

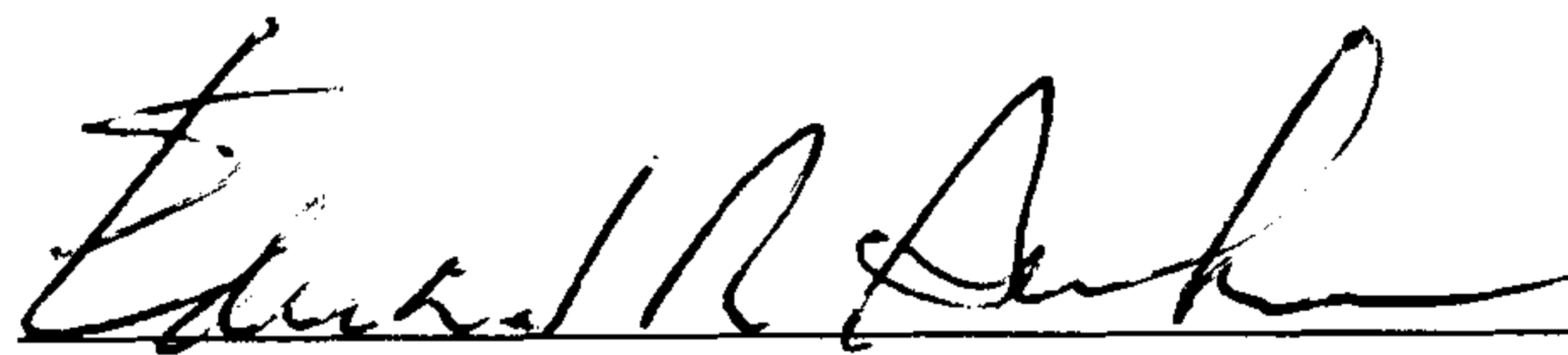
MEMORANDUM OF TRUST


KNOW THAT, EDWARD R. BECKER, and SANDRA J. BECKER, husband and wife, having an address at 149 Newgate Road, Alabaster, AL 35007, as Grantors, created a revocable trust, known as the EDWARD R. BECKER and SANDRA J. BECKER REVOCABLE LIVING TRUST, by executing a Living Trust, dated September 1, 2005, naming EDWARD R. BECKER and SANDRA J. BECKER, having an address as aforesaid, as trustees (collectively referred to as the "Trustee"), and KEVIN EDWARD BECKER, having an address at 710 North Orlando Avenue, Unit 304, Los Angeles, CA 90069, and CHARLES WILLIAM SHEPHERD, having an address at 1104 Colonial Drive, Alabaster, AL 35007, as successor trustees (each being referred to as a "Successor Trustee").

This Memorandum of Trust is executed as evidence of the existence of the foregoing Living Trust. Any person may rely upon this Memorandum of Trust as evidence of the existence of said Living 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 Living Trust.

The Living Trust and the trusts created thereunder may be referred to by the name: "EDWARD R. BECKER and SANDRA J. BECKER REVOCABLE LIVING TRUST Dated September 1, 2005". Any transfers to the Living Trust or any trust thereunder may refer to the aforesaid name or to "EDWARD R. BECKER and SANDRA J. BECKER as Trustees under EDWARD R. BECKER and SANDRA J. BECKER REVOCABLE LIVING TRUST Dated September 1, 2005", with or without specifying any change in Trustee or any amendment to the Living Trust.

IN WITNESS WHEREOF, the Grantors have executed this Memorandum of Trust as of this 15th day of September, 2005.

