

STATE OF ALABAMA

COUNTY OF SHELBY

A G R E E M E N T

THIS AGREEMENT made this 15 day of Feb, 1990, by and between THE HARBERT-EQUITABLE JOINT VENTURE, an Alabama General Partnership ("HEJV") and SUNLINK CORPORATION, a corporation ("SUNLINK").

WHEREAS, HEJV has entered into an agreement with EES JOINT VENTURE, an Alabama General Partnership ("EES"), relating to the purchase by EES from SUNLINK of that property described as LOT 1 on Exhibit "A" attached hereto; and,

WHEREAS, the parties are desirous of confirming the existing obligations between them concerning the provision of sewage capacity at the Hoover Wastewater Treatment Plant;

IT IS AGREED AS FOLLOWS:

1. HEJV has previously provided for the allocation of 16,250 gallons per day of sewage treatment capacity to the property described on Exhibit "A" hereto, and agrees that said allocation of 16,250 gallons per day remains in effect for that property described on Exhibit "A" hereto.

2. HEJV has, by separate Agreement, agreed to an additional allocation at the Hoover Wastewater Treatment Plant in the aggregate of up to 18,000 gallons per day of treatment capacity to EES, or its assigns, for the development of an approximate 15.42 acre parcel described as LOT 1 on Exhibit "A" as more fully provided in the Agreement between HEJV and EES executed contemporaneously herewith.

3. SUNLINK agrees that, except as provided in Paragraphs 1 and 2 hereof, HEJV shall have no further obligations to SUNLINK relating to sanitary sewer lines, sewer capacity, sewage treatment allocations, or any other matters relating to sanitary sewer services for the property described on Exhibit "A". Nothing contained herein shall be construed to preclude SUNLINK from requesting additional sewage treatment capacity which has not been allocated to HEJV or its assigns.

4. This Agreement will become effective contemporaneously with the closing of the purchase of LOT 1 by EES, or its assigns, from SUNLINK CORPORATION.

5. This Agreement shall be binding upon the successors and assigns of SUNLINK and HEJV.

01/09/1996-00745
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 16.00

Inst # 1996-00745

6. This instrument states the entire agreement between the parties and merges in this instrument all statements, representations and covenants heretofore made, and any agreements not incorporated herein are void and of no force and effect.

ATTEST:

SUNLINK CORPORATION

By:

Its

Herbert A. Norman
Secretary

By:

Its

Thomas A. Gaither
Vice President

WITNESS:

THE HARBERT-EQUITABLE JOINT VENTURE,
an Alabama General Partnership

By: HARBERT LAND CORPORATION,
Its General Partner

By:

Its

Gerri R. Norman
V.P.

STATE OF GEORGIA
COUNTY OF FULTON

I, Gerri R. Norman, a notary public in and for said county in said state, hereby certify that Thomas A. Gaither, whose name as Vice President of SUNLINK CORPORATION, a 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 such 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 16th day of February, 1990.

[Notarial Seal]

Gerri R. Norman

Notary Public

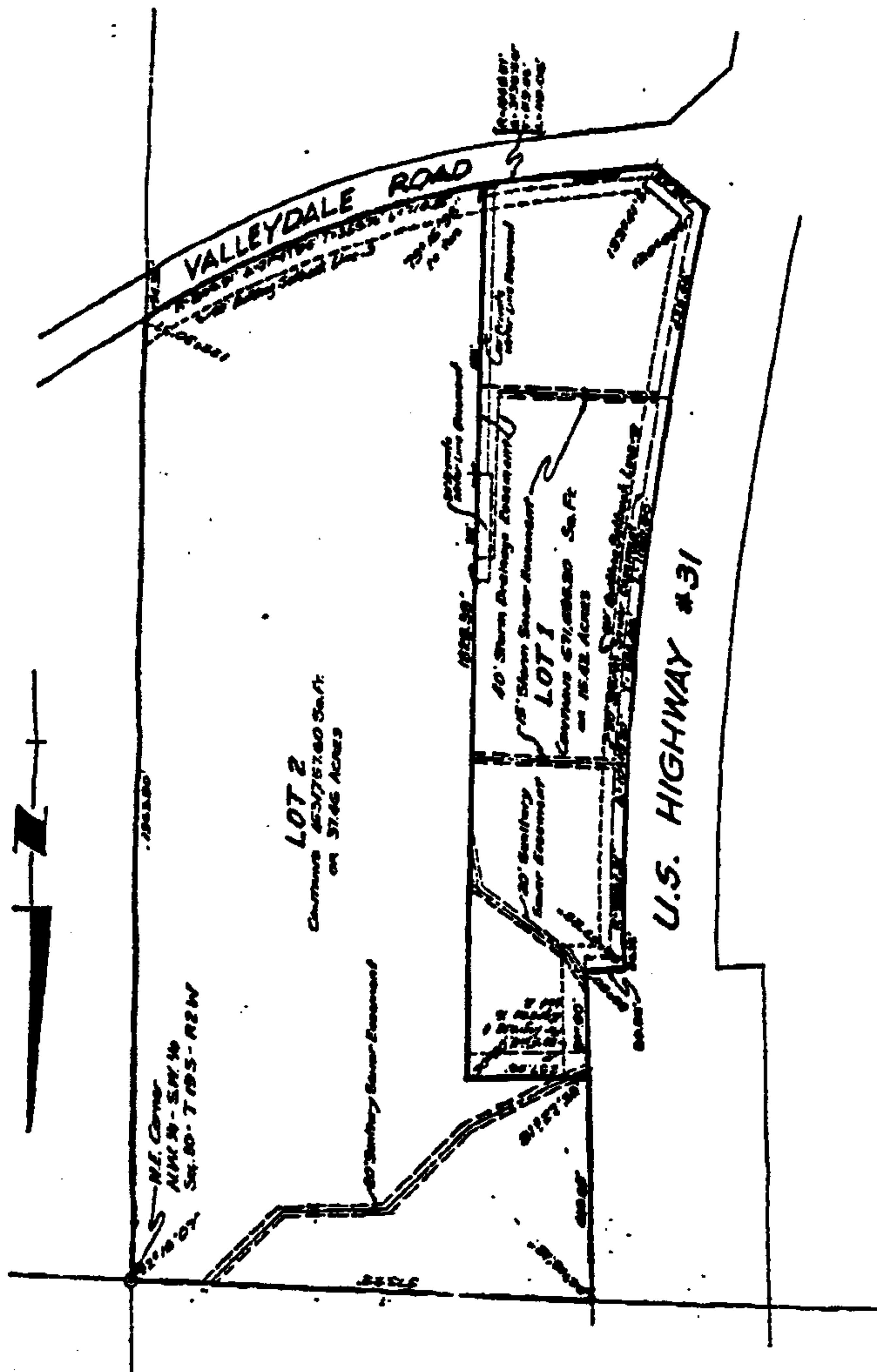
Notary Public, DeKalb County, Georgia

My Commission Expires October 19, 1992

I, Quelvin A. Blackburn a notary public in and for said county in said state, hereby certify that James D. Kerr, whose name as Vice President of HARBERT LAND CORPORATION, a corporation, as General Partner of THE HARBERT-EQUITABLE JOINT VENTURE, an Alabama General Partnership, 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 such instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, as General Partner of said Partnership.

Wayne A. Blackburn
Notary Public
My Commission Expires: 10/23/93

3



Inst # 1996-00745
 01/09/1996-00745
 10:04 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 004 MCD 16.00

EXHIBIT A

EXHIBIT A