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AGREEMENT

REAL 2321 PAGE 688

AGREEMENT made as of March 3, 1983, by and among:

ELIZABETH B. LEATH, JOE W. BAKER, NED M. BAKER, EDGAR H. BAKER, DAN A. BAKER, JR., WILLIAM B. BAKER and RICHARD M. BAKER, all of whom are residents of Jefferson County, Alabama; BARBARA B. GRANT, a resident of Barbour County, Alabama; PEGGY B. MORGAN, a resident of Colquitt County, Georgia; GEORGE THOMAS WILSON, a resident of New York County, New York; MIRIAM WILSON KILBOURNE, a resident of Chester County, South Carolina; and MARY WILSON HUEBNER, a resident of Sauk County, Wisconsin (all of whom are sometimes collectively referred to as the "Beneficiaries"); and

ELIZABETH B. LEATH, DAN A. BAKER, JR., EDGAR H. BAKER and NED M. BAKER, Trustees of the Trust dated December 30, 1936, established by W. B. Baker and Jennie C. Baker (all of whom are hereinafter sometimes collectively referred to as the "Trustees").

W I T N E S S E T H

WHEREAS:

(a) W. B. Baker and Jennie C. Baker, as Grantors, established a Trust (hereinafter referred to as the "Trust") on December 30, 1936 for the benefit of certain named beneficiaries and their heirs; and

(b) The Trust is recorded in Volume 2844, page 177, in the Probate Office of Jefferson County, Alabama; and

(c) Paragraph 20 of the Trust provides that the Trust would terminate upon the death of the last surviving named beneficiary, and that upon such termination, "the Trustee may divide the trust estate in whole or in part in kind among the heirs of the named beneficiaries, per stirpes, and may sell such part of the trust as the Trustee deems best and divide the proceeds thereof in the same manner;" and

(d) The last surviving named beneficiary died on December 3, 1982; and

(e) The Beneficiaries constitute all of the beneficiaries of the Trust and are entitled to distribution of all of its assets subject to any liabilities; and

(f) The trust estate of the Trust consists primarily of certain real property (the "Subject Property"), record title to which is currently held by the Trustees of the Trust; and

(g) The Beneficiaries desire for the Subject Property to be transferred and conveyed by the Trustees directly to Baker Properties, Ltd., an Alabama Limited Partnership (the "Partnership") established by the Beneficiaries in order that title to the Subject Property shall be held by such Partnership to maintain centralized management and to more expeditiously carry out the objectives of the Beneficiaries; and

(h) The Beneficiaries constitute all of the Partners in the Partnership and now hold the same respective percentage interests therein as those to which they are entitled in the Trust.

NOW, THEREFORE, in consideration of the premises, the Parties hereto agree as follows:

1. The Beneficiaries acknowledge the termination of the Trust and the vesting of their remainder interests therein, including their rights to distribution of their respective interests in all of the real property owned by the Trust.

BERKOWITZ, LEFKOVITS, PATRICK, ISOM, EDWARDS & KUSHNER

ATTORNEYS AT LAW

1400 COLONIAL BANK BUILDING
BIRMINGHAM, ALABAMA 35203

(205) 328-0480

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2. The Beneficiaries hereby authorize and direct the Trustees of the Trust to transfer and convey to Baker Properties, Ltd., an Alabama Limited Partnership, as soon as reasonably practicable, all of the real property held by the Trustees in said Trust. Said transfer and conveyance shall be made as aforesaid in lieu of a transfer and conveyance of undivided interests in said real property directly to the Beneficiaries.
3. The Beneficiaries acknowledge that legal title to all said real property is now held by said Trustees and that they have the right, power and authority to transfer and convey said real property as authorized and directed by the Beneficiaries herein.
4. The Trustees hereby acknowledge the foregoing direction from the Beneficiaries and agree to transfer and convey said real property in accordance therewith.

IN WITNESS WHEREOF, the Beneficiaries have executed this Agreement, effective as of the date first stated above.

BENEFICIARIES:

Elizabeth B. Leath
ELIZABETH B. LEATH

Dan A. Baker Jr.
DAN A. BAKER, JR.

Ned M. Baker
NED M. BAKER

Barbara B. Grant
BARBARA B. GRANT

William B. Baker
WILLIAM B. BAKER

Richard M. Baker
RICHARD M. BAKER

Edgar H. Baker
EDGAR H. BAKER

Joe W. Baker
JOE W. BAKER

Peggy B. Morgan
PEGGY B. MORGAN

George Thomas Wilson
GEORGE THOMAS WILSON

Miriam Wilson Kilbourne
MIRIAM WILSON KILBOURNE

Mary Wilson Huebner
MARY WILSON HUEBNER

TRUSTEES:

Elizabeth B. Leath
ELIZABETH B. LEATH, Trustee

Dan A. Baker Jr.
DAN A. BAKER, JR., Trustee

Edgar H. Baker
EDGAR H. BAKER, Trustee

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Ned M. Baker
NED M. BAKER, Trustee

Trustees of the Trust dated
December 30, 1936 established by
W. B. Baker and Jennie C. Baker,
as Grantors

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County
in said State, hereby certify that Elizabeth B. Leath, whose name
is signed to the foregoing Agreement, and who is known to me,
acknowledged before me on this day that, being informed of the
contents of the Agreement, she executed the same voluntarily on
the day the same bears date.

