

MEMORANDUM OF TRUST

KNOW THAT, JAMES RAPHAEL QUINLIVAN, III, and ELIZABETH TEMPLE GRIFFIN QUINLIVAN, husband and wife, having an address at 5319 Harvest Ridge Lane , Birmingham, Alabama 35242, as Grantors, created a revocable trust, known as the QUINLIVAN FAMILY LIVING TRUST dated February 28th, 2001, by executing a Declaration of Trust, dated February 28th, 2001, naming JAMES RAPHAEL QUINLIVAN, III and ELIZABETH TEMPLE GRIFFIN QUINLIVAN, having an address as aforesaid, as Trustees (collectively referred to as the "Trustee"), and SUSAN FLEET QUINLIVAN RUTLEDGE, having an address at 26 Iron Brigade Drive, S.W. , Marietta, GA 30064, and LAURA TEMPLE QUINLIVAN COCHENOUR, having an address at 1223 Mountainside Trace, Kennesaw, GA 30152 , as Successor Trustees (collectively referred to as a "Successor Trustee").

This Memorandum of Trust is executed as evidence of the existence of the foregoing Declaration of Trust. Any person may rely upon this Memorandum of Trust as evidence of the existence of said Declaration of Trust, and is relieved of any obligation to verify that any transaction entered into by a Trustee or Successor Trustee thereunder is consistent with the terms and conditions of said Declaration of Trust.

The Declaration of Trust and the trusts created thereunder may be referred to by the name: **"QUINLIVAN FAMILY LIVING TRUST dated February 28th, 2001"**. Any transfers to the Declaration of Trust or any trust thereunder may refer to the aforesaid name or to **"JAMES RAPHAEL QUINLIVAN, III and ELIZABETH TEMPLE GRIFFIN QUINLIVAN as Trustees under QUINLIVAN FAMILY LIVING TRUST dated February 28th, 2001"**, with or without specifying any change in Trustee or any amendment to the Declaration of Trust.

IN WITNESS WHEREOF, the Grantors have executed this Memorandum of Trust as of this 28th day of February, 2001.


JAMES RAPHAEL QUINLIVAN, III
Grantor


ELIZABETH TEMPLE GRIFFIN QUINLIVAN
Grantor

Inst # 2002-05148

01/30/2002-05148
01:07 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CH 14.00

STATE OF ALABAMA
COUNTY OF JEFFERSON

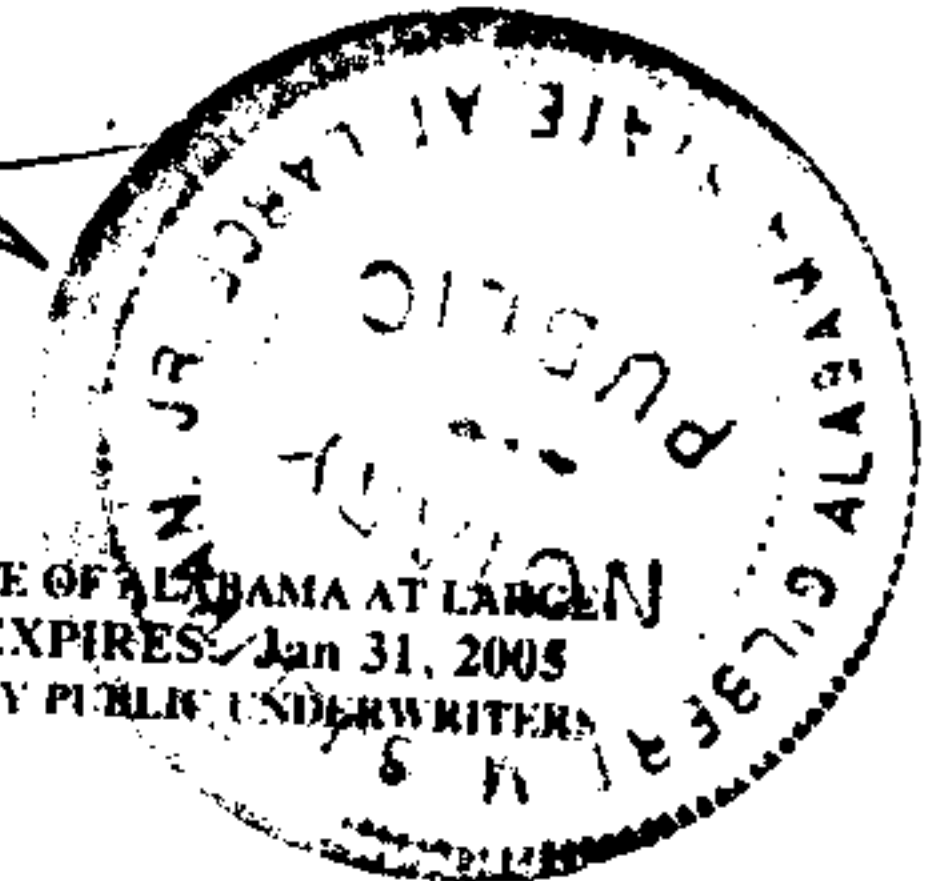
I, the undersigned, a notary public, hereby certify that JAMES RAPHAEL QUINLIVAN, III, whose name is signed to the foregoing Memorandum of Trust, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Memorandum of Trust, he executed the same voluntarily on this 28th day of February, 2001.

Given under my hand and official seal this 28th day of February, 2001.


Notary Public

My commission expires on

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Jan 31, 2005
BONDED THRU NOTARY PUBLIC UNDERWRITERS



STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a notary public, hereby certify that ELIZABETH TEMPLE GRIFFIN QUINLIVAN, whose name is signed to the foregoing Memorandum of Trust, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Memorandum of Trust, she executed the same voluntarily on this 28th day of February, 2001.

Given under my hand and official seal this 28th day of February, 2001.


Notary Public

My commission expires on

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Jan 31, 2005
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This Instrument prepared by:

Gilbert M. Sullivan, Jr.
Gilbert M. Sullivan, Jr. PC
2100-C Rocky Ridge Road
Birmingham, AL 35216

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