

STATE OF ALABAMA

COUNTY OF SHELBY

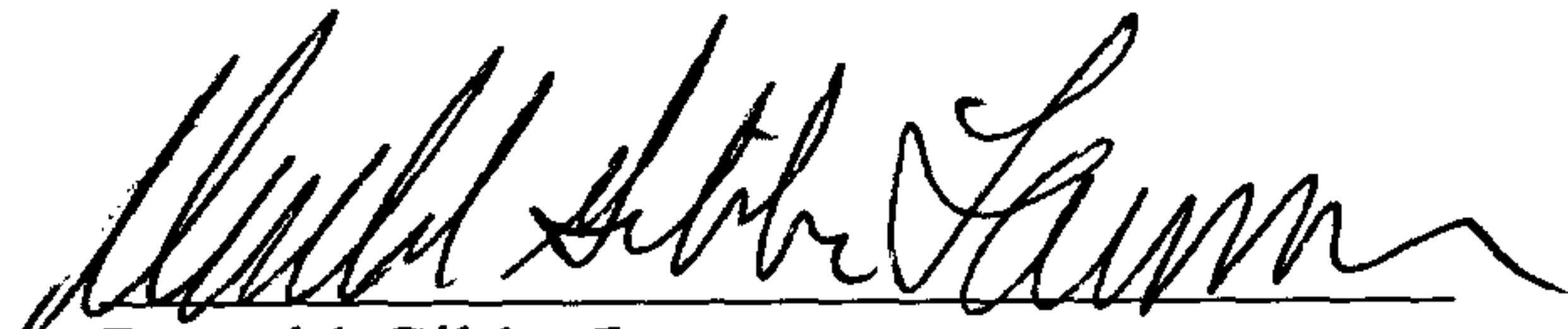
**CONSENT AND WAIVER OF
RIGHT OF FIRST REFUSAL**

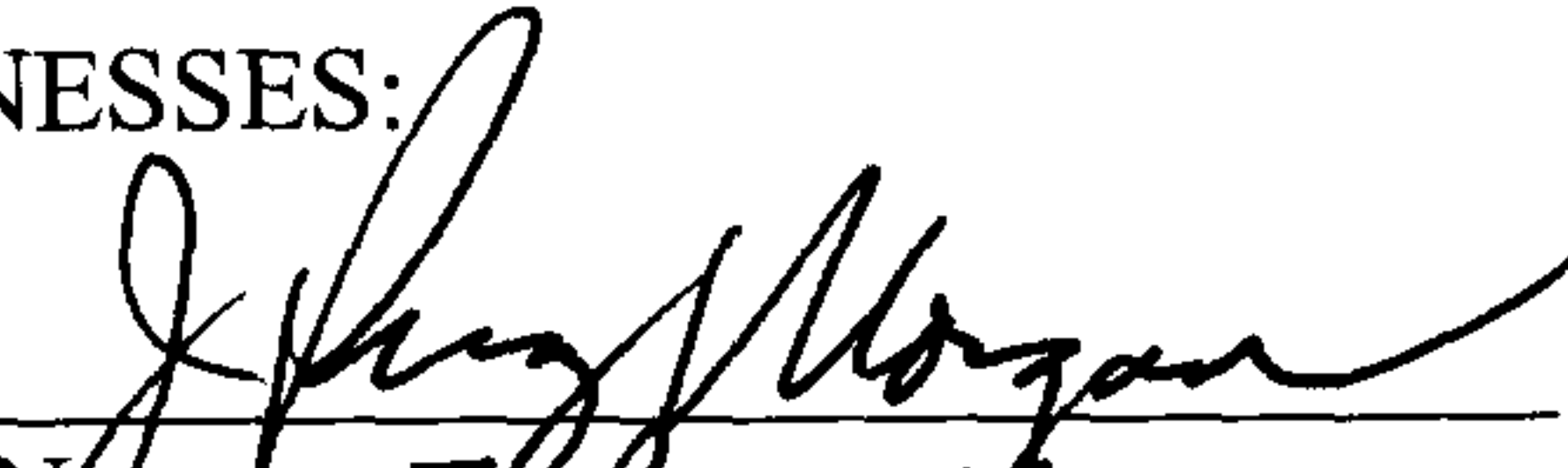
The undersigneds, Donald Gibbs Lawson, Donald Gibbs Lawson, Jr., Donna Lawson, Meridith Lawson Roberts, and William B. Roberts, as the sole owners of the property described in Exhibit A, attached hereto and incorporated herein (the "Lawson Property") and Albert E. Britton, Margaret L. Britton, Mary Jacks Spruiell, Donald E. Spargo, Patricia J. Spargo, and Robert M. Echols, as the sole owners of the property described in Exhibit B, attached hereto and incorporated herein (the "Britton Property") do hereby:

- (A) Consent to the sale and conveyance of the Lawson Property and/or Britton Property to AIG Baker Development, L.L.C. or its affiliated assigns; and
- (B) Waive any right of first refusal which the undersigneds may have one to the other under or pursuant to the agreement recorded in the Office of the Judge of the Probate Court of Shelby County, Alabama in Book 269, Page 772, et seq., in connection with the sale of the Lawson Property and/or the Britton Property to AIG Baker Development, L.L.C. or its affiliated assigns.

