

CERTIFICATION

The undersigned, Jane M. Gregoritch and Lewis Rhea Baxter, Jr., as Members of OVER A BARREL, LLC, an Alabama limited liability company ("Seller"), hereby certify that they have not received from Douglas H. Scofield ("Scofield") a notice stating that Scofield intends to exercise his right of first refusal as set forth in that certain Right of First Refusal to Purchase Real Estate dated May 29, 2004, which was recorded in the Office of the Judge of Probate of Shelby County, Alabama, as Instrument No. 2004 0728000419240 (the "Agreement"), regarding real property which is more particularly described on Exhibit "A" attached hereto (the "Property"). A copy of the letter sent to Scofield pursuant to the Agreement is also attached hereto. As set forth in the Agreement, since Seller did not receive written notice from Scofield within the required period of time of his intent to exercise the right of first refusal, there is, as stated in the Agreement, a conclusive presumption that Scofield has elected NOT to exercise the right of first refusal under the Agreement and all of Scofield's rights and interests in the Property (including a license to use as set forth in the Agreement) are terminated.

This Certification is executed by Over A Barrel, LLC, by and through its duly authorized Members as set forth below, on this the 31 day of January, 2006.

OVER A BARREL, LLC

By: Jane M. Gregoritch

Jane M. Gregoritch

Its: Member

By: Lewis Rhea Baxter, Jr.

Its: Member

~~STATE OF FLORIDA~~

~~DADE~~ COUNTY

I, the undersigned authority, a Notary Public of the County and State aforesaid, certify that Jane M. Gregoritch and Lewis Rhea Baxter, Jr., as Members of Over A Barrel, LLC, an Alabama limited liability company, 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, they, as such Members and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Witness my hand and official seal on this the 31 day of Jan, 2006.

Thomas Francella
NOTARY PUBLIC

My Commission Expires: Nov 2, 2007

[AFFIX NOTARY SEAL]



Thomas Francella
Commission #DD263792
Expires: Nov 02, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Bo R. ...

**BAKER
DONELSON**
BEARMAN, CALDWELL
& BERKOWITZ, PC

SOUTHTRUST TOWER
420 TWENTIETH STREET NORTH
SUITE 1600
BIRMINGHAM, ALABAMA 35203
PHONE: 205.328.0480
FAX: 205.322.8007

www.bakerdonelson.com

LYNN REYNOLDS
Direct Dial: (205) 250-8313
Direct Fax: (205) 488-3713
E-Mail Address: lreynolds@bakerdonelson.com


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Shelby Cnty Judge of Probate, AL
03/07/2006 03:05:14PM FILED/CERT

