

AGREEMENT

WHEREAS, Davidson Howard, LLC (hereafter the 'Company') is an Alabama limited liability company, duly organized and formed on March 5, 2003 pursuant to the *Alabama Limited Liability Act*, being Title 10, Chapter 12 of the Code of Alabama, 1975, and

WHEREAS, the Company currently consists of two Members, those being Don Williamson Davidson and Michael N. Howard, and

WHEREAS, Don Williamson Davidson was the Organizer of the Company and also serves as its' Managing Member, and

WHEREAS, Michael N. Howard has heretofore given notice in accordance with the terms of the Operating Agreement of the Company, of his intent to withdraw as a Member of the Company, and

WHEREAS, the Member(s) and Manager(s) of the Company are desirous of continuing to use Mr. Howard's name in the style of the Company name, and

WHEREAS, in withdrawing from the Company Mr. Howard seeks assurance that the continued use and association of his name with the style of the Company shall, in no way give rise to, or create in any manner any future liability of any kind, and

WHEREAS, the Member(s) and Manager(s) of the Company agree to provide such assurance to Mr. Howard with respect to the continued use of his name,

NOW, THEREFORE, Mr. Howard agrees that he will permit the Company to use his name in the style of the Company after his withdrawal, provided however, it is so used as not to make Mr. Howard liable for or chargeable with any of the debts or contracts of the business as hereafter to be conducted by the Company and the Company agrees to indemnify and hold Mr. Howard harmless for any and all liabilities, losses, damages,

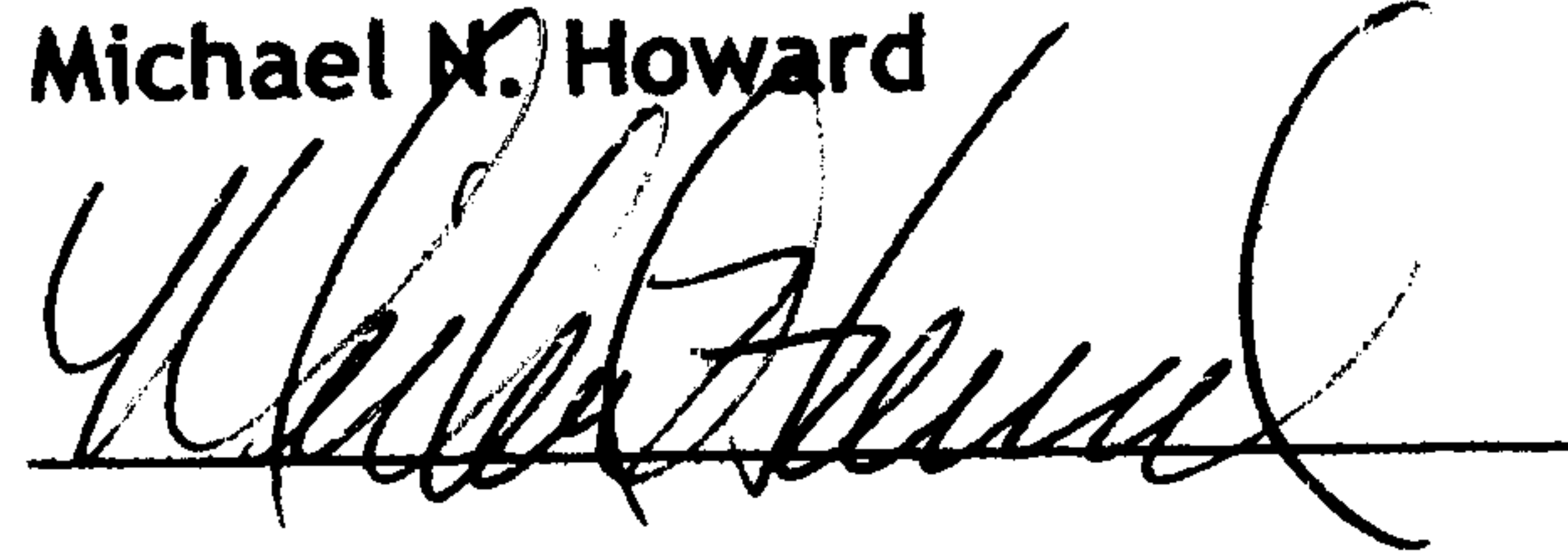
costs, charges, attorney fees, court cost, and other expenses of every nature and character, arising out of, caused by, or in any manner growing out of the use of his name as part of Davidson Howard, LLC.

For Davidson Howard, LLC

Michael N. Howard

By: 

Its: Managing Member



Dated this 10th day of November, 2004

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned authority, a Notary Public in and for said County, in said State, do hereby certify that Don Williamson Davidson and Michael N. Howard, whose names are signed to the foregoing document and who are known to me, acknowledged before me on this day, that, being informed of the contents of the document, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this 10th day of NOVEMBER, 2004.



Notary Public

November 10, 2004

Mr. Don Davidson
Managing Member
Davidson Howard, LLC
P.O. Box 36755
Birmingham, Alabama 35266

Dear Don:

By way of this letter I am reaffirming the notice of my intent to withdraw as a Member of Davidson Howard, LLC which we discussed on or about August 12, 2004. I am also enclosing an agreement that deals with the matter of the continued use of my name by the Company. I have no objection to that continued use, but I felt that I needed some form of assurance regarding potential future liability that might arise. The enclosed agreement addresses my concerns and I believe its terms are in line with what you and I discussed. If you find that it does not accurately reflect our understanding please let me know.

I have enjoyed our relationship in this business and look forward to continuing it in the future.

Sincerely,



Michael N. Howard