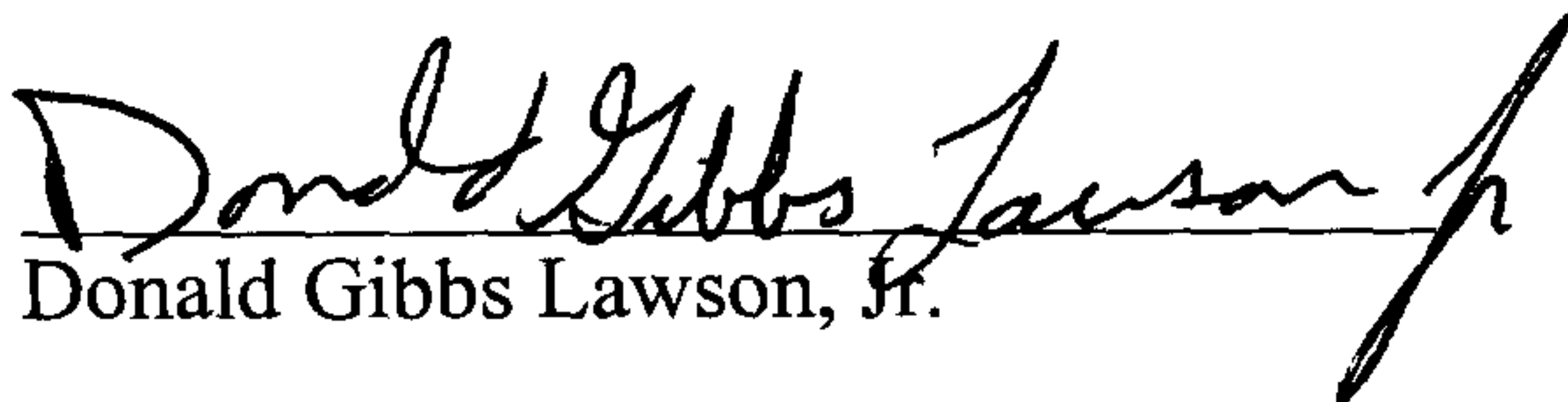
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IN WITNESS WHEREOF, the undersigneds, as act of their own free and voluntary will, have executed the foregoing Consent and Waiver as of the _____ day of _____, 2000.


Donald Gibbs Lawson

WITNESSES:

Print Name: J. Perry Morgan

Print Name: _____


Donald Gibbs Lawson, Jr.

