

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

ASSIGNMENT OF LEASE AND RIGHTS

THIS ASSIGNMENT OF LEASE AND RIGHTS (hereinafter referred to as the "Assignment Agreement"), is made and entered into as of the 24th day of September, 1998, by and between **MARY JO M. PHILLIPS**, a married woman; **CHARLES S. PHILLIPS, II**, a married man; **MURRAY M. PHILLIPS**, an unmarried woman; **CHARLES S. PHILLIPS, III**, a married man; **ELIZABETH PHILLIPS SHACKELFORD**, a married woman; **ELIZABETH PHILLIPS SHACKELFORD** as custodian for **CHARLES PHILLIPS GOFF**; **CHARLES S. PHILLIPS, III** as custodian for **ASHLEY ELLISON PHILLIPS**; **ELIZABETH PHILLIPS SHACKELFORD** as custodian for **STEPHANIE RAE GOFF**; **JOSEPH S. BLUESTEIN AND MARY JO M. PHILLIPS**, as trustees of the **TRUST ESTATE "B" GST EXEMPT** (hereinafter collectively referred to as the "Assignor"), and **GREENSPRINGS ASSOCIATES, INC.** (hereinafter referred to as the "Assignee"), as follows:

WITNESSETH:

WHEREAS, Mutual Enterprises, Inc., as landlord, entered into that certain Lease with **SHOP-A-SNAK FOOD MART, INC.**, as tenant, (the "Lease"), covering that property located at 4109 Gary Avenue, Fairfield, Alabama 35064 ("Premises"), and Mutual Enterprises, Inc. did convey the real property which comprises the premises to Assignor by Statutory Warranty Deed recorded in Instrument No. 9809/7116; and

WHEREAS, Assignor desires to convey, transfer, and assign all of his rights, responsibilities, obligations and duties and all of his interest in the Lease to Assignee; and

WHEREAS, Assignee desires Assignor to convey to Assignee the Lease and agrees to accept and assume the obligations of the Assignor under the Lease as set forth therein and in this Assignment.

NOW, THEREFORE, for and in consideration of the premises and the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee do hereby covenant and agree as follows:

1. ASSIGNMENT

Assignor does hereby grant, bargain, sell, convey, assign, transfer, set over and deliver unto Assignee, its successors and assigns, all of Assignor's right, title and interest in and

to the Lease and Premises, effective as of September 24, 1998 (the "Effective Date") (the "Assignment").

2. ASSIGNEE'S ACCEPTANCE OF OBLIGATIONS

Assignee does hereby accept the Assignment and expressly assumes the payment and performance of all of the Assignor's obligations, duties, and responsibilities under the Lease effective from and after the Effective Date.

3. MISCELLANEOUS

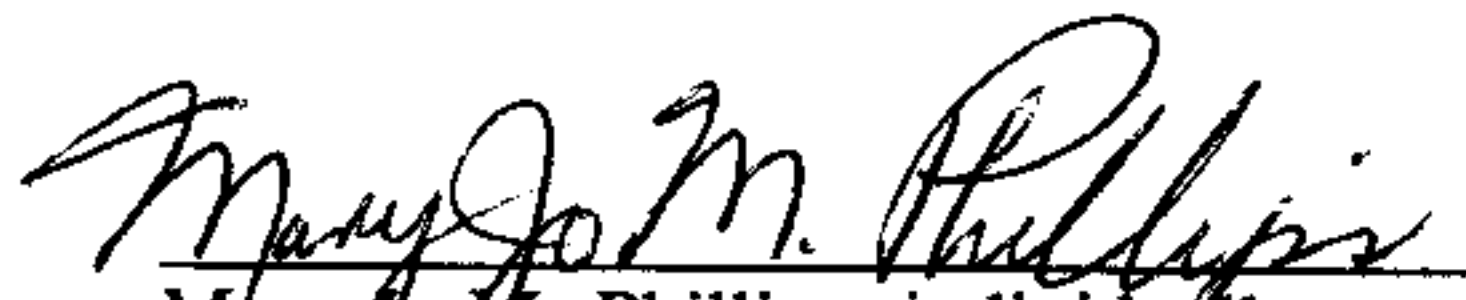
The agreements, herein set forth shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective heirs, successors and assigns.

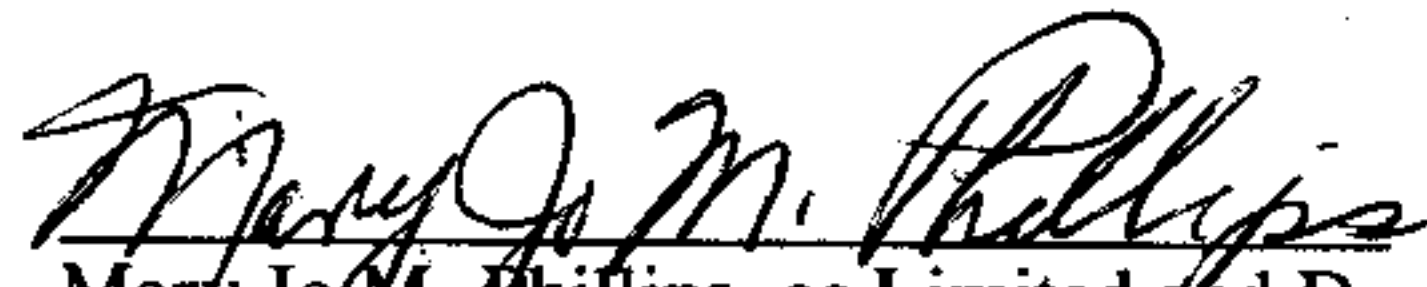
This Assignment Agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute a single instrument, and shall be effective only upon the execution of one or more of such counterparts by or on behalf of each of the parties hereto.

