

This Instrument was prepared by
G. BURNS PROCTOR, JR.
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

WEATHERLY INVESTMENT PARTNERSHIP
an Alabama General Partnership

AMENDMENT TO PARTNERSHIP AGREEMENT

Agreement made this 19th day of July, 1994 by and among WEATHERLY ENTERPRISES, INC., an Alabama corporation ("Weatherly Enterprises"), AWTREY-JOHNSON DEVELOPMENT CORPORATION, an Alabama corporation ("Awtrey-Johnson"), PRIME REALTY, INC., an Alabama corporation ("Prime") and TAYLOR PROPERTIES, INC., an Alabama corporation ("Taylor").

W I T N E S S E T H

WEATHERLY INVESTMENT PARTNERSHIP (the "Partnership"), an Alabama general partnership existing pursuant to that certain Agreement of General Partnership dated January 24, 1990, recorded in Book 040, Page 764, in the Office of Judge of Probate of Shelby County, Alabama, as amended by that certain instrument dated October 16, 1990 and recorded in said Probate Office in Book 042, Page 819 (as amended, the "Partnership Agreement").

Weatherly Enterprises has withdrawn from the Partnership and all of its rights and interests have been purchased by the Partnership. The Partnership and the other partners have indemnified Weatherly Enterprises against any and all liability which it may have incurred heretofore by reason of being a partner in the Partnership, pursuant to a Settlement Agreement of even date herewith.

NOW, THEREFORE, the Partnership Agreement is hereby amended as follows:

§ 1. Paragraph 3 of the Partnership Agreement is hereby amended to read as follows:

3. General Partners. The name and address of each of the General Partners and their respective ownership interests in the Partnership are as follows:

<u>Name and Address:</u>	<u>Partnership Interest</u>
Awtrey-Johnson Development Corporation 3201 Lorna Road Birmingham, Alabama 35216	62.5%

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Prime Realty, Inc.
2546 Valleydale Road
Birmingham, Alabama 35244

18.75%

Taylor Properties, Inc.
3021 Lorna Road, Suite 100
Birmingham, Alabama 35216

18.75%

Total

100.00%

§ 2. This Amendment shall be effective for all purposes, to the extent permitted by applicable law, as of January 1, 1994.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement in a number of counterparts, each of which shall be deemed an original, on the date first above written.

WEATHERLY ENTERPRISES, INC.

By: 

Steven E. Chambers, President

AWTREY-JOHNSON DEVELOPMENT
CORPORATION

By: 

H. Albert Awtrey, President

PRIME REALTY, INC.

By: 

Charles S. Givianpour, President

TAYLOR PROPERTIES, INC.

By: 

J. Dan Taylor, President

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **Steven E. Chambers** whose name as President of **WEATHERLY ENTERPRISES, INC.**, an Alabama corporation, 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 officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 19th day of July, 1994.

Glenda C. Rader
Notary Public
My commission expires: 4/18/98

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **H. Albert Awtrey** whose name as President of **AWTREY-JOHNSON DEVELOPMENT CORPORATION**, an Alabama corporation, 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 officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 19th day of July, 1994.

Carla Martin Kirk
Notary Public
My commission expires: 2/01/97

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **Charles S. Givianpour** whose name as President of PRIME REALTY, INC., an Alabama corporation, 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 officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 19th day of July, 1994.

Margie S. Benton
Notary Public
My commission expires: 6/10/97

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **J. Dan Taylor** whose name as President of TAYLOR PROPERTIES, INC., an Alabama corporation, 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 officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 19th day of July, 1994.

Carla Martin Kirk
Notary Public
My commission expires: 2/01/97

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