

**AFFIDAVIT
OF THOMAS J. THORNTON**

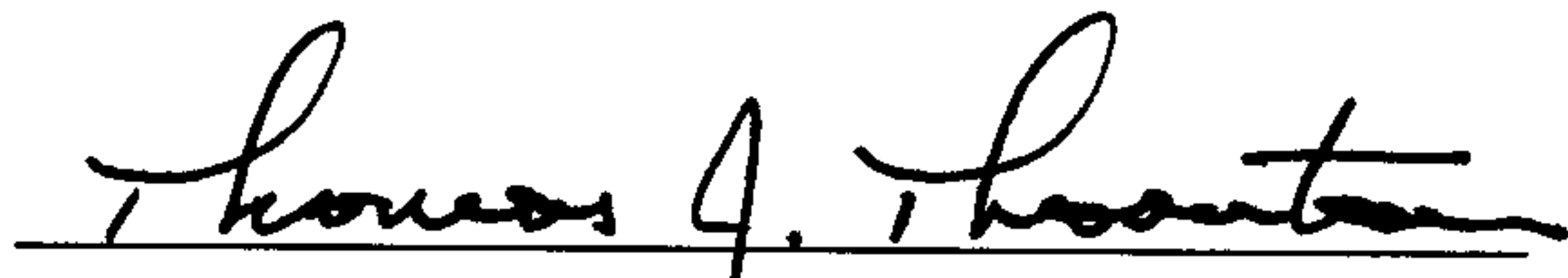
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Shelby Cnty Judge of Probate, AL
01/16/2003 14:14:00 FILED/CERTIFIED

STATE OF ALABAMA)
JEFFERSON COUNTY)


Before me, the undersigned authority in and for said County and said State personally appeared Thomas J. Thornton who is known to me and who being first by me duly sworn, deposes and says as follows:

- (1) That he is over the age of 21 years and is a resident of Jefferson County, Alabama.
- (2) That he is a member in good standing of Weatherly Partners L.L.C., a Limited Liability Company organized under the laws of the State of Alabama.
- (3) That the Amended and Restated Option Agreement by and between Weatherly Partners, L.L.C. and Thornton Construction Company, Inc. regarding the Ledges at Weatherly Highlands dated as of May 1, 2000 (hereinafter the "Option Agreement") and commonly referred to as "Sector 26" (hereinafter such real property is referred to as "Sector 26"); said Option Agreement is described in the first paragraph of the "Termination of Option Agreement" attached hereto and made a part hereof and described as "Exhibit A".
- (4) That the said "Termination of Option Agreement" does, among other things, release any and all options or rights of refusal, solely concerning the real estate known as Sector 26.
- (5) That the aforesaid Option Agreement is one and the same as the Option Agreement attached to the Complaint in the lawsuit styled as Thornton Construction Company, Inc. et al v Weatherly Partners et al, CV-01-3835 pending in the Circuit Court of Jefferson County, Alabama.
- (6) That the real estate known as Sector 26 is one and the same as the land described in the metes and bounds description attached hereto and made a part hereof as "Exhibit B".
- (7) The Affiant says nothing further.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 14th day of January, 2003.


Affiant

Sworn and subscribed to before me on this the 14th day of January, 2003.


Notary Public
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: JAN 8, 2005
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Weatherly

EXHIBIT "A"

TERMINATION OF OPTION AGREEMENT

This Termination of the Option Agreement as hereinafter defined is made as of the 27th day of November, 2002, between and among the parties hereto.

Subject to the other provisions hereof, for consideration received, the sufficiency and adequacy of which are hereby acknowledged, the undersigned Thornton Construction Company, Inc. and Greystone Lands, Inc. (collectively "TCC") does hereby terminate all of its rights under the Option Agreement and releases any and all options, or rights of refusal, solely concerning the real estate identified in that certain AMENDED AND RESTATED OPTION AGREEMENT BY AND BETWEEN WEATHERLY PARTNERS, LLC AND THORNTON CONSTRUCTION COMPANY, INC. REGARDING THE LEDGES AT WEATHERLY HIGHLANDS dated as of May 1, 2000 (hereafter the "Option Agreement") and commonly referred to as "Sector 26" (hereafter such real property is referred to as "Sector 26");

Provided, however, subject to the other provisions hereof, that nothing herein releases any claim for money damages, or other damages or claims that TCC has or may have or that Weatherly Partners, LLC or its members has or may have in the lawsuit styled as *Thornton Construction Company, Inc., et al. v. Weatherly Partners, et al.*, CV-01-3835, whether such claims are asserted by or against TCC, Weatherly Partners, LLC, Thomas J. Thornton, Patrick A. Thornton, or Robert C. Sinclair, or any other known or unknown parties including but not limited to Jack Maguire Excavating, Inc. and Gallet Associates.

