

**CERTIFICATE OF TRUSTEE CONCERNING TERMINATION  
OF EXTRAORDINARY MANDATORY REDEMPTION PROVISIONS**

The undersigned U.S. BANK NATIONAL ASSOCIATION, as successor Trustee under the Trust Indenture from Jefferson County, Alabama (the "County"), dated as of December 1, 2004, as supplemented and amended by a First Supplemental Indenture dated as of January 1, 2005 (said Trust Indenture, as so supplemented and amended, being herein called the "Indenture"), hereby certifies as follows:

- (i) on the date hereof, the undersigned received from an authorized representative of the County a certificate dated October 12, 2006 (the "No-Litigation Certificate"), to the effect that no litigation is now pending in any court, state or federal, attacking or in any way questioning (1) the validity or legality of the County's Series 2004 Warrants (as defined in the No-Litigation Certificate) or any of the authorizing proceedings therefor or (2) the validity and binding effect of the pledge of the Pledged Revenues (as defined in the Indenture) made in the Indenture; and
- (ii) as a consequence of the undersigned's receipt of the No-Litigation Certificate, those provisions of the Indenture and the Series 2004 Warrants that would, under certain specified circumstances, require an extraordinary mandatory redemption of the Series 2004 Warrants on or before December 1, 2006, are no longer effective.

Dated this 12<sup>th</sup> day of October, 2006.

U.S. BANK NATIONAL ASSOCIATION, as  
successor Trustee as aforesaid

By Cassandra A. Bresham  
Its Authorized Representative