trust thereby created is hereby terminated, on the execution and delivery of this instrument.

**SECTION TWO
ACCOUNTING**

Immediately following the execution and delivery of this trust instrument, trustee will transfer the property made the subject of said trust to the said trustor.

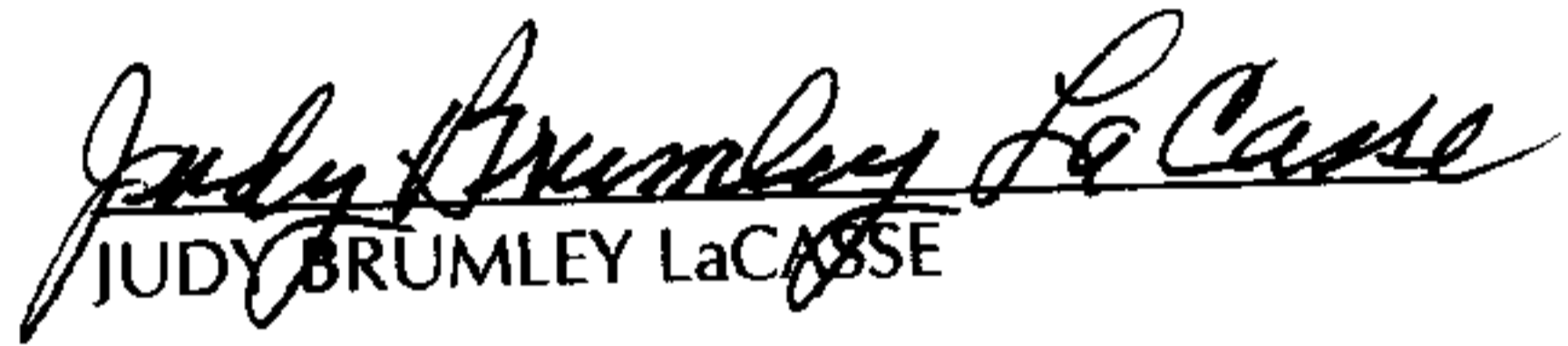
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**SECTION THREE
INDEMNIFICATION OF TRUSTEE**

Trustor, trustor's heirs, executors, and administrators, shall indemnify trustee, trustee's successors, and assigns, from all loss, costs, liability, and expense to which trustee may now or hereafter be subjected in connection with the turning over and return to trustor of the assets constituting the trust estate or arising in any way out of the fact that trustee has, at the request of trustor, joined in the execution and delivery of this instrument. Trustee has pursuant hereto, transferred, assigned and delivered to trustor all of the assets constituting the trust estate.

IN WITNESS WHEREOF, the parties have executed this agreement on the 12 day of April, 2000.

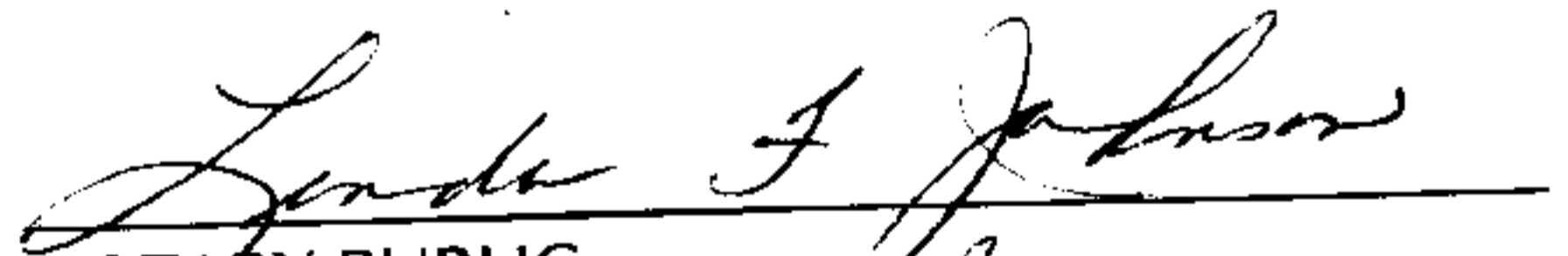

JUDY BRUMLEY LaCASSE


PATRICIA E. RANKIN

STATE OF KENTUCKY)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that PATRICIA E. RANKIN, 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 instrument, she executed the same voluntarily on the day that same bears date.

Given under my hand this 12 day of April, 2000.


NOTARY PUBLIC
My Commission Expires: Sept 28, 2003

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **JUDY BRUMLEY LaCASSE**, 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 instrument, she executed the same voluntarily on the day that same bears date.

Given under my hand this 21st day of April, 2000.

Melissa J. Champion
NOTARY PUBLIC
My Commission Expires: 7/21/02

THIS INSTRUMENT PREPARED BY:
William W. Conwell
JOHNSTON & CONWELL, L.L.C.
800 Shades Creek Parkway
Suite 325
Birmingham, AL 35209-4510

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