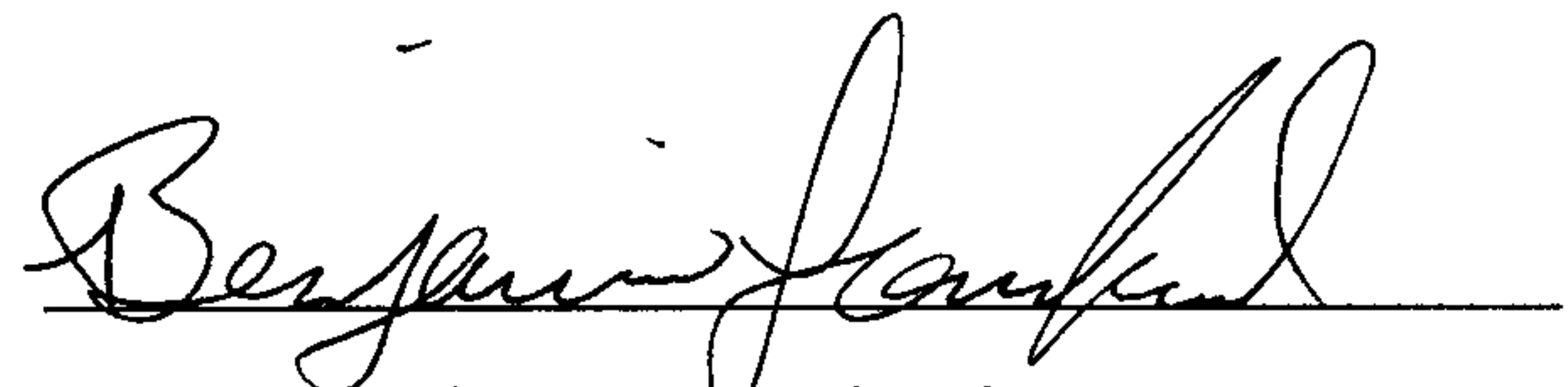


WAIVER OF FIRST RIGHT OF REFUSAL

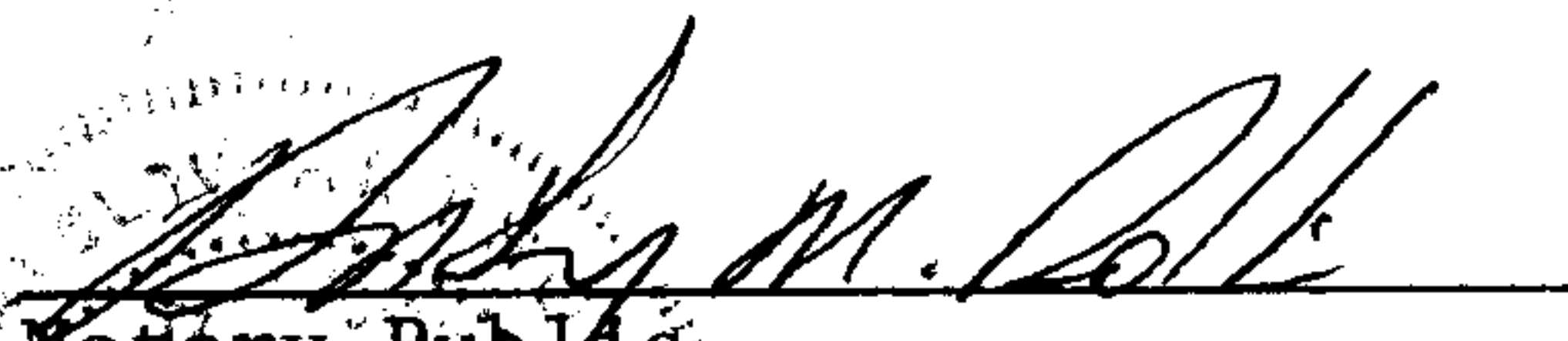
20130501000176990 1/1 \$12.00
Shelby Cnty Judge of Probate, AL
05/01/2013 10:46:22 AM FILED/CERT

1. I am a remainder beneficiary of Trust Estate "A" established under the First Restatement of James Nelson Lombard Management Trust Agreement originally dated August 1, 2007 (the "Trust").
2. The Trust owns certain real estate that is being held in trust for the benefit of Laura Lombard for the remainder of her lifetime. Upon the death of Laura Lombard, the property will pass to a trust for my benefit.
3. Pursuant to subparagraph (c) of Item IV of the Trust, I was given a right of first refusal to purchase the real estate owned by the Trust prior to such property being sold to a third party.
4. Laura Lombard is named as trustee of the Trust and she is in the process of refinancing the note and mortgage attributable to the property owned by the Trust. As part of that refinance transaction, the property held by the Trust will be transferred to Laura Lombard, in her individual capacity, followed by a subsequent transfer by Laura Lombard, individually, back to the Trust.
5. As part of this refinance transaction, I hereby waive the right of first refusal granted to me in the Trust. Further, I do hereby subordinate the right of first refusal granted to me to the lender's right to enforce the mortgage. I do not waive any future right of first refusal that may be granted to me in connection with subsequent transfers of the Trust property to third parties.

Dated this 11 day of
April, 2013


Benjamin Thomas Lombard

Sworn to and subscribed before me this 11th day of April, 2013.


Notary Public
My Commission Expires: 5/29/13