

**DISSOLUTION OF PARTNERSHIP  
OF  
RIVERCHASE CENTER ASSOCIATES,  
an Alabama General Partnership  
and  
DEED OF DISTRIBUTION**

**This Dissolution of Partnership of Riverchase Center Associates, an Alabama General Partnership, and Deed of Distribution** is made and entered into this 8th day of January, 1997, by and among G-B Partnership, an Alabama General Partnership, Ingram D. Tynes, Carolyn B. Nelson and Irby M. Cohen, constituting all the general partners of Riverchase Center Associates, an Alabama General Partnership.

1997-00844  
01/09/1997-00844  
11:59 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 SNA 33.50

**RECITALS**

Riverchase Center Associates, an Alabama General Partnership, (hereinafter referred to as the "Partnership") was formed on January 17, 1984, and the General Partnership Agreement of Riverchase Center Associates was entered into by and among the general partners of the Partnership. A copy of the General Partnership Agreement dated January 17, 1984, is attached hereto and made a part hereof. The purpose of the Partnership was to purchase, develop, own, operate and manage the real estate described in Exhibit A to the Partnership Agreement.

On December 12, 1996, the Partnership, and the partners of the Partnership entered into a contract to sell and or exchange the assets owned by the Partnership to Colonial Realty Limited Partnership, a Delaware limited partnership, and the partners of the Partnership have decided it is in the best interests of the Partnership and the partners to dissolve the Partnership prior to selling the assets of the Partnership to Colonial Realty Limited Partnership.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions herein contained, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, the parties hereto agree as follows:

1. The undersigned partners of Riverchase Center Associates, an Alabama General Partnership, namely, G-B Partnership, an Alabama General Partnership, Ingram D. Tynes, Carolyn

B. Nelson, and Irby M. Cohen, are all the partners of the partnership. The undersigned partners hereby certify that the General Partnership Agreement of Riverchase Center Associates dated January 17, 1984, has not been amended, modified, altered or changed and constitutes the only Partnership Agreement of Riverchase Center Associates.

2. Riverchase Center Associates, an Alabama General Partnership, is hereby dissolved effective on the date of this agreement and the assets of the Partnership are hereby distributed to the Entity/Individual Owner, and in the Percentages as follows:

<u>Entity/Individual Owner</u>	<u>Undivided Percentage Ownership</u>
G-B Partnership, an Alabama General Partnership	60%
Ingram D. Tynes	20%
Carolyn B. Nelson	10%
Irby M. Cohen	10%

3. The Partnership hereby transfers, grants, conveys, bargains and sells the real property owned by the Partnership, described in Exhibit A to this Agreement to the Entity/Individual Owner, and in the Percentages, as follows:

<u>Entity/Individual Owner</u>	<u>Undivided Percentage Ownership</u>
G-B Partnership, an Alabama Partnership	60%
Ingram D. Tynes	20%
Carolyn B. Nelson	10%
Irby M. Cohen	10%


To Have and to Hold unto the Entity/Individual Owner, their successors, assigns and heirs forever.

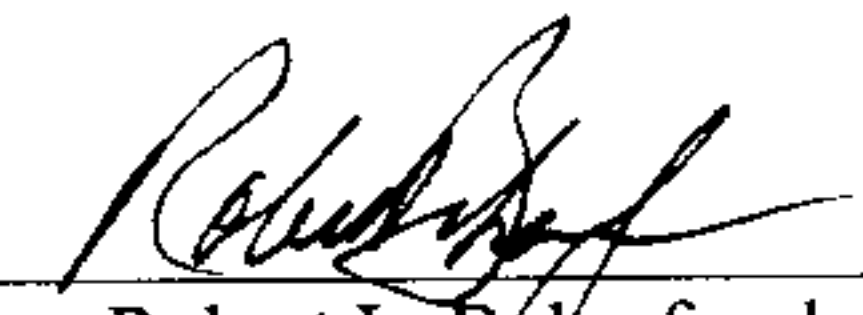
4. The transfer of the assets of the Partnership and the transfer of the real property is subject to the debts of the Partnership, and the expenses of winding up the affairs of the Partnership.

