

**DISSOLUTION AGREEMENT
OF DOUBLE OAK INVESTMENTS,
an Alabama General Partnership
and
DISTRIBUTION OF ASSETS**

KNOW ALL MEN BY THESE PRESENTS:

WITNESSETH

WHEREAS, James C. Delk, Richard W. Jackson, Christian C. Mazur, Terry L. Carlisle and Forrest G. Vanderwall (hereinafter referred to as the "Partners") formed the general partnership known as Double Oak Investments, an Alabama General Partnership (hereinafter referred to as the "Partnership"), and entered into a written general partnership agreement dated April 21, 1986, for the purpose of acquiring, developing and owning the property described as follows:

Lot 1, according to the Survey of Cahaba Valley Office Park, as recorded in Map Book 10, Page 80 A & B, in the Probate Office of Shelby County, Alabama.

Together with an undivided 1/14th interest in the common area described in the Restrictive Covenants recorded in Real 114, page 865, in the Probate Office of Shelby County, Alabama.

WHEREAS, the Partners have decided to terminate and dissolve the partnership and distribute the assets of the Partnership to the Partners.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions the parties hereto agree as follows:

1. The Partners of the Partnership hereby dissolve and terminate Double Oak Investments, an Alabama General Partnership effective as of August 14, 1998.
2. The Partners of the Partnership hereby certify that there are no unpaid obligations of the Partnership, and none of the Partners have incurred any obligations for or on behalf of the Partnership.
3. The Partnership, by virtue of this dissolution and termination, hereby transfer, convey, bargain and sell the assets of the Partnership, being the real estate herein described, to the Partners in their respective ownership interests of the Partnership, as follows:

Owner:	Undivided Ownership Interest:
James C. Delk	20%
Richard W. Jackson	20%
Christian C. Mazur	20%
Terry L. Carlisle	20%
Forrest G. Vanderwall	20%

Real Estate:

Lot 1, according to the Survey of Cahaba Valley Office Park, as recorded in Map Book 10, Page 80 A & B, in the Probate Office of Shelby County, Alabama.

Together with an undivided 1/14th interest in the common area described in the Restrictive Covenants recorded in Real 114, page 865, in the Probate Office of Shelby County, Alabama.

09/08/1998-34869
08:17 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
004 CRH 16.00

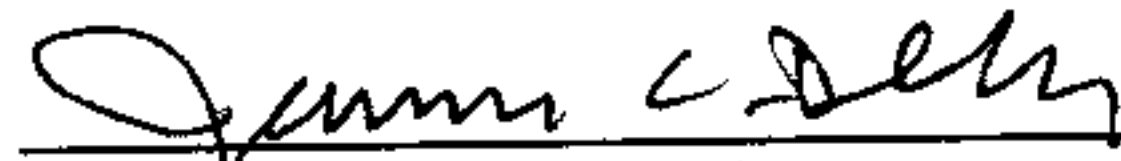
Inst # 1998-34869

To have and to hold unto the above Owners, their heirs and assigns forever.


4. After the effective date, the Partnership shall cease to carry on its business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending dissolution.


5. The Partners and the Partnership shall pay all of the known or ascertainable debts and liabilities of the Partnership.

PARTNERS:

 [SEAL]
James C. Delk

 [SEAL]
Richard W. Jackson *by Delees R. Jackson*

 [SEAL]
Christian C. Mazur


 [SEAL]
Terry L. Carlisle

 [SEAL]
Forrest G. Vanderwall

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County in said State, hereby certify that James C. Delk, whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 14th day of August, 1998.


Notary Public
My Commission Expires: 12/28/99

[NOTARIAL SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County in said State, hereby certify that Richard W. Jackson, whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 14th day of August, 1998.


Notary Public

My Commission Expires: 12/28/99

[NOTARIAL SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County in said State, hereby certify that Christian C. Mazur, whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 14th day of August, 1998.


Notary Public

My Commission Expires: 12/28/99

[NOTARIAL SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County in said State, hereby certify that Terry L. Carlisle, whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 14th day of August, 1998.


Notary Public

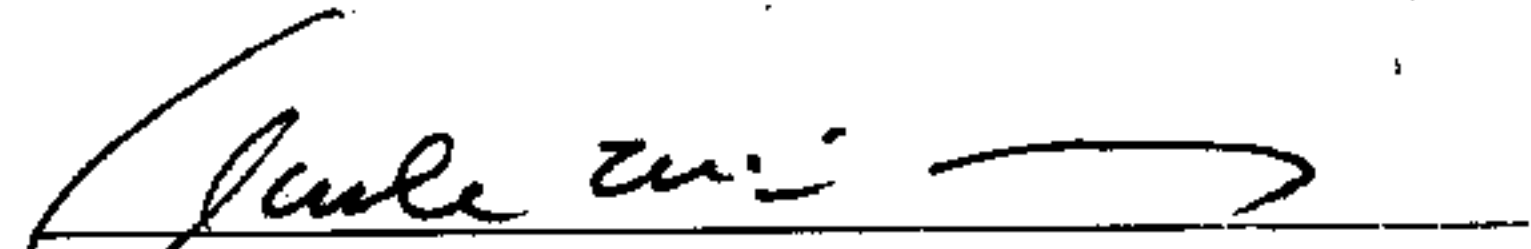
My Commission Expires: 12/28/99

[NOTARIAL SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County in said State, hereby certify that Forrest G. Vanderwall, whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 14th day of August, 1998.


Notary Public
My Commission Expires: 12/28/98

[NOTARIAL SEAL]

This Instrument Prepared By:

Claude McCain Moncus, Esq.
CORLEY, MONCUS & WARD, P.C.
400 Shades Creek Parkway
Suite 100
Birmingham, Alabama 35209
(205) 879-5959

Inst # 1998-34869

09/08/1998-34869
08:17 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 16.00