

STATE OF ALABAMA)
SHELBY COUNTY)

**ASSIGNMENT OF INTEREST IN
I-65 INVESTMENT PROPERTIES, A GENERAL PARTNERSHIP
COMPOSED OF WAYNE T. BOOTH, RONNIE BOOTH, HUGH L. EDGE,
LARRY CLAYTON, JAMES E. ROBERTS, JAMES L. CLAYTON,
AND THOMAS N. CLAYTON**

NOW COMES, the undersigned, James E. Roberts, a ten percent (10%) partner of I-65 Investment Properties, a general partnership, and hereby assigns all of his right, title and interest in and to such partnership unto his daughter, Sarah Margaret Roberts whose address is P. O. Box 370004, Birmingham, AL 35237, according to that certain Partnership Agreement of I-65 Investment Properties, a general partnership, dated January 18, 1984 (the "Partnership Agreement").

The said Sarah Margaret Roberts who is over the age of twenty one and competent shall become a partner in place of her father, James E. Roberts and, by execution of this document, agrees to be bound by all of the terms and conditions of the Partnership Agreement.


James E. Roberts is making this Assignment in order to equalize the division of properties between other members of his family. While Sarah Margaret Roberts has been a full-time student at Auburn University and unable to assist and work in joint family real estate ventures, the financial interest of her sister, S. Elizabeth Clayton, has increased substantially over the last three years. In order to provide some degree of equalization for the lost opportunities of Sarah Margaret Roberts, James E. Roberts has

James E. Roberts
P.O. Box 370004
Birmingham, AL 35237

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made this transfer of the interest in his partnership. A transfer to a child is allowed under the terms of the Partnership Agreement and the Buy and Sell Agreement of the same date. Such Buy and Sell Agreement does not prohibit an intervivos transfer from one relative to another but only purports to be applicable upon the death of a partner as provided in Section 1 or on a sale as provided in Section 5 of the Buy and Sell Agreement. There are no restrictions on a gift transfer.


Dated this 1st day of January, 1996.


James E. Roberts

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned notary public in and for said county in said state, personally appeared James E. Roberts, who being first duly sworn, makes oath that he has read the foregoing instrument and knows the contents thereof, and that he is informed and believes, and upon such information and belief, avers that the facts contained therein are true and correct.

Subscribed and sworn to before me this the 1st day of January, 1996.


Notary Public

[SEAL]
My commission expires: 2/7/96

ACCEPTED:


Sarah Margaret Roberts 1/1/96

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