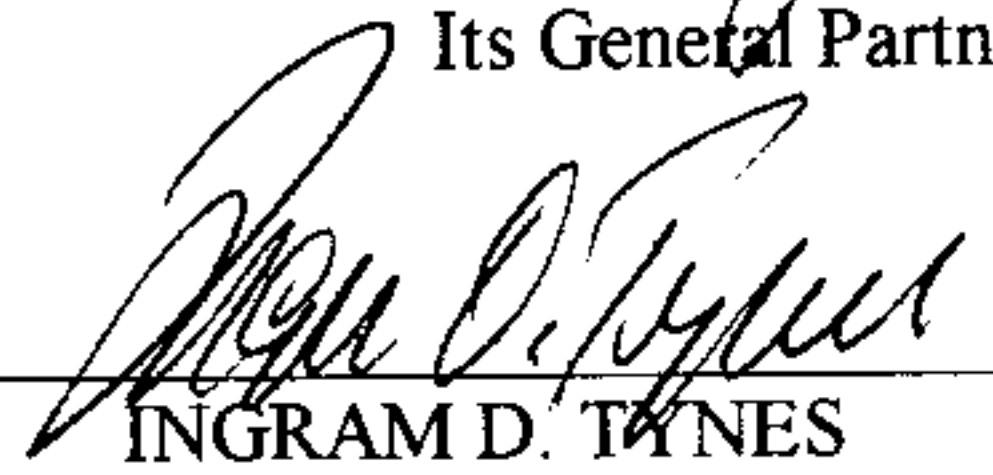
IN WITNESS WHEREOF, the undersigned Riverchase Center Associates, an Alabama General Partnership, by all of its partners, have set their hands and seals this 8th day of January, 1997.

RIVERCHASE CENTER ASSOCIATES,  
An Alabama General Partnership

By: G-B Partnership, an Alabama  
General Partnership, Its General  
Partner

By:  (L.S.)  
Raymond D. Gotlieb  
Its General Partner

By:  (L.S.)  
Robert L. Bohorfoush  
Its General Partner

By:  (L.S.)  
INGRAM D. TYNES  
Its General Partner

By:  (L.S.)  
CAROLYN B. NELSON  
Its General Partner

By:  (L.S.)  
IRBY M. COHEN  
Its General Partner

STATE OF ALABAMA                    )  
COUNTY OF JEFFERSON            )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **RAYMOND D. GOTLIEB**, whose name as General Partner of G-B Partnership, an Alabama General Partnership, a General Partner of Riverchase Center Associates, 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 the foregoing instrument, he as such General Partner of G-B Partnership, an Alabama General Partnership, and with full authority, executed the same voluntarily for and as the act of said partnership on the day the same bears date.

Given under my hand and official seal this the 8<sup>th</sup> day of January, 1997.

(Seal)

Bonnell H. McNeil

Notary Public

My Commission Expires: 7/31/97

STATE OF ALABAMA                    )  
COUNTY OF JEFFERSON            )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **ROBERT L. BOHORFOUSH**, whose name as General Partner of G-B Partnership, an Alabama General Partnership, a General Partner of Riverchase Center Associates, 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 the foregoing instrument, he as such General Partner of G-B Partnership, an Alabama General Partnership, and with full authority, executed the same voluntarily for and as the act of said partnership on the day the same bears date.

Given under my hand and official seal this the 8<sup>th</sup> day of January, 1997.

(Seal)

Bonnell H. McNeil

Notary Public

My Commission Expires: 7/31/97

STATE OF ALABAMA                    )  
COUNTY OF JEFFERSON            )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **INGRAM D. TYNES**, whose name as General Partner of Riverchase Center Associates, 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 the foregoing instrument, he as such General Partner and with full authority executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 8<sup>th</sup> day of January, 1997.