Given under my hand and official seal, this the 3rd day
of MARCH, 1983.

John R. Wingard
Notary Public
My Commission Expires: 11-4-84

[SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County,
in said State, hereby certify that Dan A. Baker, whose name is
signed to the foregoing Agreement, and who is known to me, acknow-
ledged before me on this day that, being informed of the contents
of said Agreement, he executed the same voluntarily on the day
the same bears date.

Given under my hand and official seal, this the 3rd day
of MARCH, 1983.

John R. Wingard
Notary Public
My Commission Expires: 11-4-84

[SEAL]

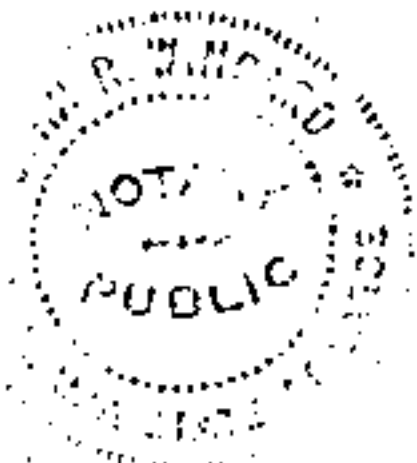
STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County
in said State, hereby certify that Ned M. Baker, whose name is
signed to the foregoing Agreement, and who is known to me, acknow-
ledged before me on this day that, being informed of the contents
of said Agreement, he executed the same voluntarily on the day
the same bears date.

Given under my hand and official seal, this the 3rd day
of MARCH, 1983.

John R. Wingard
Notary Public
My Commission Expires: 11-4-84

[SEAL]



BOOK 50 PAGE 585

STATE OF ALABAMA)

Barbour COUNTY)

I, the Undersigned, a Notary Public in and for said County, in said State, hereby certify that Barbara B. Grant, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 16th day of March, 1983.

J. H. [Signature]
Notary Public
My Commission Expires: 2-27-84

[SEAL]

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County in said State, hereby certify that William B. Baker, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 7th day of March, 1983.

John R. Wingard
Notary Public
My Commission Expires: 11-4-84

[SEAL]

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County in said State, hereby certify that Richard M. Baker, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 8th day of March, 1983.

John R. Wingard
Notary Public
My Commission Expires: 11-4-84

[SEAL]

BOOK 50 PAGE 586

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County in said State, hereby certify that Edgar H. Baker, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 3rd day of March, 1983.

John R. Wingard
Notary Public
My Commission Expires: 11-4-84

[SEAL]

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STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County in said State, hereby certify that Joe W. Baker, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 8th day of MARCH, 1983.

John R. Wingard
Notary Public
My Commission Expires: 11-4-84

[SEAL]

STATE OF GEORGIA)

Calaveras COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Peggy B. Morgan, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 15th day of March, 1983.

Maria J. Moore
Notary Public
My Commission Expires: May 8, 1985

[SEAL]

STATE OF NEW YORK
NEW YORK COUNTY)

I, the Undersigned, a Notary Public in and for said County in said State, hereby certify that George Thomas Wilson, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 28 day of March, 1983.

Edwin M. Jones
 Notary Public

My Commission Expires: 3/30/85

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STATE OF South Carolina
Chester COUNTY)

I, the Undersigned, a Notary Public in and for said County, in said State, hereby certify that Miriam Wilson Kilbourne, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 11th day of April, 1983.

Larry C. Haller
 Notary Public

My Commission Expires: 11-3-88

[SEAL]

STATE OF WISCONSIN
SAUK COUNTY)

I, the Undersigned, a Notary Public in and for said County in said State, hereby certify that Mary Wilson Huebner, whose name is signed to the foregoing Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Agreement, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 15th day of APRIL, 1983.

Klaus S. Jentsch
 Notary Public

My Commission Expires: 12 PERMANENT

[SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the Undersigned, a Notary Public in and for said County, in said State, hereby certify that Elizabeth B. Leath, Dan A. Baker, Jr., Edgar H. Baker and Ned M. Baker, whose names as Trustees of Trust dated December 30, 1936 established by W. B. Baker and Jennie C. Baker, as Grantors, are signed to the foregoing instrument and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they, in their capacity as such Trustees, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 3rd day of MARCH, 1983.

John R. Wingard
Notary Public

My Commission Expires: 11-4-84

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BOOK

[SEAL]

State of Alabama
Jefferson County

I, the Undersigned, as Judge of the Court of Probate, in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in Vol. 2321 Record of Real on page 688

Given under my hand and official seal, this the 6th day of May 1988

D. H. Florence
Judge of Probate



STATE OF ALA. SHELBY CO. Rec. 16
I CERTIFY THIS
INSTRUMENT WAS FILED
Original Filed Jeff. Co. 16
1983 MAY 10 AM 10:59 175

Thomas A. Shanks, Jr.
JUDGE OF PROBATE

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON
DEAL 2321 PAGE 688
APR 19 4 05 PM '83
RECORDED & S. MTD. TAX
& S. DEED TAX HAS BEEN
PD. ON THIS INSTRUMENT.
D. H. Florence
JUDGE OF PROBATE 1150