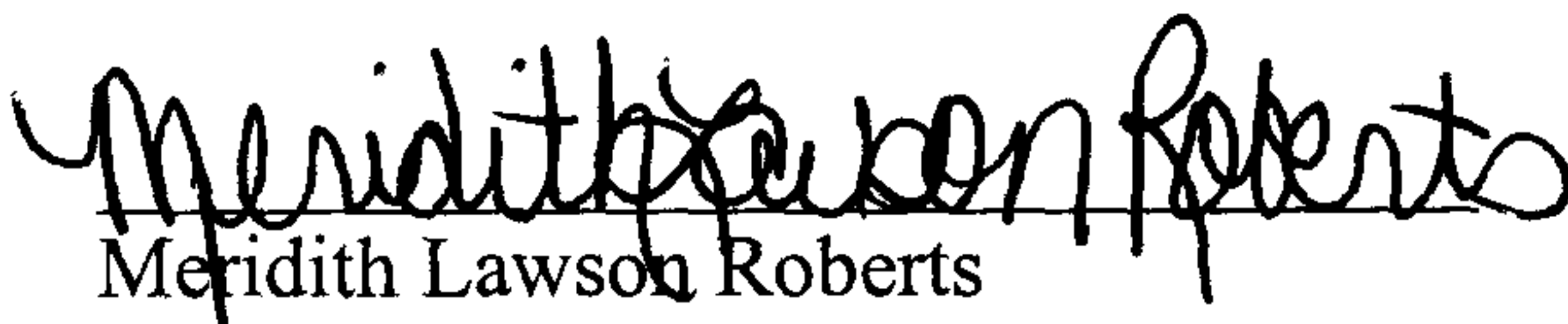
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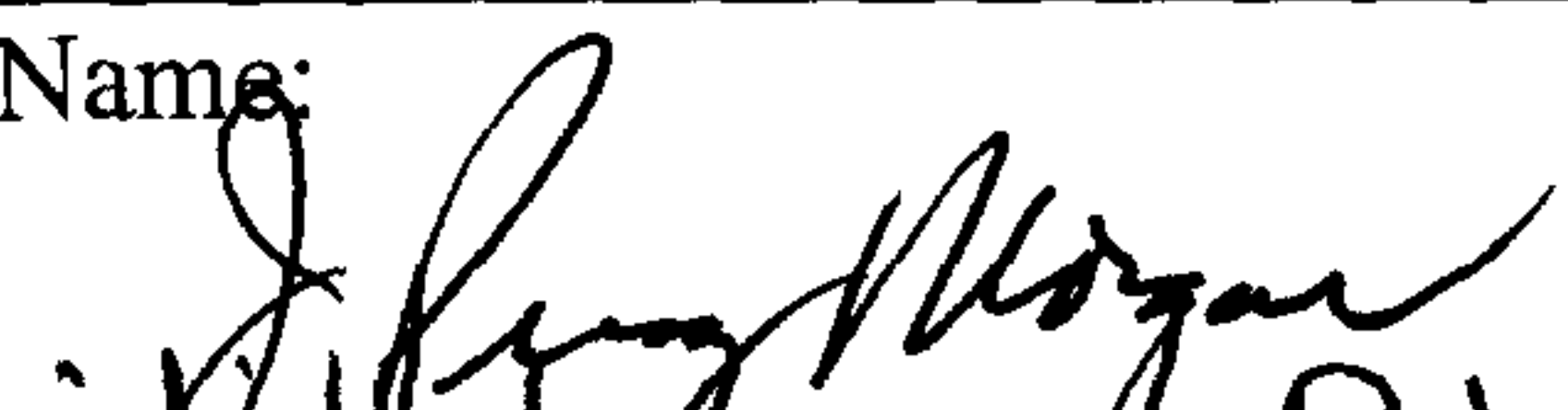
Print Name: _____


Donna Lawson


Print Name: _____

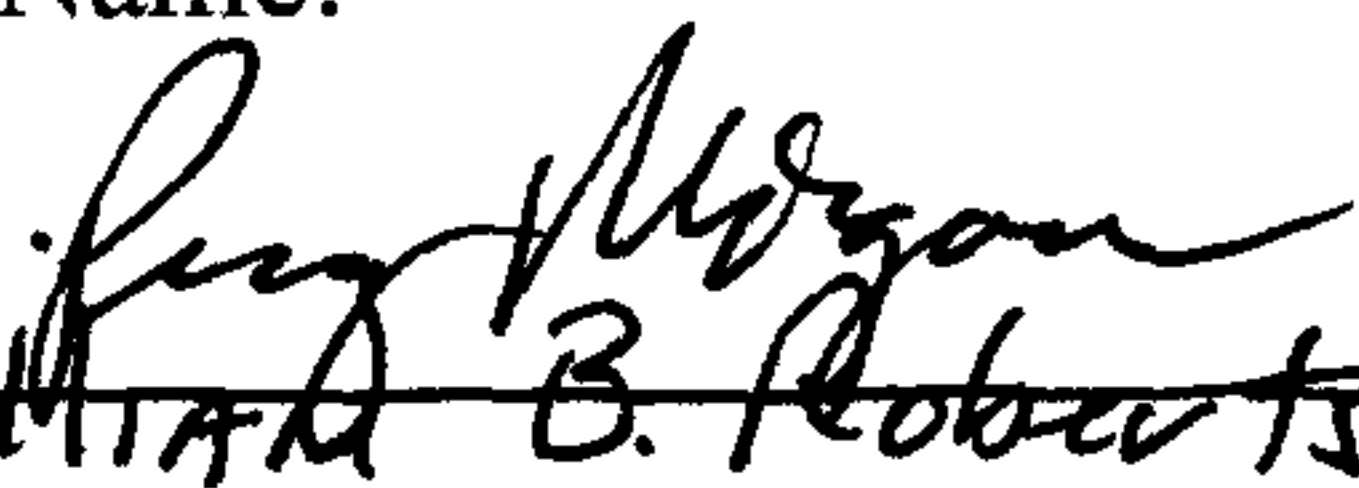
Print Name: _____


Meridith Lawson Roberts


~~Meridith Lawson Roberts~~ JAW
Print Name: J. PERRY MORGAN

Print Name: _____


William B. Roberts


~~WILLIAM B. ROBERTS~~ JAW
Print Name: J. PERRY MORGAN

Print Name: _____

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Donald E. Spargo, Jr.