This Assignment Agreement shall be governed by, construed under and enforced in accordance with the laws of the State of Alabama.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment Agreement to be executed on the day and year first above written.

ASSIGNOR:


Mary Jo M. Phillips, individually


Mary Jo M. Phillips, as Limited and Durable Power
of Attorney as attached hereto as Exhibit "A"

ASSIGNEE:
GREENSPRINGS ASSOCIATES, INC.

By: J. Maunick
Its: vice president

This Instrument Prepared By:
Judith F. Todd, Esquire
SIROTE & PERMUTT, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

EXHIBIT A

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

LIMITED AND DURABLE POWER OF ATTORNEY

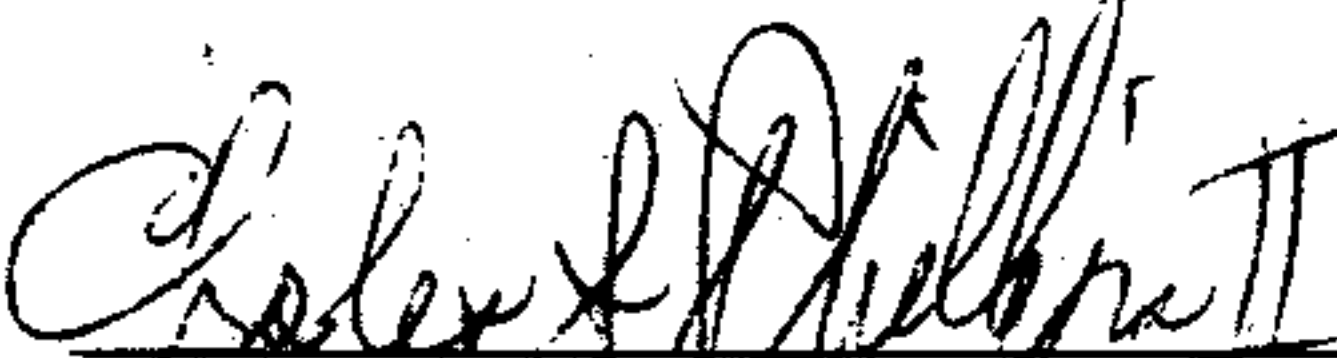
KNOW ALL MEN BY THESE PRESENTS that we, the former Mutual Enterprises, Inc. shareholders, MARY JO M. PHILLIPS; CHARLES S. PHILLIPS, II; MURRAY M. PHILLIPS; CHARLES S. PHILLIPS, III; ELIZABETH PHILLIPS SHACKELFORD; ELIZABETH PHILLIPS SHACKELFORD as custodian for CHARLES PHILLIPS GOFF; CHARLES S. PHILLIPS, III as custodian for ASHLEY ELLISON PHILLIPS; ELIZABETH PHILLIPS SHACKELFORD as custodian for STEPHANIE RAE GOFF; JOSEPH S. BLUESTEIN AND MARY JO M. PHILLIPS, as trustees of TRUST ESTATE "B" GST EXEMPT under the Will of J.M. MCNABB, do hereby make, constitute and Mary Jo M. Phillips as our true and lawful attorney-in-fact, to act in our names, places and stead, and to do and execute all or any documents as they relate to the sale of by us of the following described real estate:

See Exhibit "A" attached hereto and made a part hereof

1. The Powers herein granted to our said attorney-in-fact shall be exercisable by her at any time and from time to time.
2. This Power of Attorney shall remain in full force and effect for a period of six (6) months from the date hereof, and any party dealing with our attorney-in-fact at any time shall be fully protected and is hereby discharged, released and indemnified from so doing in respect of any matter relating hereto unless such particular party shall have received prior notice in writing of the revocation of this Power.
3. **THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY OUR DISABILITIES, INCOMPETENCIES OR INCAPACITIES AND MAY BE EXERCISED NOTWITHSTANDING ANY SUCH DISABILITIES, INCOMPETENCIES OR INCAPACITIES AND NOTWITHSTANDING ANY UNCERTAINTY AS TO WHETHER WE ARE DEAD OR ALIVE.**

IN WITNESS WHEREOF, we hereunto set our hand and seals on this 24th day of September, 1998.