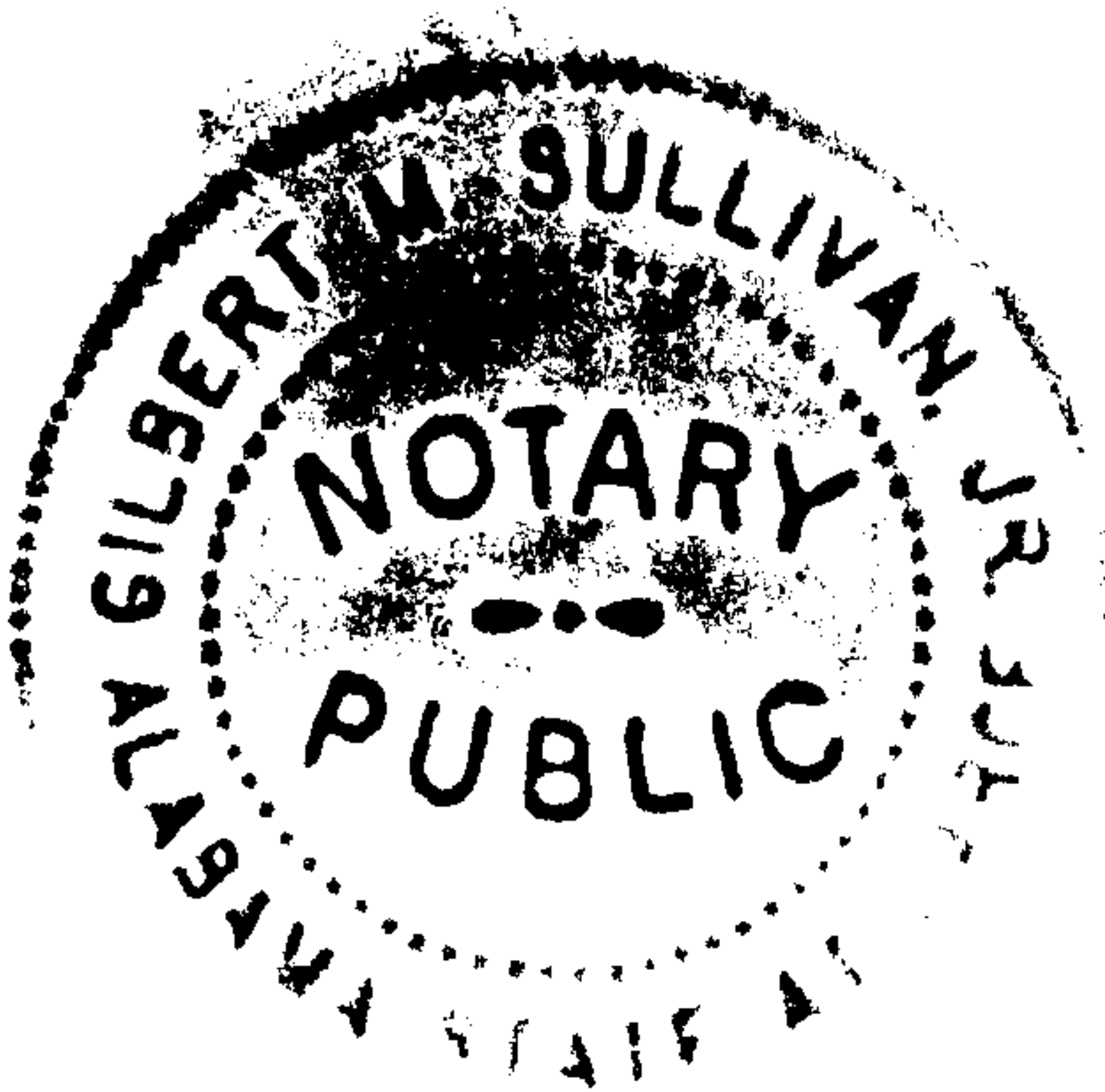

EDWARD R. BECKER
Grantor/Trustee

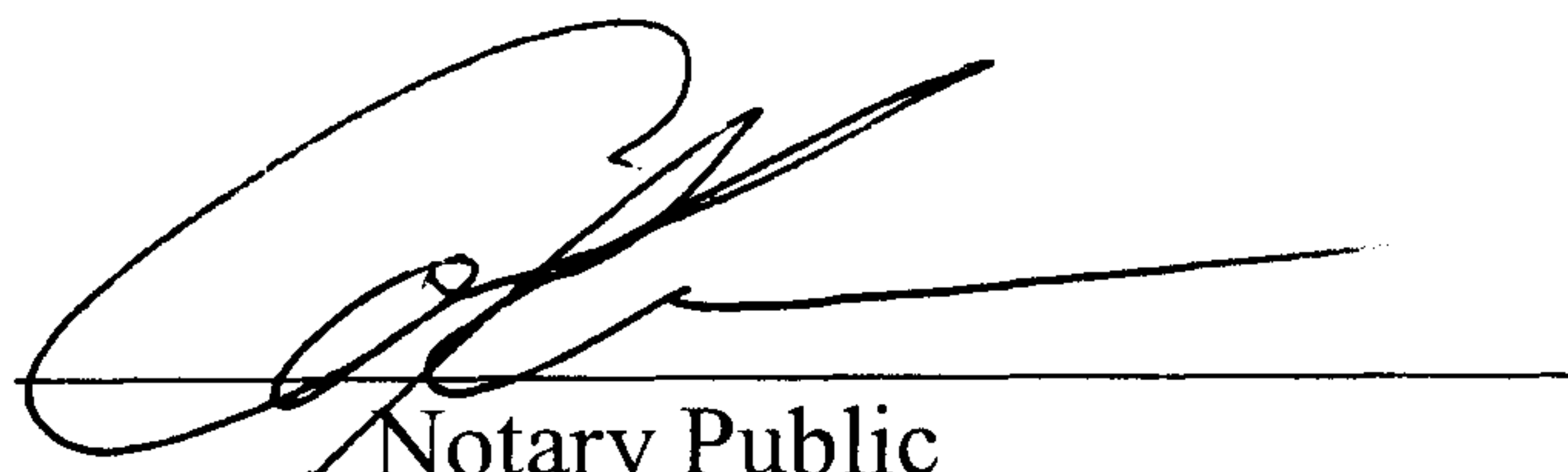

SANDRA J. BECKER
Grantor/Trustee

STATE OF ALABAMA
COUNTY OF SHELBY

I, GILBERT M. SULLIVAN, JR., a notary public, hereby certify that EDWARD R. BECKER, 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 1st day of September, 2005.

Given under my hand and official seal this 1st day of September, 2005.