January 12, 2006

Mr. Douglas H. Scofield
6122 Highway 49
Columbiana, Alabama 35051

Re: Shelby County, Alabama Property

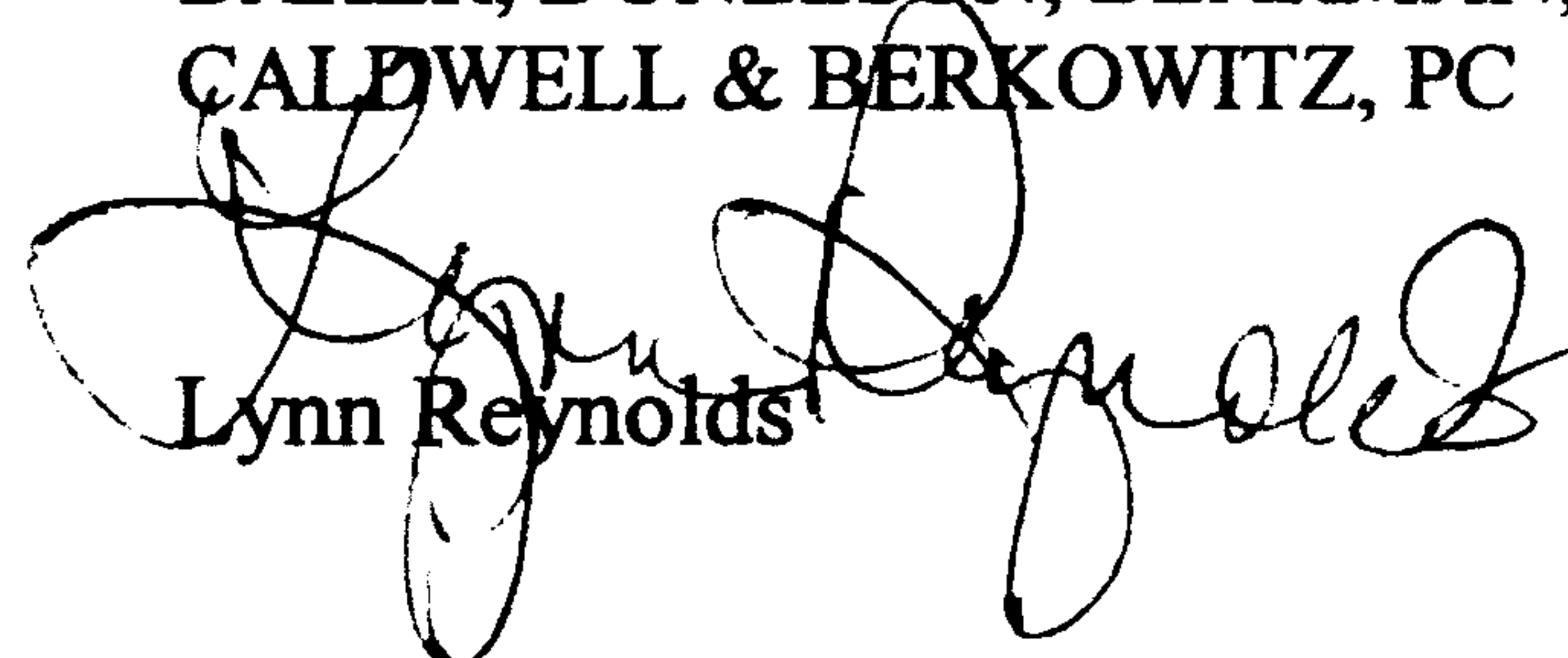
Dear Mr. Scofield:

Pursuant to that certain Right of First Refusal to Purchase Real Estate dated May 29, 2004, by and between Over a Barrel, LLC ("Seller") and yourself (the "Agreement"), you are hereby given this Notice of Sale and notified of the following:

Seller intends to transfer and sell the property described in the Agreement (the legal description of which is attached hereto as Exhibit A) to Jane M. Gregoritch, as Trustee of the Jane M. Gregoritch Qualified Personal Residence Trust ("Purchaser"), for a purchase price of \$270,000 cash. Such transfer and sale is to be closed immediately upon the expiration of the right of first refusal period as set forth in the Agreement. The proposed transfer and sell has no conditions to closing, no requirement for obtaining a survey, title commitment/policy, or any other third party reports. Attached hereto is a copy of the signed contract between Seller and the Purchaser.

Sincerely yours,

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, PC


Lynn Reynolds

LR/vj
Enclosure

B LR 698109 v1
1034527-000006 01/12/2006

ALABAMA • GEORGIA • LOUISIANA • MISSISSIPPI • TENNESSEE • WASHINGTON, D.C. • BEIJING, CHINA

Representative Office,
BDBC International, LLC

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CONTRACT/OFFER TO PURCHASE

January 12, 2006

To: Over a Barrel, LLC ("Owner/Seller")

Re: Shelby County, Alabama Property
See Exhibit A attached hereto for legal
description of property (the "Property")

Jane M. Gregoritch, as Trustee of the Jane M. Gregoritch Qualified Personal Residence Trust,
hereby offers to purchase the Property on the following terms:

Purchase Price: \$270,000 CASH

The transfer and sell is to be closed and the purchase price paid immediately upon the
expiration of the right of first refusal period as set forth in the Right of First Refusal to Purchase Real
Estate dated May 29, 2004, between Seller and Douglas H. Scofield.