Provided further, however, that Weatherly Partners, LLC and its members release and forever discharge TCC, their shareholders, officers, directors, agents, employees, heirs, personal representatives, successors and assigns from any action, causes of action or claims for "slander of title," or claims of a similar type and nature, but specifically preserve its and their claims against TCC for breach of contract and for negligence/wantonness.

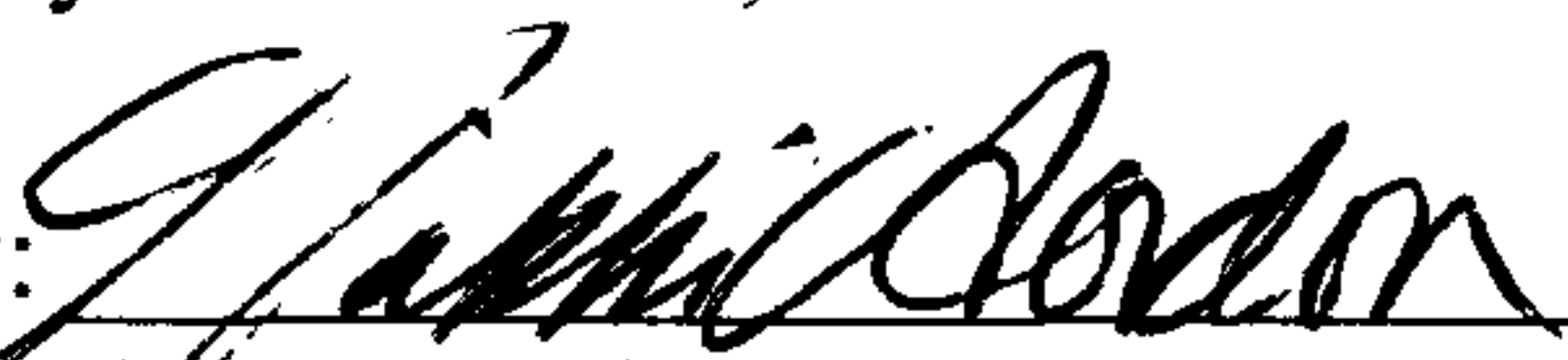
Through their undersigned counsel, TCC, Weatherly Partners, LLC, Patrick A. Thornton, Thomas J. Thornton, and Robert C. Sinclair, each, separately and severally, and on behalf of their heirs, personal representatives, successors and assigns, acknowledges and agrees that this Termination of Option Agreement is and shall not be deemed an admission of fault, liability, or responsibility of any person or party. Further, this Agreement shall not be used as evidence by any party or person in any pending litigation, including the above-referenced lawsuit and that lawsuit styled, *Tony Glorioso, et al. v. Weatherly Highlands, Inc., et al.*, CV-02-337, in the Circuit Court of Shelby County. Further, TCC specifically denies any claim related to any alleged breach of contract and/or negligence/wantonness.

Further, it is acknowledged that the making and execution of this Agreement does not constitute an admission nor an acknowledgment that the Option Agreement constituted any cloud or encumbrance upon title to Sector 26, and that TCC specifically denies the same, and it is further acknowledged and agreed that except as qualified herein, the making and execution of this

instrument does not in any way prejudice or impair any arguments or factual or legal positions that any of the parties may have or may advance in the Lawsuit.

Dated this 27th day of November, 2002.

Thornton Construction Company, Inc.
Greystone Lands, Inc.

By: 
Nicole L. Gordon
Their Attorney Of Record

WEATHERLY PARTNERS, LLC
Thomas J. Thornton
Patrick A. Thornton
Robert C. Sinclair

