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MINUTES OF SPECIAL MEETING OF THE BOARD
OF DIRECTOR OF ELECTRIC MOTOR SERVICE,
INC. HELD IN BIRMINGHAM, ALABAMA, ON
JANUARY 3, 1972, AT 10:00 O'CLOCK, A.M.

A special meeting of the Board of Directors of Electric Motor Service, Inc. was held at the offices of Jemison Investment Co., Inc. on January 3, 1972 at 10:00 o'clock, a.m. There were present in person at the meeting Messrs. Walter G. Brush and John S. Jemison, Jr. E. M. Selfe was absent.

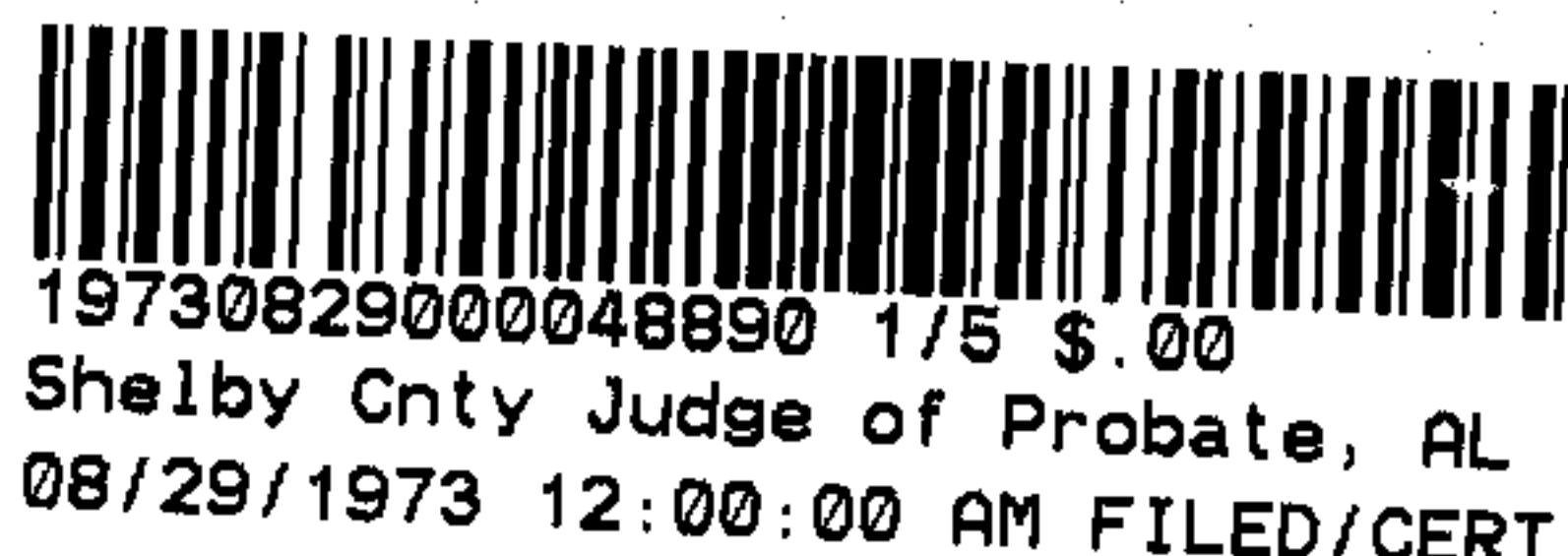
Mr. Jemison presided as Chairman of the meeting and Mr. Brush acted as Secretary of the meeting.

The Chairman stated that a quorum was present and the meeting was open for the transaction of business.

The Chairman recommended that the Company sell its farm property to Walter G. Brush. After discussion, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Company sell to Walter G. Brush its farm properties at its book value, i.e., \$90,785; and

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized and directed to execute and deliver a deed conveying the following described property to Walter G. Brush:



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The SW-1/4 of the SW-1/4; SE-1/4 of the SW-1/4; SW-1/4 of the SE-1/4; NW-1/4 of the SE-1/4; Part of the SW-1/4 of the NE-1/4; Part of SE-1/4 of the NW-1/4; and the NE-1/4 of the SW-1/4, of Section 2, Township 20 South, Range 2 East, Shelby County, Alabama, being more particularly described as follows, to-wit: Commence at the SW corner of the SW-1/4 of the SW-1/4 of said Section; thence proceed East along the South boundary of said Section for a distance of 3,889.73 feet to the SE corner of the SW-1/4 of the SE-1/4 of said Section; thence turn an angle of 88 deg. 16' to the left and proceed North along the East boundary of the SW-1/4 and the NW-1/4 of the SE-1/4 and along the East boundary of the SW-1/4 of the NE-1/4 for a distance of 4,010.1 feet to the NE corner of the said SW-1/4 of the NE-1/4 of said Section; thence turn an angle of 90 deg. 54' to the left and proceed West along the North boundary of the SW-1/4 of the NE-1/4 and along the North boundary of the SE-1/4 of the NW-1/4 for a distance of 1,903.4 feet to a point; thence turn an angle of 52 deg. 45' to the left and proceed Southwest for a distance of 281.7 feet to a point; thence turn an angle of 90 deg. to the right and proceed Northwest parallel to the center line of U. S. Highway No. 280 as now located for a distance of 187.7 feet to a point; thence turn an angle of 127 deg. 15' to the left and proceed South for a distance of 99.3 feet to a point; thence turn an angle of 89 deg. 49' to the right and proceed West parallel to the North Boundary of the SE-1/4 of the NW-1/4 for a distance of 420 feet to a point on the West boundary of said Quarter Quarter Section; thence proceed South along the West boundary of the SE-1/4 of the NW-1/4 and along the West boundary of the NE-1/4 of the SW-1/4 for a distance of 2,487.9 feet to the Northeast corner of the SW-1/4 of the SW-1/4; thence turn an angle of 89 deg. 16' to the right and proceed West along the North boundary of the SW-1/4 of the SW-1/4 for a distance of 1304.8 feet to the NW corner of said Quarter Quarter Section; thence proceed South along the West boundary of said Quarter Quarter Section for a distance of 1,355.33 feet to the point of beginning.

LESS AND EXCEPT the following described tract of land:



Commence at the NE corner of the SW-1/4 of the NE-1/4 of Section 2, Township 20 South, Range 2 East, Shelby County, Alabama; thence proceed West along the North boundary of said Quarter Quarter Section for a distance of 258.1 feet to a point; thence turn an angle of 52 deg. 32' to the left and proceed Southwest for a distance of 534.0 feet to the point of beginning. From this beginning point continue Southwest for a distance of 210 feet to a point on the NE right of way line of U. S. Highway No. 280; thence turn an angle of 90 deg. to the left and proceed SE along the NE right of way line of said highway for a distance of 210 feet; thence proceed NE for a distance of 210 feet; thence proceed NW parallel to the NE right of way line of said highway for a distance of 210 feet to the point of beginning; located in SW-1/4 of NE-1/4, Section 2, Township 20 South, Range 2 East.

ALSO EXCEPT the Chancellors Ferry Public Road as shown on survey of subject land. AND EXCEPT Right of way of U. S. Highway 280.

ALSO EXCEPT utility easements and public road rights of way of record.

; and

RESOLVED FURTHER, that the appropriate officers of the Company be, and they hereby are, authorized and directed to execute and deliver in the name and on behalf of the Company a statutory warranty deed, subject to such exceptions and encumbrances as now exist with respect to the farm properties, conveying to Walter G. Brush the farm properties owned by the Company, and that the Secretary or any Assistant Secretary of the Company be, and he hereby is, authorized to affix the corporate seal of the Company to said instrument and to attest the same, said instrument to be in such form and to contain such terms and conditions as the officers of the Company may deem necessary or desirable, such necessity or desirability to be conclusively evidenced by the execution of said instrument by said officers.



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There being no further business to come before the meeting, it was on motion duly made, seconded and unanimously carried, adjourned.

Walter G. Brush
Walter G. Brush
Secretary
President

Approved:

John S. Jemison, Jr.
John S. Jemison, Jr.
Chairman

I certify that this is a copy of the original minutes.

Polly Brush
Polly Brush-Secretary

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WAIVER OF NOTICE

The undersigned, E. M. Selfe, a member of the Board of Directors of Electric Motor Service, Inc. hereby waives notice of the time, place and purposes of a special meeting of the Board of Directors of said Company to be held at the offices of Jemison Investment Co., Inc. in Birmingham, Alabama, on the 3rd day of January, 1972, and hereby consents to the transaction of any and all business which may come before said meeting and ratifies, confirms and approves any and all actions taken thereat.

ab
Dated) this 3 day of Jan, 1972.

E. M. Selfe

E. M. Selfe

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Conrad M. H. H. H.
JUDGE OF PROBATE

NOT RECALLED
REIFY THIS
DOCUMENT WAS FILED