The property will be purchased "as is, where is", without the requirement of any
inspection. There are no conditions to closing, no requirement for obtaining a survey, title
commitment/policy/abstrac, or any other third party reports. Purchaser will pay all closing costs, fees
and expenses, including, attorneys fees.

Jane M. Gregoritch Qualified Personal
Residence Trust

By: Jane M. Gregoritch
Jane M. Gregoritch
Its: Trustee

Accepted by Owner/Seller:
Over a Barrel, LLC

By: Jane M. Gregoritch
Jane M. Gregoritch
Its: Member

By: Lewis Rhea Baxter, Jr.
Lewis Rhea Baxter, Jr.
Its: Member

EXHIBIT "A"

A tract of land situated in the East $\frac{1}{2}$ of the NE $\frac{1}{4}$ of Section 13, Township 20 South, Range 1 West, and in the West $\frac{1}{2}$ of the NW $\frac{1}{4}$ of Section 18, Township 20 South, Range 1 East, Shelby County, Alabama, described as follows:

Commencing at the Northeast Corner of Section 13, Township 20 South, Range 1 West, Shelby County, Alabama; thence South 0 degrees 33 minutes 38 seconds West, a distance of 397.74 feet for the POINT OF BEGINNING; thence South 65 degrees 04 minutes 33 seconds West, a distance of 756.86 feet to the Northeasterly Right of Way Line of Shelby County No. 49; thence North 21 degrees 40 minutes 10 seconds West along said road right of way line, a distance of 77.70 feet; thence North 30 degrees 09 minutes 01 second West along said road right of way line a distance of 104.58 feet; thence North 40 degrees 39 minutes 44 seconds West along said road right of way line a distance of 133.83 feet; thence North 48 degrees 53 minutes 17 seconds West along said road right of way line a distance of 63.95 feet; thence North 9 degrees 20 minutes 21 seconds West, a distance of 300.49 feet; thence North 66 degrees 38 minutes 35 seconds East, a distance of 51.79 feet; thence North 77 degrees 46 minutes 35 seconds East, a distance of 190.05 feet; thence North 74 degrees 20 minutes 35 seconds East, a distance of 87.75 feet; thence North 67 degrees 06 minutes 35 seconds East, a distance of 123.89 feet; thence South 3 degrees 38 minutes 29 seconds East, a distance of 33.83 feet; thence North 68 degrees 05 minutes 20 seconds East, a distance of 52.46 feet; thence North 79 degrees 13 minutes 17 seconds East, a distance of 35.32 feet; thence South 87 degrees 30 minutes 23 seconds East, a distance of 222.32 feet; thence South 77 degrees 52 minutes 19 seconds East, a distance of 52.10 feet; thence South 70 degrees 23 minutes 39 seconds East, a distance of 159.23 feet; thence South 51 degrees 49 minutes 26 seconds East, a distance of 70.24 feet; thence North 38 degrees 11 minutes 07 seconds East, a distance of 15.00 feet; thence South 51 degrees 48 minutes 21 seconds East, a distance of 120.61 feet; thence South 26 degrees 05 minutes 58 seconds East, a distance of 99.84 feet; thence South 44 degrees 12 minutes 48 seconds East, a distance of 74.54 feet; thence South 74 degrees 25 minutes 53 seconds East, a distance of 99.30 feet; thence South 64 degrees 31 minutes 25 seconds East, a distance of