Mrs. Donald E. Spargo, Jr.

Albert E. Britton
Albert E. Britton

Margaret L. Britton
Margaret L. Britton

Mary Jacks Spruiell
Mary Jacks Spruiell

Robert M. Echols

Witnesses:

Print Name:

Print Name:

Print Name:

Print Name:

Paula Head
Print Name:

Conrad M. Fowler Jr.
Print Name:

Paula Head
Print Name:

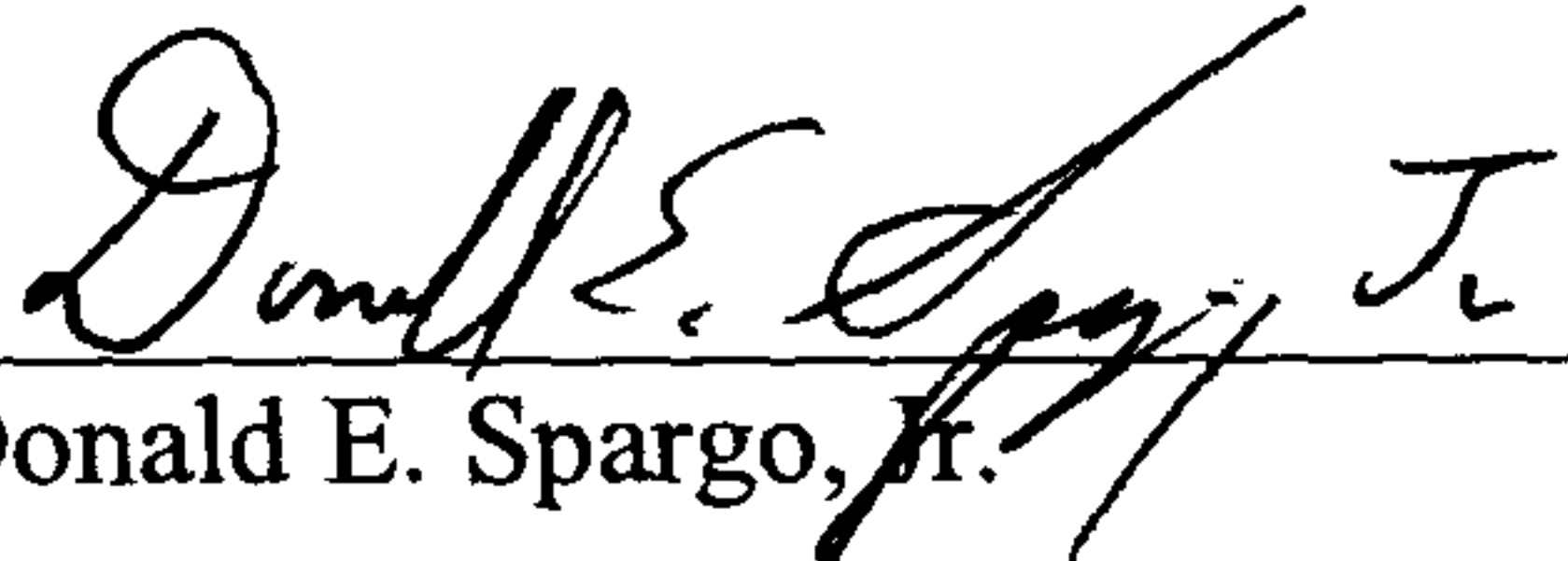
Conrad M. Fowler Jr.
Print Name:

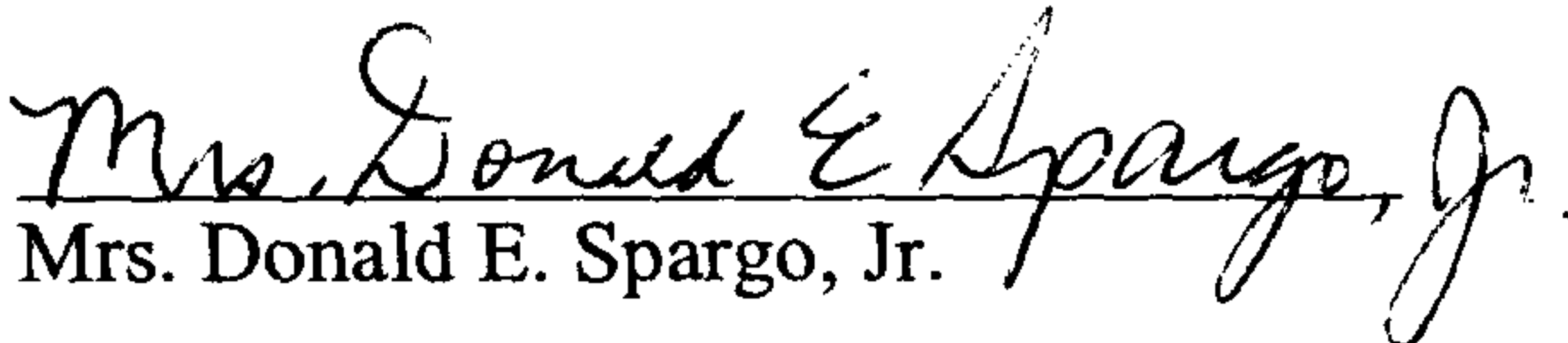
Paula Head
Print Name:

Conrad M. Fowler Jr.
Print Name:

Print Name:

Print Name:


Donald E. Spargo, Jr.

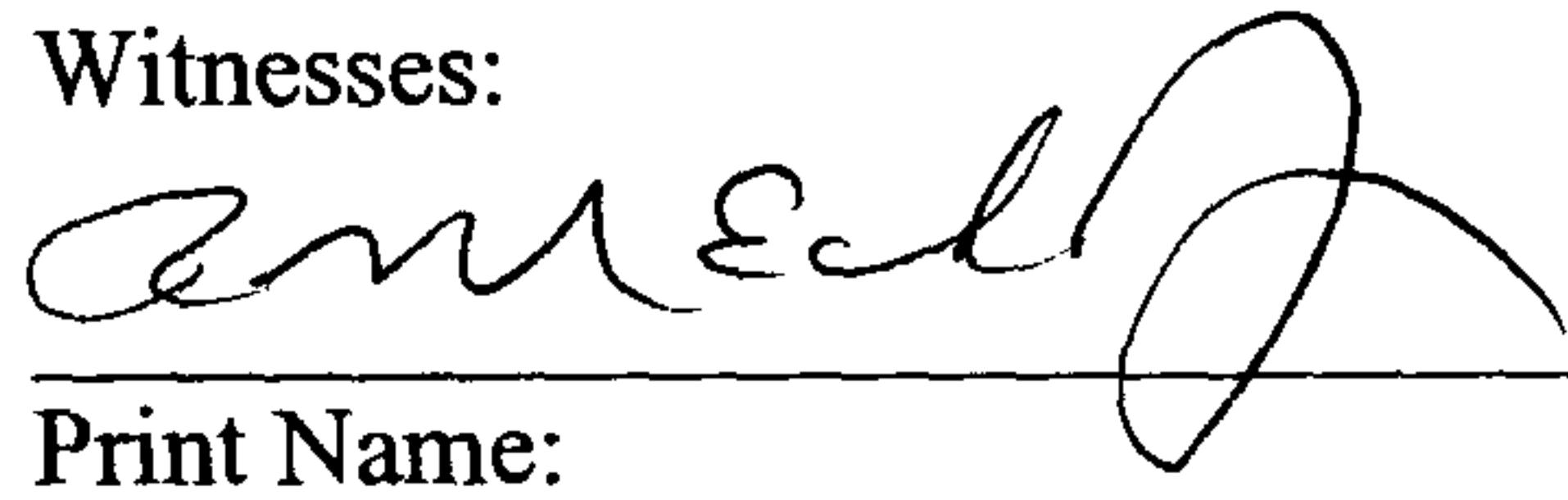

Mrs. Donald E. Spargo, Jr.

