

AMENDMENT NO. 8 TO THE
HARBERT-EQUITABLE JOINT VENTURE AGREEMENT
DATED JANUARY 30, 1974
AND ASSIGNMENT OF INTEREST IN
JOINT VENTURE (PARTNERSHIP)

This Agreement, made and entered into this 15th day
of September, 1981, shall amend, as specified
herein, that certain Joint Venture Agreement dated January
30, 1974 ("Joint Venture Agreement"), as previously amended
by Amendment No. 1, No. 2, No. 3, No. 4, No. 5, No. 6, and
No. 7 by and between THE EQUITABLE LIFE ASSURANCE SOCIETY OF
THE UNITED STATES ("EQUITABLE"), a New York corporation with
offices at 1285 Avenue of the Americas, New York, New York
10019, and HARBERT CONSTRUCTION CORPORATION ("HARBERT"), an
Alabama corporation with offices at 1 Riverchase Parkway,
Birmingham, Alabama;

W I T N E S S E T H:

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Shelby Cnty Judge of Probate, AL
09/24/1981 12:00:00 AM FILED/CERT

WHEREAS, EQUITABLE and HARBERT desire to amend further
the Joint Venture Agreement dated January 30, 1974, as
previously amended by Amendment No. 1, No. 2, No. 3, No. 4,
No. 5, No. 6 and No. 7, so as to accept Harbert International,
Inc. in the place of Harbert Construction Corporation.

NOW, THEREFORE, in consideration of the premises,
HARBERT, EQUITABLE and Harbert International, Inc. agree as
follows:

1. Assignment: For value received, the undersigned,
Harbert Construction Corporation, a corporation, hereby
assigns to Harbert International, Inc., a corporation, all
its right, title and interest in and to The Harbert-Equitable
Joint Venture, a partnership, established and existing in
accordance with that certain Joint Venture Agreement dated
January 30, 1974, as amended (Joint Venture Agreement).

Harbert International, Inc. assumes all obliga-
tions of Harbert Construction Corporation under the said
Joint Venture Agreement and under all promissory notes

BALCH, BINGHAM, BAKER, HAWTHORNE, WILLIAMS & WARD
ATTORNEYS AND COUNSELORS

600 NORTH 18TH STREET
P. O. BOX 306

ATTN: R. LANIER

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and other agreements of the Joint Venture with The Equitable Life Assurance Society of the United States and to other parties.

2. Consent to Assignment: The undersigned, The Equitable Life Assurance Society of the United States, consents to the above assignment of interest in the Joint Venture; releases Harbert Construction Corporation from any and all obligations, responsibilities and liabilities under the Joint Venture Agreement and under any and all promissory notes and other agreements of the Joint Venture with The Equitable Life Assurance Society; and accepts Harbert International, Inc. in the place of Harbert Construction Corporation.

3. Amendment: 1. The Joint Venture Agreement dated January 30, 1974, as amended, is hereby further amended by striking in every place the same appears the name "Harbert Construction Corporation" and inserting in lieu thereof the name "Harbert International, Inc."

4. Effect of Amendment: Except as expressly modified hereby, all provisions, conditions, and covenants of the Joint Venture Agreement dated January 30, 1974, as amended, shall remain in full force and effect; and effective herewith the modifications made hereby shall be incorporated into said Joint Venture Agreement with full force and effect for the duration hereof.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 8 to the Joint Venture Agreement dated January 30, 1974, to be executed by their respective duly authorized officers the day and year first above written.

ATTEST:

By Kerin Kiefer
Its Asst Secretary

ATTEST:

By W.H. Bosman
Its Asst Secretary

ATTEST:

By W.H. Bosman
Its Asst Secretary

THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES

By Timothy J. Melt
Its Asst Vice President

HARBERT CONSTRUCTION CORPORATION

By W.H. Bosman
Its Asst Secretary

HARBERT INTERNATIONAL, INC.

By W.H. Bosman
Its Asst Secretary

Rec 3.00
Jud 1.00
4.00

1981 SEP 24 AM 11:02

STATE OF ALABAMA
CLERK OF THE COURT
SHELBY COUNTY

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