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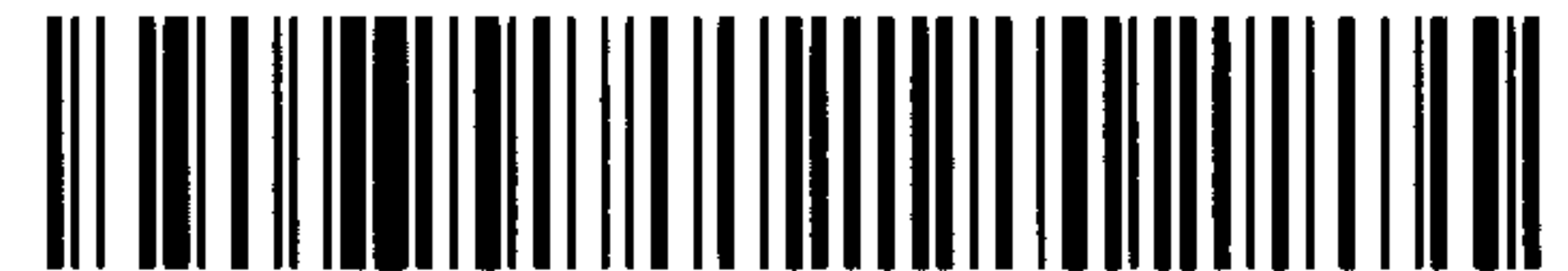


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16.65 feet; thence South 77 degrees 00 minutes 03 seconds East, a distance of 25.22 feet; thence North 78 degrees 40 minutes 47 seconds East, a distance of 42.50 feet; thence North 57 degrees 28 minutes 47 seconds East, a distance of 32.10 feet; thence North 29 degrees 12 minutes 02 seconds East, a distance of 24.90 feet; thence North 43 degrees 34 minutes 41 seconds East, a distance of 29.31 feet to the centerline of Yellowleaf Creek; thence South 32 degrees 03 minutes 21 seconds East along said creek a distance of 33.49 feet; thence South 20 degrees 27 minutes 46 seconds East along said creek a distance of 81.97 feet; thence South 25 degrees 22 minutes 57 seconds West along said creek a distance of 51.03 feet; thence South 18 degrees 00 minutes 19 seconds West along said creek a distance of 226.57 feet; thence South 3 degrees 02 minutes 39 seconds West along said creek a distance of 78.28 feet; thence South 53 degrees 19 minutes 35 seconds East along the center of creek a distance of 26.23 feet; thence South 84 degrees 57 minutes 47 seconds East along the center of creek a distance of 49.78 feet; thence South 49 degrees 00 minutes 40 seconds East along the center of creek a distance of 48.25 feet; thence South 2 degrees 26 minutes 08 seconds West along the center of creek a distance of 53.44 feet; thence South 34 degrees 19 minutes 53 seconds East along the center of creek a distance of 115.52 feet; thence South 0 degrees 43 minutes 42 seconds East along the center of creek a distance of 77.88 feet; thence South 4 degrees 21 minutes 08 seconds East along the center of creek a distance of 322.28 feet; thence South 4 degrees 12 minutes 34 seconds East along the center of creek a distance of 63.44 feet; thence South 54 degrees 26 minutes 29 seconds West along the