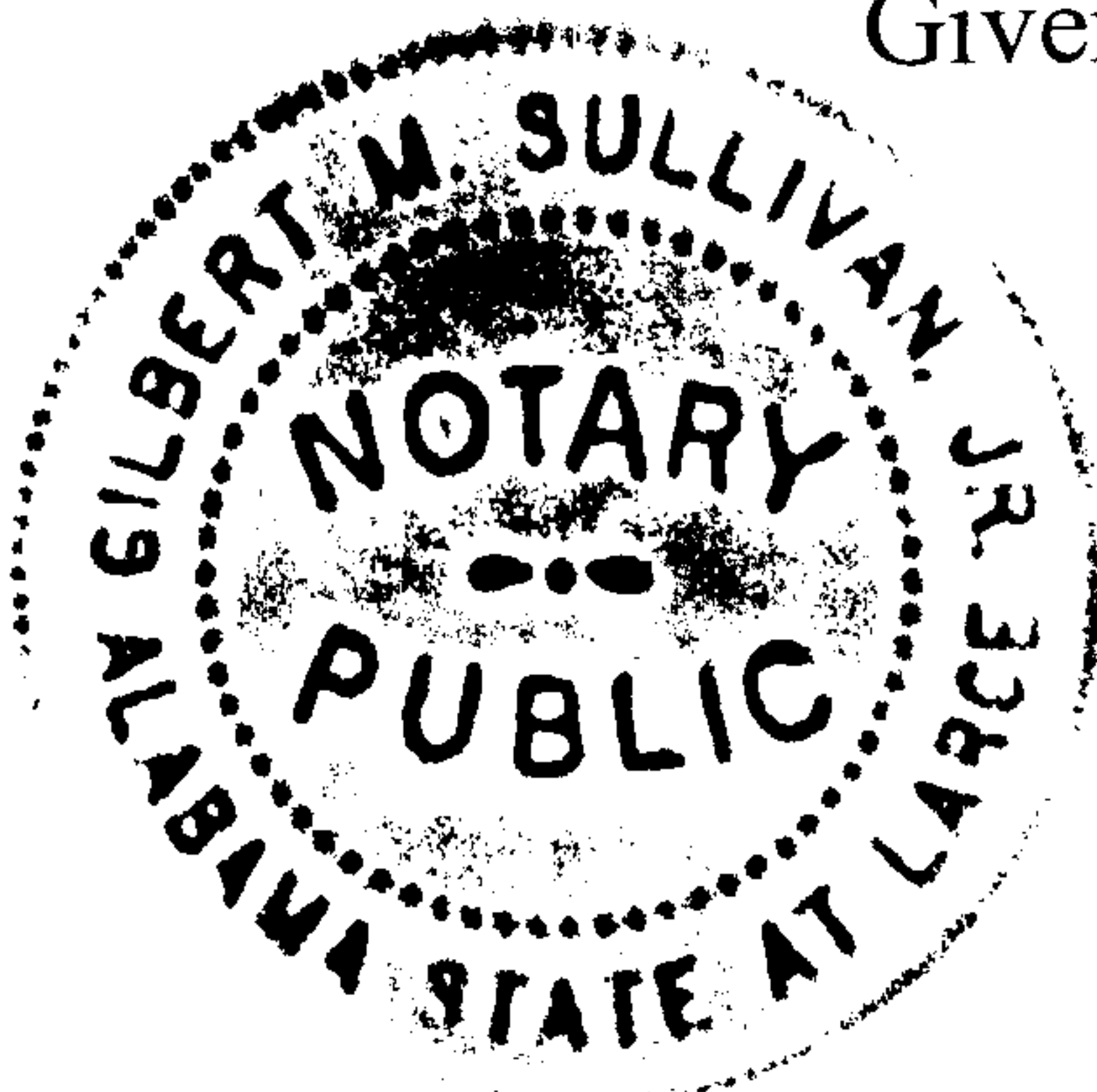


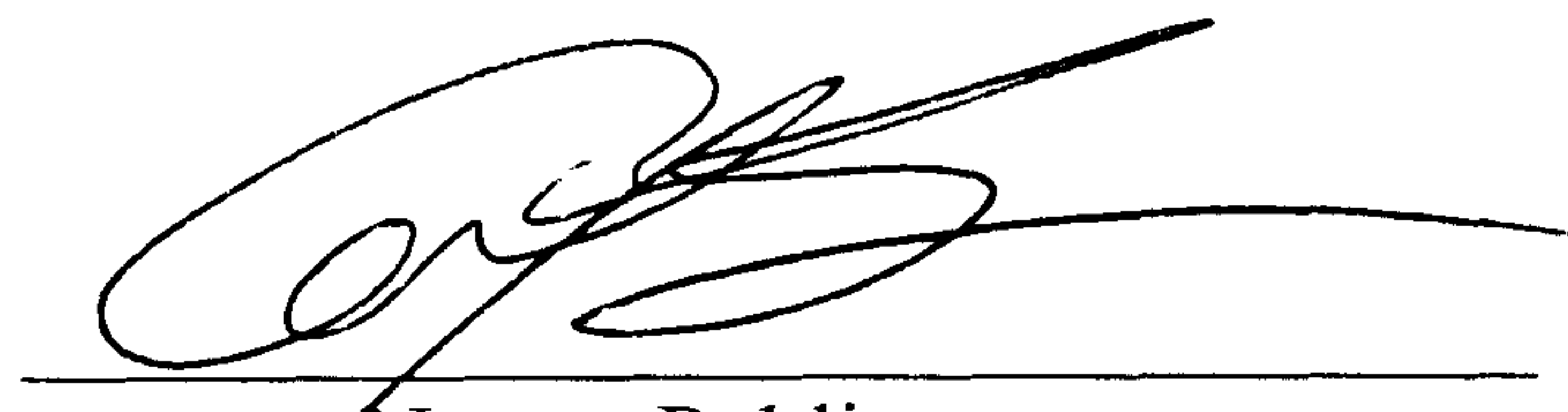

Notary Public
My commission expires on
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Jan 31, 2009
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA
COUNTY OF SHELBY

I, GILBERT M. SULLIVAN, JR., a notary public, hereby certify that SANDRA J. BECKER, 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 1st day of September, 2005.

Given under my hand and official seal this 1st day of September, 2005.




Notary Public
My commission expires on

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Jan 31, 2009
BONDED THRU NOTARY PUBLIC UNDERWRITERS

This Instrument was prepared by:
Gilbert M. Sullivan, Jr., Esq.
Gilbert M. Sullivan, Jr. PC
2100-C Rocky Ridge Road
Birmingham, Alabama 35216