(Seal)

Bonnell H. McNamee  
Notary Public  
My Commission Expires: 7/31/97

STATE OF ALABAMA                    )  
COUNTY OF JEFFERSON            )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **CAROLYN B. NELSON**, whose name as General Partner of Riverchase Center Associates, 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 the foregoing instrument, she as such General Partner and with full authority, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 8<sup>th</sup> day of January, 1997.

(Seal)

Bonnell H. McNamee  
Notary Public  
My Commission Expires: 7/31/97



STATE OF ALABAMA                    )  
COUNTY OF JEFFERSON            )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **IRBY M. COHEN**, whose name as General Partner of Riverchase Center Associates, 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 the foregoing instrument, he as such General Partner and with full authority, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 8<sup>th</sup> day of January, 1997.

(Seal)

Bonnell H. McNeil

Notary Public

My Commission Expires: 7/31/97

This instrument was prepared by:

Claude McCain Moncus  
CORLEY, MONCUS & WARD, P.C.  
400 Shades Creek Parkway  
Suite 100  
Birmingham, AL 35209

Exhibit A  
Legal Description  
(2100)

A parcel of land situated in the Northeast quarter of the Southwest quarter and the northwest quarter of the Southeast quarter of Section 19, Township 19, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast corner of the Southeast quarter of the Northeast quarter of said Section 19; thence run West and along the South boundary of said Southeast/Northeast, a distance of 2723.44 feet; thence run Southerly and at right angles to said South boundary a distance of 84.39 feet to the point of beginning, said point of beginning lying on the South right-of-way of Parkway Office Circle; thence run Easterly and along said right-of-way (curving to the right and having a radius of 420.00 feet) a chord distance of 152.58 feet to the point of tangency of said curve; thence run Southeasterly along said right-of-way a distance of 229.05 feet; thence continue Southeasterly and along said right-of-way (curving to the left and having a radius of 930.00 feet) a chord distance of 310.16 feet to the point of tangency of said curve; thence run Easterly and along said right-of-way a distance of 218.73 feet; thence run Southeasterly along said right-of-way (curving to the right and having a radius of 570.00 feet) a chord distance of 198.98 feet to the Northeast corner of this described property; thence with an interior angle of 76 degrees 52 minutes 12 seconds run Southwesterly a distance of 604.89 feet to the North right-of-way of Riverchase Office Road; thence run Northwesterly and along said right-of-way (curving to the left and having a radius of 300 feet) chord distance of 29.99 feet to the point of tangency of said curve; thence run Westerly and along said right-of-way a distance of 104.38 feet; thence run Northwesterly and along said right-of-way (curving to the right and having a radius of 370.00 feet) a chord distance of 170.34 feet to the point of tangency of said curve; thence run Northwesterly and along said right-of-way a distance of 95.64 feet; thence run Westerly and along said right-of-way (curving to the left and having a radius of 530.00 feet) a chord distance of 471.95 feet to the point of tangency of said curve; thence run Southwesterly and along said right-of-way a distance of 10.94 feet; thence Northwesterly and along said right-of-way (curving to the right and having a radius of 25.00 feet) a chord distance of 35.35 feet to the point of tangency of said curve; said point of tangency lying on the East right-of-way of Riverchase Parkway East; thence run Northwesterly and along said East right-of-way a distance of 30.19 feet; thence run Northwesterly and along said right-of-way (curving to the left and having a radius of 661.41 feet) a chord distance of 189.16 feet to a point being the Southwest corner of this described parcel; thence run Northeasterly a distance of 532.82 feet to the point of beginning. Situated in Shelby County, Alabama.

Inst. # 1997-00844

01/09/1997-00844  
AM CERTIFIED

SHELBY COUNTY JUDGE  
007 SNA 23.50