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center of creek a distance of 24.01 feet; thence North 83 degrees 19 minutes 41 seconds West along the center of creek a distance of 38.40 feet; thence North 29 degrees 13 minutes 50 seconds West along the center of creek a distance of 31.78 feet; thence North 15 degrees 23 minutes 16 seconds West along the center of creek a distance of 56.00 feet; thence North 36 degrees 40 minutes 28 seconds West along the center of creek a distance of 40.60 feet; thence North 78 degrees 49 minutes 25 seconds West along the center of creek a distance of 29.55 feet; thence South 56 degrees 57 minutes 49 seconds West along the center of creek a distance of 23.62 feet; thence South 42 degrees 06 minutes 41 seconds West along the center of creek a distance of 70.07 feet; thence North 83 degrees 36 minutes 40 seconds West along the center of creek a distance of 104.72 feet; thence South 84 degrees 28 minutes 00 seconds West along the center of creek a distance of 75.97 feet; thence South 37 degrees 24 minutes 30 seconds West along the center of creek a distance of 43.88 feet; thence South 30 degrees 45 minutes 42 seconds West along the center of creek a distance of 63.31 feet; thence South 14 degrees 27 minutes 12 seconds West along the center of creek a distance of 65.45 feet; thence South 0 degrees 18 minutes 06 seconds East along the center of creek a distance of 70.20 feet; thence South 15 degrees 01 minute 57 seconds East along the center of creek a distance of 141.15 feet; thence South 11 degrees 39 minutes 37 seconds East along the center of creek a distance of 103.59 feet; thence South 16 degrees 55 minutes 03 seconds West along the center of creek a distance of 32.65 feet; thence South 38 degrees 19 minutes 58 seconds West along the center of creek a distance of 34.83 feet; thence South 50 degrees 32 minutes 35 seconds West along the center of creek a distance of 23.06 feet; thence South 87 degrees 15 minutes 22 seconds West along the center of creek a distance of 188.80 feet; thence North 66 degrees 49 minutes 44 seconds West along the center of creek a distance of 33.65 feet; thence North 42 degrees 32 minutes 22 seconds West along the center of creek a distance of 25.72 feet; thence North 32 degrees 34 minutes 36 seconds West along the center of creek a distance of 34.60 feet; thence North 18 degrees 16 minutes 05 seconds West along the center of creek a distance of 59.72 feet; thence North 3 degrees 03 minutes 46 seconds West along the

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center of creek a distance of 100.14 feet; thence North 27 degrees 25 minutes 06 seconds East along the center of creek a distance of 125.23 feet; thence North 23 degrees 08 minutes 10 seconds West along the center of creek a distance of 57.95 feet; thence North 38 degrees 39 minutes 15 seconds West along the center of creek a distance of 39.32 feet; thence North 13 degrees 48 minutes 12 seconds West along the center of creek a distance of 80.71 feet; thence North 29 degrees 25 minutes 20 seconds West along the center of creek a distance of 55.56 feet; thence North 56 degrees 21 minutes 45 seconds West along the center of creek a distance of 49.60 feet; thence North 53 degrees 21 minutes 42 seconds West along the center of creek a distance of 140.92 feet; thence North 79 degrees 43 minutes 25 seconds West along the center of creek a distance of 43.68 feet; thence South 52 degrees 25 minutes 15 seconds West along the center of creek a distance of 14.05 feet; thence South 42 degrees 34 minutes 04 seconds West along the center of creek a distance of 30.78 feet; thence South 6 degrees 25 minutes 20 seconds West along the center of creek a distance of 25.68 feet; thence South 7 degrees 20 minutes 45 seconds East along the center of creek a distance of 86.32 feet; thence South 20 degrees 07 minutes 32 seconds West along the center of creek a distance of 48.29 feet; thence South 87 degrees 16 minutes 54 seconds West along the center of creek a distance of 71.23 feet; thence North 66 degrees 51 minutes 56 seconds West along the center of creek a distance of 108.44 feet; thence North 71 degrees 50 minutes 03 seconds West along the center of creek a distance of 40.20 feet; thence North 89 degrees 02 minutes 12 seconds West along the center of creek a distance of 18.10 feet; thence South 62 degrees 42 minutes 10 seconds West along the center of creek a distance of 34.59 feet; thence South 17 degrees 54 minutes 41 seconds West along the center of creek a distance of 143.02 feet; thence South 60 degrees 23 minutes 40 seconds West along the center of creek a distance of 55.17 feet to the East Right of Way Line of Shelby County Road No. 49 thence North 9 degrees 19 minutes 00 seconds East along the said road right of way line for a distance of 313.93 feet; thence North 85 degrees 28 minutes 21 seconds East for a distance of 337.11 feet; thence South 83 degrees 47 minutes 31 seconds East for a distance of 333.75 feet; thence North 00 degrees 33 minutes 38 seconds East for a distance of 841.43 feet to the point of beginning

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