Albert E. Britton

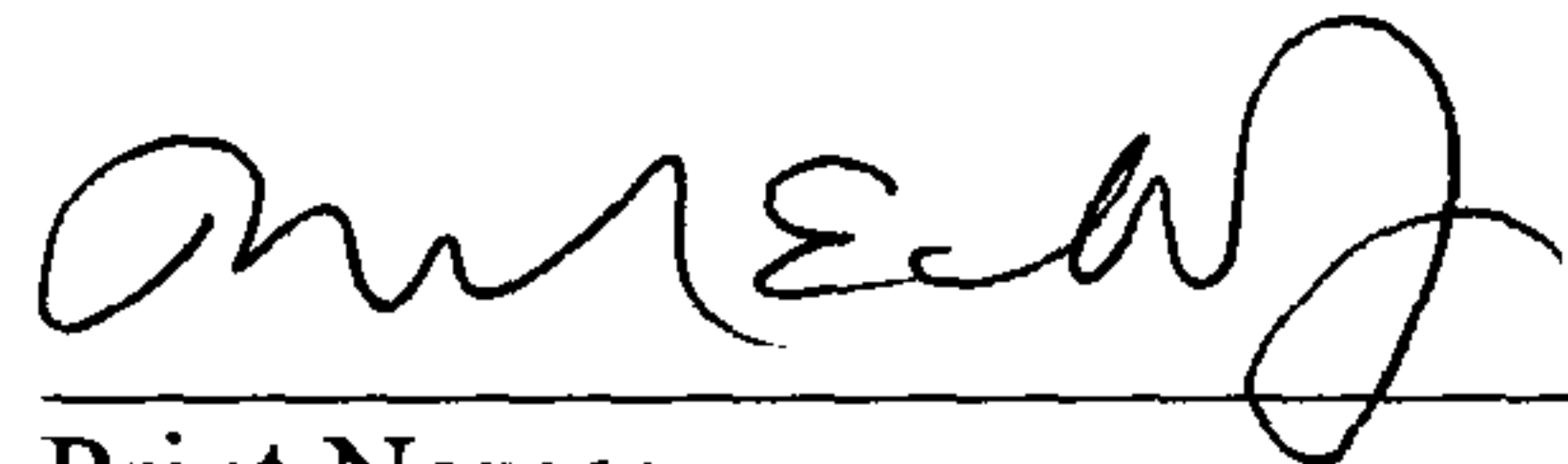
Margaret L. Britton

Mary Jacks Spruiell


Robert M. Echols

Witnesses:

Print Name:

ROBERT M. ECHOLS, JR.
Print Name:


Print Name:

ROBERT M. ECHOLS, JR.
Print Name:

Print Name:

Print Name:

Print Name:

Print Name:

Print Name:

Print Name:


Print Name:

Donald E. Spargo
Print Name:

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

ACKNOWLEDGMENT

I, J. PERRY MORGAN, a notary public in and for the State of Alabama, do hereby certify that Donald Gibbs Lawson personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 3rd day of November, 2000.

J. Perry Morgan
My Commission expires: 2/01/2001

(SEAL)

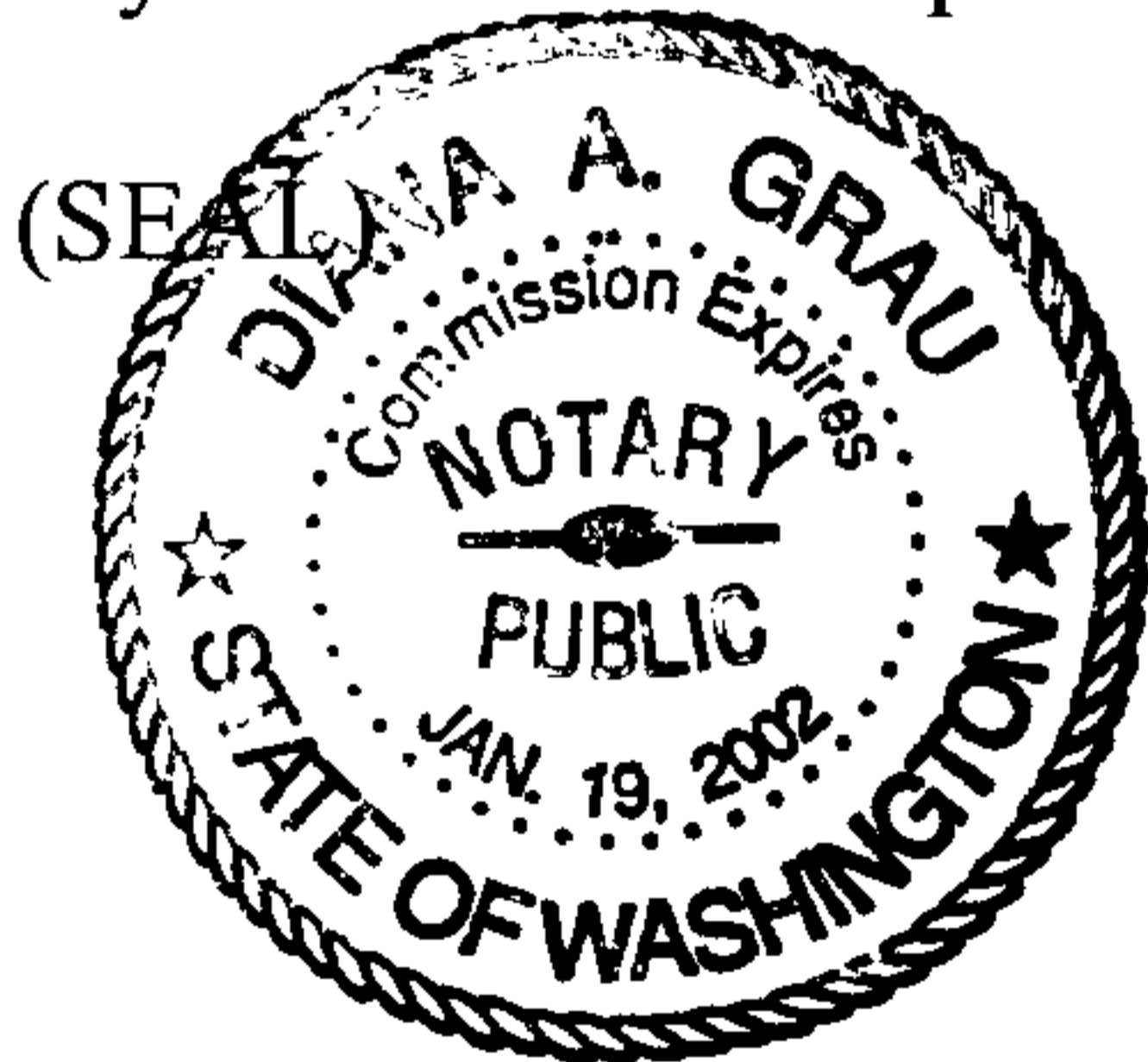
WASHINGTON
STATE OF ~~ALABAMA~~)
COUNTY OF Snohomish)

