

**AMENDMENT NO. 1 TO THE AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF TC, LIMITED PARTNERSHIP DATED
APRIL 30, 1988 AND
ASSIGNMENT OF INTEREST
IN THE PARTNERSHIP.**

This Agreement is made and entered into as of the 6th day of December, 1990, by and among Harbert Land Corporation ("Harbert Land"), an Alabama corporation, Harbert Properties Corporation ("Harbert Properties"), an Alabama corporation, and the limited partners of TC, Limited Partnership (the "Partnership") as listed in Exhibit "A" attached hereto (the "Limited Partners").

WITNESSETH:

WHEREAS, Harbert Land and the Limited Partners entered into that certain Agreement and Certificate of Limited Partnership of TC, Limited Partnership (an Alabama Limited Partnership), dated April 30, 1988, (the "Partnership Agreement"), and Harbert Land caused the Partnership Agreement to be filed with the Office of the Judge of Probate, Shelby County, Alabama on May 5, 1988; and

WHEREAS, pursuant to Section 8.1 of the Partnership Agreement, Harbert Land desires to assign all of its right, title and interest in and to its interest in the Partnership to Harbert Properties; and

WHEREAS, the Limited Partners are willing to give their consent (i) to the assignment of Harbert Land's interest in the Partnership to Harbert Properties and (ii) the admission of Harbert Properties as the General Partner of the Partnership; and

WHEREAS, Harbert Properties desires to be admitted to the Partnership and assume all of Harbert Land's obligations as General Partner under the Partnership;

NOW, THEREFORE, in consideration of the foregoing recitals, the mutual covenants contained herein and other good and valuable consideration the parties hereto agree as follows:

1. **Assignment and Assumption:** For value received, Harbert Land assigns all of its right title and interest as General Partner under the Partnership Agreement to Harbert Properties.

Harbert Properties assumes all obligations of Harbert Land as General Partner under the Partnership Agreement.

The Limited Partners hereby consent to (i) the assignment of Harbert Land's interest in the Partnership to Harbert Properties, and (ii) the admission of Harbert Properties as General Partner of the Partnership.

2. **Amendment:** The definition of "General Partner" in Section 1.1, definition of the Partnership Agreement is amended, in its entirety, to read as follows:

"General Partner" means Harbert Properties Corporation, an Alabama corporation, or any successor general partner admitted as such pursuant to the provisions of this Agreement.

3. Continuation of the Partnership: Harbert Properties and the Limited Partners hereby agree to the continuation of the Partnership in accordance with the Partnership Agreement, as amended by this Amendment.

The balance of the provisions of said Partnership Agreement shall remain in full force and effect, unaltered and unchanged by this Amendment, except where the terms thereof conflict herewith, in which event this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed effective as of the day and year first above written.

ATTEST:

By: [Signature]
Name: SECRETARY
Title: JWM POWERS

ATTEST:

By: [Signature]
Name: S. Perry Given, Jr.
Title: Asst. Secretary

HARBERT LAND CORPORATION

By: [Signature]
Name: Barnett J. Earles
Title: Vice President

HARBERT PROPERTIES CORPORATION

By: [Signature]
Name: Barnett J. Earles
Title: President

Limited Partner:

[Signature]
Donald L. Cook

Limited Partner:

[Signature]
Howard E. Dyer-Smith

Limited Partner:

[Signature]
James O. Rein

Limited Partner:

[Signature]
Wayne B. Nelson, III

Limited Partner:

[Signature]
Joseph E. McKay

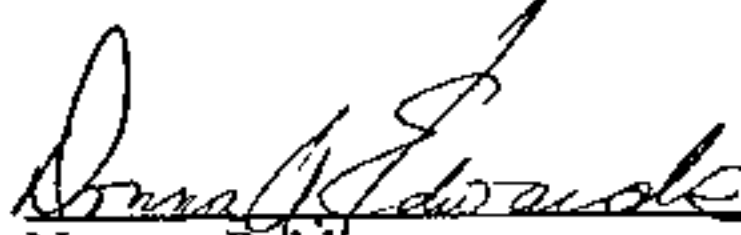
ACKNOWLEDGEMENT

STATE OF ALABAMA
SHELBY COUNTY

I, DONNA A. EDWARDS, a Notary Public, in and for said County in said State, hereby certify that BARNETT J. EARLES, whose name as VICE PRESIDENT (office) of the HARBERT LAND CORPORATION (company), a corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 27th day of NOVEMBER, 1990.