Mary Jo M. Phillips


Charles S. Phillips, II


Murray M. Phillips


Charles S. Phillips, III

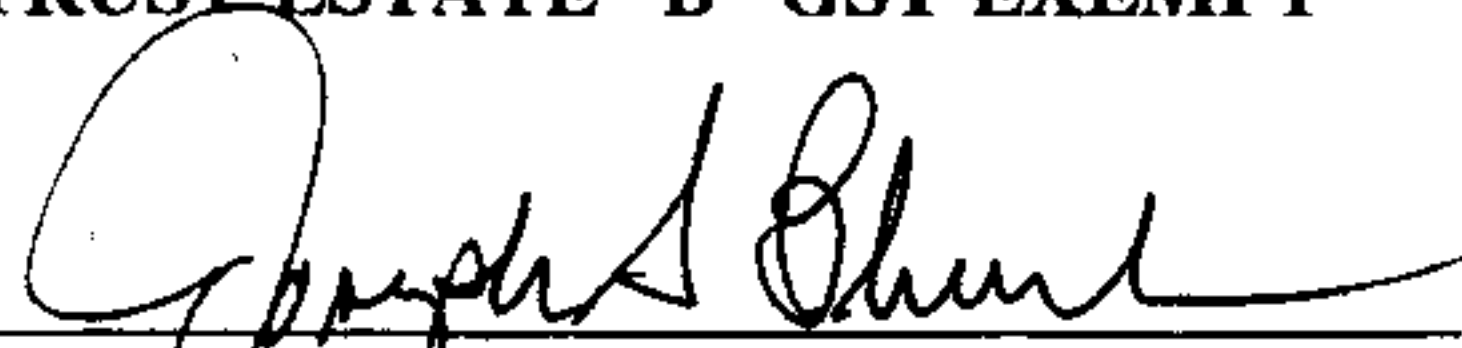

Elizabeth Phillips Shackelford


Elizabeth Phillips Shackelford, as custodian for
Charles Phillips Goff


Charles S. Phillips, III, as custodian for Ashley
Ellison Phillips


Elizabeth Phillips Shackelford, as custodian for
Stephanie Rae Goff

TRUST ESTATE "B" GST EXEMPT

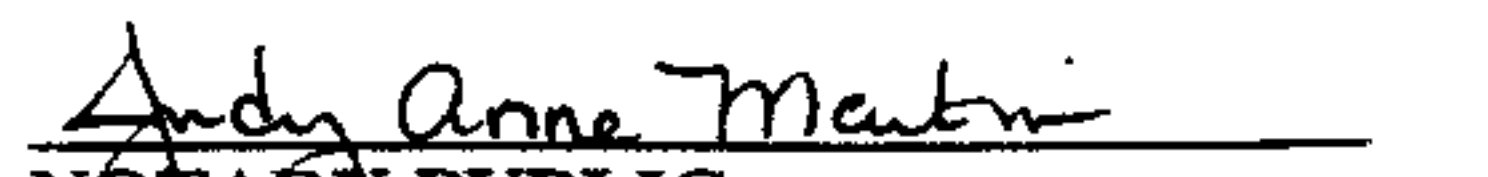

Joseph S. Bluestein, Trustee


Mary Jo M. Phillips, Trustee

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **MARY JO M. PHILLIPS**, 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, she executed the same for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.


NOTARY PUBLIC
My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **CHARLES S. PHILLIPS, II**, 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 for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC

My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **MURRAY M. PHILLIPS**, 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 for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC

My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **CHARLES S. PHILLIPS, III**, 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 for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC

My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **ELIZABETH PHILLIPS SHACKELFORD**, 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, she executed the same for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC
My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **ELIZABETH PHILLIPS SHACKELFORD**, whose name as Custodian for **CHARLES PHILLIPS GOFF** 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, she executed the same as such custodian and with full authority, for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC
My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that CHARLES S. PHILLIPS, III, whose name as Custodian for **ASHLEY ELLISON PHILLIPS** 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 as such custodian and with full authority, for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC
My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that ELIZABETH PHILLIPS SHACKELFORD, whose name as Custodian for **STEPHANIE RAE GOFF** 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, she executed the same as such custodian and with full authority, for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC
My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that JOSEPH S. BLUESTEIN, whose name as Co-Trustee of the **TRUST ESTATE "B" GST EXEMPT** under Will of J.M. McNabb 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 as such trustee and with full authority, for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC
My Commission Expires: 3/2002

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that MARY JO M. PHILLIPS, whose name as Co-Trustee of **TRUST ESTATE "B" GST EXEMPT** under Will of J.M. McNabb 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, she executed the same as such trustee and with full authority, for the purposes therein contained as of the day the same bears date.

Given under my hand and official seal on this the 24th day of September, 1998.

Judy Anne Martin
NOTARY PUBLIC
My Commission Expires: 3/2002

Exhibit "A"

Legal Description

Lots 4, 5, 6, 7 Block 14 of the Revised Map of Corey Land Company, First Subdivision of Corey as recorded in Map Book 9, Page 15, in the Probate Office of Jefferson County, Alabama.

Inst # 1998-37535

**09/23/1998-37535
04:19 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 CRH 41.50**