ACKNOWLEDGMENT

WASHINGTON I, Diana A. Grau, a notary public in and for the State of ~~Alabama~~, do hereby certify that Donald Gibbs Lawson, Jr. personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 7th day of November, 2000.

Diana A. Grau
My Commission expires: 1-19-2002

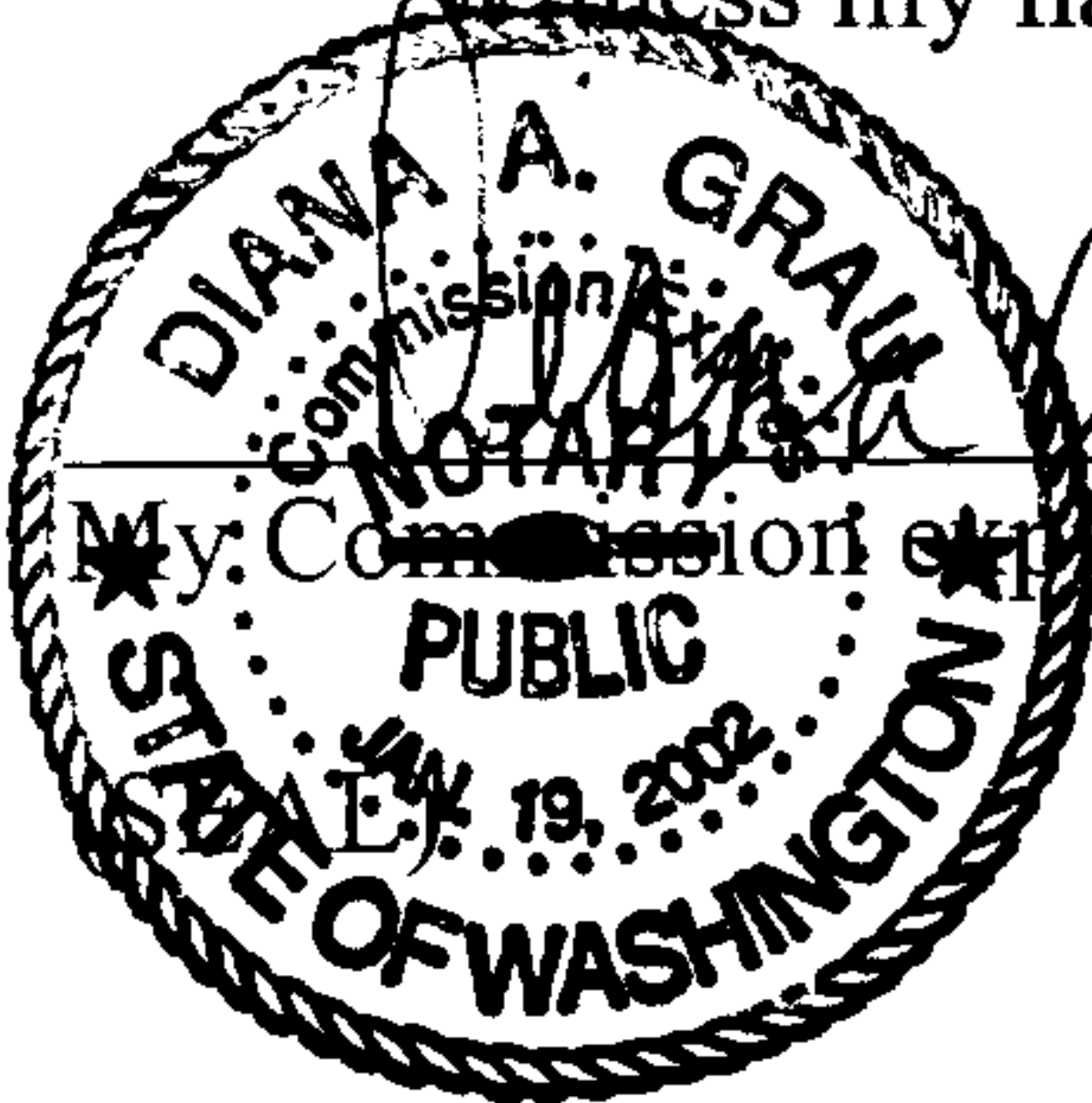


WASHINGTON
STATE OF ~~ALABAMA~~)
COUNTY OF Snohomish)