My Commission expires:
MY COMMISSION EXPIRES MAY 8, 1994

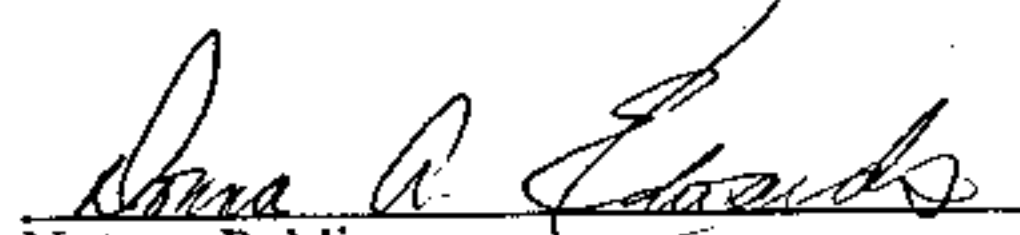

Notary Public

STATE OF ALABAMA
SHELBY COUNTY

I, DONNA A. EDWARDS, a Notary Public, in and for said County in said State, hereby certify that BARNETT J. EARLES, whose name as PRESIDENT (office) of the HARBERT PROPERTIES CORPORATION (company), a corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 27th day of NOVEMBER, 1990.

My commission expires:
MY COMMISSION EXPIRES MAY 8, 1994


Notary Public

ACKNOWLEDGEMENTS

THE STATE OF ALABAMA
SHELBY COUNTY

I, Donna A. Edwards, Notary Public for the State of Alabama
at Large do hereby certify that Donald L. Cook, whose
name is signed to the foregoing conveyance and who is known to me, acknowledged before me on
this day that, being informed of the contents of said conveyance he executed the same voluntarily
on the day the same bears date.

Given under my hand and official seal this the 6th day of
December, 19 90.

My Commission expires:
MY COMMISSION EXPIRES MAY 8, 1994

Donna A. Edwards
NOTARY PUBLIC

THE STATE OF ALABAMA
SHELBY COUNTY

I, Donna A. Edwards, Notary Public for the State of Alabama
at Large do hereby certify that Howard E. Dyer-Smith, whose
name is signed to the foregoing conveyance and who is known to me, acknowledged before me on
this day that, being informed of the contents of said conveyance he executed the same voluntarily
on the day the same bears date.

Given under my hand and official seal this the 6th day of
December, 19 90.

My Commission expires:
MY COMMISSION EXPIRES MAY 8, 1994

Donna A. Edwards
NOTARY PUBLIC

THE STATE OF Alabama
Shelby COUNTY

I, Donna A. Edwards, Notary Public for the State of Alabama
at Large do hereby certify that James O. Rein, whose
name is signed to the foregoing conveyance and who is known to me, acknowledged before me on
this day that, being informed of the contents of said conveyance he executed the same voluntarily
on the day the same bears date.

Given under my hand and official seal this the 6th day of
December, 19 90.

Commission Expires:
MY COMMISSION EXPIRES MAY 8, 1994

Donna A. Edwards
NOTARY PUBLIC

ACKNOWLEDGEMENTS

THE STATE OF ALABAMA
SHELBY COUNTY

I, Donna A. Edwards, Notary Public for the State of Alabama
at Large do hereby certify that Wayne B. Nelson, III, whose
name is signed to the foregoing conveyance and who is known to me, acknowledged before me on
this day that, being informed of the contents of said conveyance he executed the same voluntarily
on the day the same bears date.

Given under my hand and official seal this the 6th day of
December, 19 90.

My Commission expires:
MY COMMISSION EXPIRES MAY 8, 1994

Donna A. Edwards
NOTARY PUBLIC

THE STATE OF Alabama
Shelby COUNTY

I, Jada R. Hilyer, Notary Public for the State of Alabama
at Large do hereby certify that Joseph E. McKay, whose
name is signed to the foregoing conveyance and who is known to me, acknowledged before me on
this day that, being informed of the contents of said conveyance he executed the same voluntarily
on the day the same bears date.

Given under my hand and official seal this the 6th day of
December, 19 90.

My Commission expires:
12-14-93

Jada R. Hilyer
NOTARY PUBLIC

EXHIBIT "A"

Limited Partners

Donald L. Cook

1104 Water Edge Court
Birmingham, Alabama 35244

Howard E. Dyer-Smith

3345 Sandhurst Circle
Birmingham, Alabama 35223

James O. Rein

1517 Yorkmont Circle
Birmingham, Alabama 35226

Wayne B. Nelson, III

1187 Riverchase Parkway West
Birmingham, Alabama 35244

Joseph E. McKay

1916 Riverwoods Road
Birmingham, Alabama 35244

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 DEC 20 PM 2:44

JUDGE OF PROBATE

15.00
3.00
1.00

19.00