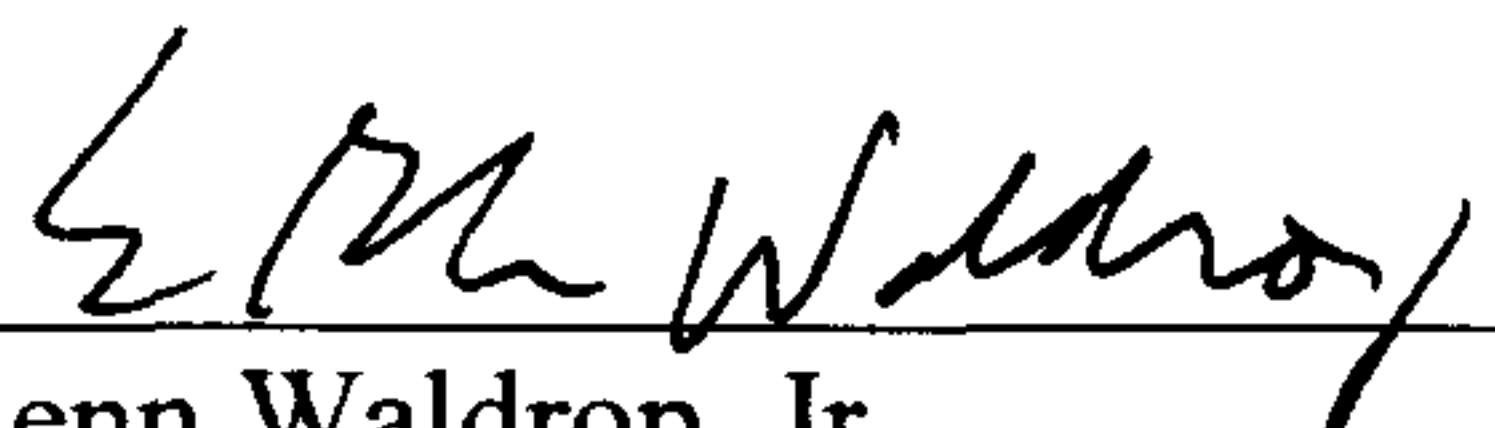
By: 
E. Glenn Waldrop, Jr.
Their Attorney of Record

EXHIBIT "B"

Part of Section 31 and part of Section 32, both in Township 20 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Beginning at an existing iron rebar being the most southerly corner of Lot 1331, Weatherly Wixford Forest-Sector 13, as recorded in the Office of the Judge of Probate, Shelby County, Alabama in Map Book 22, pages 23 A&B, run in a northeasterly direction along the southeast line of Lots 1331, 1332, 1333, 1334, 1335 and 1336 for a distance of 1075.0 feet to an existing iron rebar being the most easterly corner of said Lot 1336; thence turn an angle to the right of 2 degrees-0 minutes and run in a northeasterly direction along the southeast lines of Lots 1337 and 1338 for a distance of 490.0 feet to an existing iron rebar, thence turn an angle to the left of 11 degrees-53 minutes-31 seconds and run in a northeasterly direction along the southeast lines of Lots 37, 38, 39, 40, 41 of Weatherly Windsor Sector 11, as recorded in the Office of the Judge of Probate, Shelby County, in Map Book 18, Page 80, and also along the southeast line of Lot 42, A Resurvey of Lots 41, 42, and 43, Weatherly Windsor Sector 11, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 18, Page 84, for a distance of 1378.99 feet to an existing iron rebar; thence turn an angle to the left of 29 degrees-59 minutes-17 seconds and run in a northerly direction along the east line of said Lot 42 and Lot 43 of A Resurvey of Lots 41, 42, and 43, Weatherly Windsor Sector 11 for a distance of 141.95 feet; thence turn an angle to the right of 89 degrees-52 minutes-48 seconds and run in an easterly direction along the south line of Lot 43 of said subdivision for a distance of 154.29 feet; thence turn an angle to the left of 90 degrees-00 minutes-28 seconds and run in a northerly direction along the east line of said Lot 43 and along the east line of Lots 48, 49, 50 and 51 of Weatherly Windsor Sector 11, as recorded in Map Book 18, page 80 for a distance of 1311.82 feet; thence turn an angle to the right of 96 degrees-41 minutes-40 seconds and run in an easterly direction along the south line of Lot 113, Weatherly Windsor Sector 8, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 16, Page 110 for a distance of 374.31 feet to an existing iron pin, thence turn an angle to the right of 0 degrees-10 minutes-06 seconds and run in an easterly direction along the south line of Lot 112 of said Weatherly Windsor Sector 8 for a distance of 310.11 feet to an existing iron pin; thence turn an angle to the left of 0 degrees-19 minutes-38 seconds and run in an easterly direction along the south line of Lot 109, Weatherly Oxford Sector 10, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 9, Page 38, for a distance of 225.29 feet to an existing iron pin; thence turn an angle to the left of 0 degrees-03 minutes-35 seconds and run in an easterly direction for a distance of 63.19 feet to an existing iron pin, thence turn an angle to the right of 0 degrees-12 minutes-54 seconds and run in an easterly direction along the south line of Lot 108, Weatherly Oxford Sector 10, as recorded in Map Book 9, Page 38, for a distance of 240.0 feet to an existing iron pin; thence turn an angle to the right of 90 degrees and run in a southerly direction for a distance of 270.0 feet; thence turn an angle to the right of 90 degrees and run in a westerly direction for a distance of 135.0 feet; thence turn an angle to the left of 60 degrees-05 minutes-31 seconds and run in a southwesterly direction for a distance of 300.37 feet; thence turn an angle to the left of 12 degrees-09 minutes-18 seconds and run in a southwesterly direction for a distance of 181.25 feet; thence turn an angle to the right of 12 degrees-25 minutes-33 seconds and run in a southwesterly direction for a distance of 375.0 feet; thence turn an angle to the left of 15 degrees-04 minutes-07 seconds and run in a