ACKNOWLEDGMENT

~~WASHINGTON~~ Diana A. Bean, a notary public in and for the State of ~~Alabama~~, do hereby certify that Donna Lawson personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 17th day of November, 2000.



STATE OF ALABAMA)
COUNTY OF Jefferson)

ACKNOWLEDGMENT

I, J. Perry Morgan, a notary public in and for the State of Alabama, do hereby certify that Meridith Lawson Roberts personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 2nd day of November, 2000.

J. Perry Morgan
My Commission expires:

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF Jefferson)

ACKNOWLEDGMENT

I, J. PERRY MORGAN, a notary public in and for the State of Alabama, do hereby certify that William B. Roberts personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 2nd day of November, 2000.

J. Perry Morgan
My Commission expires: 2/01/2001

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF _____)

ACKNOWLEDGMENT

I, _____, a notary public in and for the State of Alabama, do hereby certify that Albert E. Britton personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this ____ day of _____, 2000.

My Commission expires:

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF _____)

ACKNOWLEDGMENT

I, _____, a notary public in and for the State of Alabama, do hereby certify that William B. Roberts personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this ____ day of _____, 2000.

My Commission expires:

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

ACKNOWLEDGMENT

I, Lanice Brasher, a notary public in and for the State of Alabama, do hereby certify that Albert E. Britton personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 6th day of November, 2000.

Lanice Brasher
My Commission expires: 12-2-2000

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

ACKNOWLEDGMENT

I, Lanice Brasher , a notary public in and for the State of Alabama, do hereby certify that Margaret L. Britton personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 6th day of November , 2000.

Lanice Brasher
My Commission expires: 12-2-2000

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

ACKNOWLEDGMENT

I, Lanice Brasher , a notary public in and for the State of Alabama, do hereby certify that Mary Jacks Spruiell personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 6th day of November , 2000.

Lanice Brasher
My Commission expires: 12-2-2001

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

ACKNOWLEDGMENT

I, Elizabeth Lee Schrum, a notary public in and for the State of Alabama, do hereby certify that Donald E. Spargo personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 8th day of November, 2000.

Elizabeth Lee Schrum
My Commission expires: 7/28/01

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

ACKNOWLEDGMENT

I, Elizabeth Lee Schrum, a notary public in and for the State of Alabama, do hereby certify that Patricia J. Spargo personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 8th day of November, 2000.

Elizabeth Lee Schrum
My Commission expires: 7/28/01

(SEAL)

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

ACKNOWLEDGMENT

I, Elizabeth Lee Schrum, a notary public in and for the State of Alabama, do hereby certify that Robert M. Echols personally appeared before me this day and acknowledged before me that he, being aware of the contents, duly executed the foregoing instrument as act of his own free and voluntary will.

Witness my hand and official seal this 8th day of November, 2000.

Elizabeth Lee Schrum
My Commission expires: 7/28/01

(SEAL)

Exhibit B A

Legal Description of the Britton Property
Lawson

South 30 acres of the Southeast Quarter of the Northwest Quarter of Section 5, Township 19, Range 1 West situated in Shelby County, Alabama

LESS AND EXCEPT:

Begin at the Southeast Corner of the Southeast Quarter of Northwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence North along the East line of said Quarter – Quarter Section for 989.22 feet; thence 90 degrees 51 minutes left and run West for 325.0 feet; thence 65 degrees 35 minutes 09 seconds left and run Southwesterly for 1085.51 feet to a point on the South line of said Southeast Quarter of Northwest Quarter; thence 114 degrees 21 minutes 51 seconds left and run East along said South line for 759.0 feet to the point of beginning.

Exhibit A ^B

Legal Description of Lawson Property

Begin at the Southeast Corner of the Southeast Quarter of Northwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence North along the East line of said Quarter – Quarter Section for 989.22 feet; thence 90 degrees 51 minutes left and run West for 325.0 feet; thence 65 degrees 35 minutes 09 seconds left and run Southwesterly for 1085.51 feet to a point on the South line of said Southeast Quarter of Northwest Quarter; thence 114 degrees 21 minutes 51 seconds left and run East along said South line for 759.0 feet to the point of beginning.