

TRANSFER AND ASSIGNMENT

WHEREAS, C. Whit Walter, Jr., individually is the owner of Ten percent (10%) interest in that certain trust entitled First Alabama Bank, John H. Brewer and Lee B. Lloyd as Trustees Under Deed of Trust Dated May 24, 1971 Recorded in the Probate Office of Shelby County, Alabama, in Book 268, Page 7, as Amended by Instrument Recorded in said Probate Office in Book 303, Page 528, and Futher Amended by Instrument Recorded in said Probate Office in Book 114 Page 986 (hereinafter called "Shelby Land Trust"); and

WHEREAS, C. Whit Walter, Jr. (hereinafter called "Seller") desires to sell four and one half per cent (4.5%) of the Shelby Land Trust, and

WHEREAS, Laura W. Hearn (hereinafter called "Purchaser") desires to purchase said interest,

NOW, THEREFORE, in consideration of the premises and the sum of One Hundered twenty five thousand and no/100 dollars (\$125,000) paid as set out herein, Seller hereby sells, transfers and convays to Purchaser, the said 4.5% of the Shelby Land Trust and Seller warrents that he has the right to transfer said interest to Purchaser, and does so free and clear of all leins, and encumberances of any type and will defend same to Purchaser, her successors and assigns.

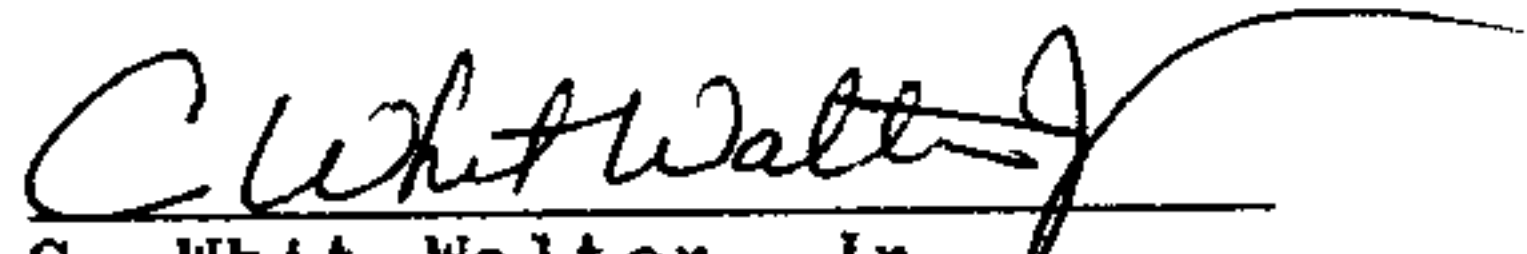
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The consideration of \$125,000 has been paid as follows:

(A) The sum of \$50,021⁷⁵ paid in cash with the *ewg* execution hereof; (B) the cancellation of debt evidenced by that certian note from Seller to Purchaser a copy attached hereto and made a part hereof, said payoff of the note being \$51,978⁷⁵ (4/7/94); and (C) the deduction *ewg* of cash proceeds as credits for advances from Purchaser to Seller as follows; \$10,000 in the summer of 1993, \$7,000 in the fall of 1993 and \$6,000 in the month of March 1994. The receipt of cash , the cancellation of debt, and the repayment of advances as set out above is hereby acknowledged.

IN WITNESS HEREOF, the undersigned have set their hands and seals this 6 day of April, 1994.


C. Whit Walter, Jr.
Seller


Laura W. Hearn
Purchaser

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