southwesterly direction for a distance of 161.55 feet; thence turn an angle to the right of 10 degrees-13 minutes-15 seconds and run in a southwesterly direction for a distance of 168.73 feet; thence turn an angle to the left of 4 degrees-32 minutes-20 seconds and run in a southwesterly direction for a distance of 361.44 feet; thence turn an angle to the right of 10 degrees-45 minutes-45 seconds and run in a southwesterly direction for a distance of 212.13 feet; thence turn an angle to the left of 10 degrees-07 minutes-41 seconds and run in a southwesterly direction for a distance of 430.26 feet; thence turn an angle to the right of 7 degrees-19 minutes-43 seconds and run in a southwesterly direction for a distance of 376.72 feet; thence turn an angle to the left of 3 degrees-44 minutes-50 seconds and run in a southwesterly direction for a distance of 1158.73 feet; thence turn an angle to the right of 5 degrees-26 minutes-45 seconds and run in a southwesterly direction for a distance of 500.62 feet; thence turn an angle to the left of 2 degrees-09 minutes-47 seconds and run in a southwesterly direction for a distance of 800.79 feet; thence turn an angle to the right of 4 degrees-37 minutes-53 seconds and run in a southwesterly direction for a distance of 639.02 feet; thence turn an angle to the left of 27 degrees-03 minutes-11 seconds and run in a southwesterly direction for a distance of 118.92 feet; thence turn an angle to the left of 42 degrees-57 minutes 33 seconds and run in a southerly direction for a distance of 60.0 feet to a point on a curve, said curve being concave in a northerly direction and having a central angle of 34 degrees-25 minutes-37 seconds and a radius of 272.08 feet; thence turn an angle to the right (90 degrees to tangent) and run in a westerly direction along the arc of said curve for a distance of 163.49 feet to the point of ending of said curve, thence run in a westerly direction along a line tangent to the end of said curve for a distance of 20.11 feet to the point of beginning of a new curve, said newest curve being concave in a southerly direction and having a central angle of 14 degrees-13 minutes-31 seconds and a radius of 571.06 feet; thence turn an angle to the left and run in a westerly direction along the arc of said curve for a distance of 141.78 feet to the point of ending of said curve; thence run in a westerly direction along a line tangent to the end of said curve for a distance of 147.54 feet to the point of beginning of a new curve, said curve being concave in a northeasterly direction and having a central angle of 87 degrees-42 minutes-40 seconds and a radius of 466.35 feet; thence turn an angle to the right and run in a northwesterly and northerly direction along the arc of said curve for a distance of 713.91 feet to the point of ending of said curve; thence run in a northerly direction along a line tangent to the end of said curve for a distance of 250.0 feet to a point at the end of a road right-of-way for Weatherly Club Drive; thence turn an angle to the right of 90 degrees and run in an easterly direction along the end of said road right-of-way for a distance of 60.0 feet; thence turn an angle to the right of 90 degrees and run in a southerly direction for a distance of 250.0 feet to the point of beginning of a curve; said curve being concave in a northeasterly direction and having a central angle of 87 degrees-42 minutes-40 seconds and a radius of 406.35 feet; thence turn an angle to the left and run in a southerly and southeasterly direction along the arc of said curve for a distance of 622.06 feet to the point of ending of said curve; thence run in an easterly direction along a line tangent to the end of said curve for a distance of 128.36 feet; thence turn an angle to the left of 80 degrees-48 minutes-34 seconds and run in a northerly direction for a distance of 108.15 feet; thence turn an angle to the left of 11 degrees-24 minutes-16 seconds and run in a northwesterly direction for a distance of 174.05 feet; thence turn an angle to the left of 59 degrees-34 minutes-43 seconds and run in a northwesterly direction for a distance of 193.14 feet; thence turn an angle to the right of 106 degrees-29 minutes-18 seconds and run in a northeasterly direction for a distance of 552.73 feet to an existing iron rebar being on the southeast line of Lot 1323, Weatherly Wixford Forest Sector 13, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 22, Pages 23 A&B; thence

turn an angle to the right of 2 degrees-33 minutes-44 seconds and run in a northeasterly direction along the southeast line of said Lot 1323 and Lots 1324, 1325, 1326, 1327, 1328, 1329 and 1330, for a distance of 786.52 feet, more or less, to the point of beginning. Containing 81.4 acres, more or less.

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