

STATE OF ALABAMA)
COUNTY OF SHELBY)

**AGREEMENT OF MERGER OF
PARTNERSHIP AND DEED OF DISTRIBUTION**

WHEREAS, **YELLOW LEAF FARMS, II**, an Alabama General Partnership (hereinafter referred to as "Partnership"), is the owner of certain real property located in Shelby County, Alabama, more particularly described as follows:

SEE ATTACHED EXHIBIT "A"

WHEREAS, all of the partners of the Partnership desire and agree to merge its assets with **Yellow Leaf Farms, II, L.L.C.**, an Alabama Limited Liability Company (hereinafter referred to as "Company") and to convey the above described property to Company; and

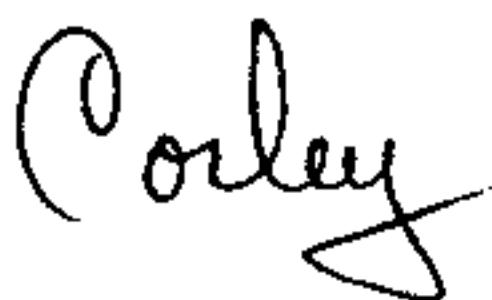
NOW, THEREFORE, in consideration of the mutual covenants herein contained, the parties hereto agree as follows:

1. The Partnership has been operating as a General Partnership pursuant to the Partnership Agreement dated September 17, 1979, as amended; and
2. The partners of the Partnership hereby agree to merge the partnership, effective upon recordation of this Agreement and the partners of the Partnership shall promptly thereafter wind up the affairs of the Partnership.
3. Except for the purpose of winding up the business of the Partnership, the Partnership nor its partners shall transact any further business nor incur any further obligations on behalf of the Partnership.
4. This Agreement supersedes any prior understandings, or written or oral

Inst # 1996-22934

Inst # 1996-22934

A:\MERGER.YLF



07/17/1996-22934
08:32 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 29.50

agreements between the partners to the extent they may conflict with any of the provisions contained herein.

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) in hand paid, and other consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned, being all of the general partners of the Partnership hereby convey, transfer, deliver and release to **Yellow Leaf Farms, II, L.L.C.**, an Alabama Limited Liability Company, the property described as follows:

SEE ATTACHED EXHIBIT "A"

This conveyance is subject to that certain Mortgage dated September 17, 1979 from YELLOWLEAF FARMS, II, an Alabama General Partnership, to Catherine S. Bowden and recorded in Real Volume 396, Page 246 of the Shelby County Probate Office.

TO HAVE AND TO HOLD unto the said Grantee, its successors and assigns, forever.

IN WITNESS WHEREOF, the undersigned have caused this conveyance to be executed in their capacity as General Partners of YELLOWLEAF FARMS, II, an Alabama General Partnership, as aforesaid on the 8th day of July, 1996.

YELLOWLEAF FARMS, II, an
Alabama General Partnership

 (SEAL)
William J. Baxley, General Partner

David J. Deppenbrock (SEAL)
David J. Deppenbrock, General Partner

James C. Lee, III (SEAL)
James C. Lee, III, General Partner
SENTRY, INC., General Partner

BY: John M. Geun (SEAL)
Its: President

P.J. McGeever (SEAL)
P.J. McGeever, General Partner

Mitchell L. McKell (SEAL)
Mitchell L. McKell, General Partner

Wallace Shoemaker (SEAL)
Wallace Shoemaker, General Partner

A.L. Thomasino (SEAL)
A.L. Thomasino, General Partner

M.L. Trunk (SEAL)
M.L. Trunk, General Partner

Steve Watkins (SEAL)
Steve Watkins, General Partner

Kenneth B. Weygand (SEAL)
Kenneth B. Weygand, General Partner

STATE OF ALABAMA
COUNTY OF Jefferson

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **William J. Baxley**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 16th day of May, 1996.

Jeffery J. Jewell
NOTARY PUBLIC
My Commission Expires: 3/28/99

STATE OF NORTH CAROLINA
COUNTY OF Rocky Mount

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **David J. Deppenbrock**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 7 day of June, 1996.

James M. Heath
NOTARY PUBLIC
My Commission Expires: 1-26-99

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **James C. Lee, III**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 24th day of May, 1996.

[Signature]
NOTARY PUBLIC
My Commission Expires: 1-18-97

State of Alabama
County of Shelby

I, the undersigned notary public, in and for said County, in said State, hereby certify that John McGeever, whose name as President of Sentry, Inc., a corporation, whose name as General Partner of YELLOWLEAF FARMS, II, an Alabama General Partnership, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that being informed of the contents of the foregoing, he/she, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as a general partner as aforesaid.

Given under my hand and seal this 25th day of April, 1996.

[Signature]
NOTARY PUBLIC
My Commission Expires: 5/14/98

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that P.J. McGeever, whose name as General Partner of YELLOWLEAF FARMS, II, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 1st day of May, 1996.

[Signature]
NOTARY PUBLIC
My Commission Expires: 1-18-97

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify

that **Mitchell L. McKell**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 8th day of July, 1996.

Nancy Joe Logan
NOTARY PUBLIC
My Commission Expires: 5/14/98

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **Wallace Shoemaker**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 13th day of May, 1996.

Nancy Joe Logan
NOTARY PUBLIC
My Commission Expires: 5/14/98

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **A.L. Thomasino**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 25th day of April, 1996.

Nancy Joe Logan
NOTARY PUBLIC
My Commission Expires: 5/14/98

STATE OF VIRGINIA
COUNTY OF FALL CHURCH
CITY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **M.L. Trunk**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 31ST day of MAY, 1996.


NOTARY PUBLIC
My Commission Expires: NOV 30, 99

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **Steve Watkins**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 31ST day of MAY, 1996.


NOTARY PUBLIC
My Commission Expires: 1-5-2000

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **Kenneth B. Weygand**, whose name as General Partner of **YELLOWLEAF FARMS, II**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 10th day of May, 1996.

Mary Joe Logan
NOTARY PUBLIC
My Commission Expires: 5/14/98

THIS INSTRUMENT PREPARED BY:
CLAUDE McCAIN MONCUS
Corley, Moncus & Ward, P.C.
2100 SouthBridge Parkway
Suite 650
Birmingham, AL 35209

EXHIBIT "A"

Southeast 1/4 of Northeast 1/4; Northeast 1/4 of Southeast 1/4; Section 25, Township 20, Range 2 West. Minerals and mining rights excepted.

West 25 acres of Northeast 1/4 of Northeast 1/4, Section 25, Township 20, Range 2 West.

South half of Northwest 1/4; North half of Southwest 1/4; Section 30, Township 20, Range 1 West.

Minerals and mining rights excepted.

Inst # 1996-22934

Inst # 1996-22934

07/17/1996-22934
08:32 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 29.50