

Execution Copy

This Instrument Prepared By:

Thomas M. McElroy, II, Esq.
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203


20060411000167370 1/5 \$23.00
Shelby Cnty Judge of Probate, AL
04/11/2006 12:24:26PM FILED/CERT

NOTICE OF RIGHT OF FIRST REFUSAL

THIS NOTICE OF RIGHT OF FIRST REFUSAL (this "Notice") is entered into as of March 31, 2006, by and between **JOHN B. WOOD, JR.**, an individual (the "Grantor"), and **AWI ACQUISITION CORP.**, an Alabama corporation (the "Grantee").

Recitals

Grantor and Grantee have entered into an agreement dated of even date herewith (the "Agreement"), pursuant to which Grantor granted to the Grantee a right of first refusal to purchase that certain tract or parcel of land, with any buildings and improvements thereon, located at 3000 County Highway 11, Pelham, Shelby County, Alabama 35124 and more particularly described in Exhibit A hereto (the "Property").

Agreement

NOW, THEREFORE, in consideration of the foregoing recitals and to induce Grantor and Grantee to enter into the Agreement, and for other good and valuable consideration in hand paid to Grantor and Grantee, the receipt and sufficiency of which is hereby acknowledged by each of them, Grantor and Grantee hereby agree as follows:

1. Names of Grantor and Grantee. The name of the Grantor under the Agreement is JOHN B. WOOD, JR., an individual. The name of the Grantee under the Agreement is AWI ACQUISITION CORP., an Alabama corporation.

2. Term of the Right of First Refusal. Unless otherwise extended by the Grantor and Grantee, the Agreement is for an initial term of three (3) years, and the Grantee has an option to renew or extend the term of the Agreement for one (1) successive renewal term of two (2) years.

3. Description of Property. A specific description of the Property is attached hereto as Exhibit A.

4. Notice. This Notice is executed for the purpose of giving notice of the existence of the Agreement. The Agreement is deemed to be a material part hereof as though set

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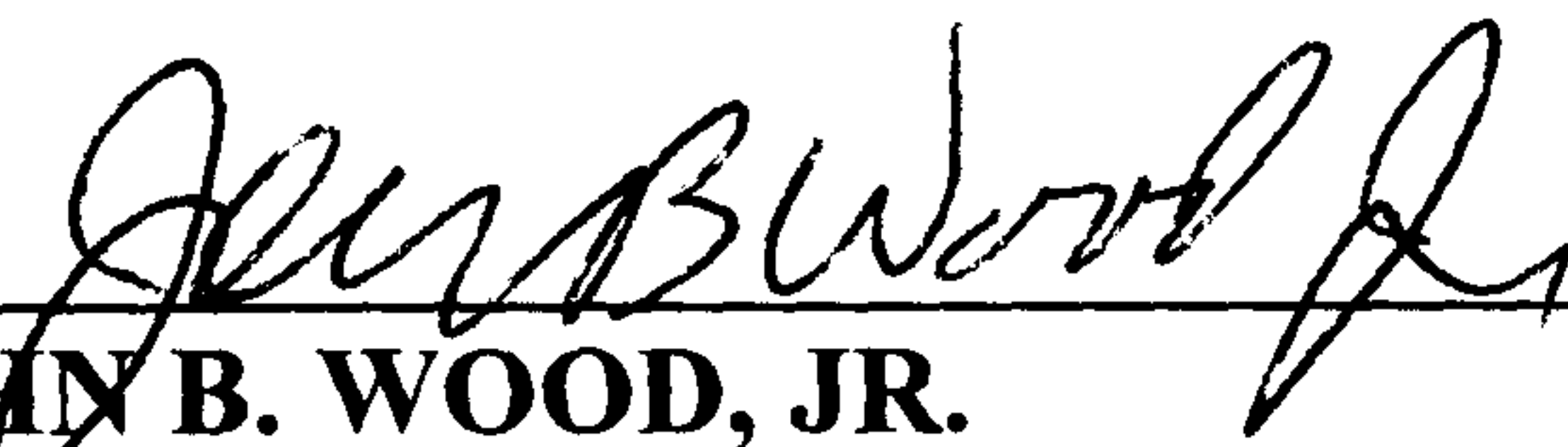
forth at length herein. The Agreement contains other provisions for the benefit of Grantor and Grantee, which provisions are incorporated herein by this reference. If a conflict between the provisions of the Agreement and this Notice shall occur, the provisions of the Agreement shall govern.

5. Counterparts. This Notice may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same agreement.

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IN WITNESS WHEREOF, each of Grantor and Grantee has caused this Notice to be executed in its names and on its behalf by its officers thereunto duly authorized as of the date first set forth above and to be recorded in the office of the Judge of Probate of the county in which the Property is situated.

GRANTOR:

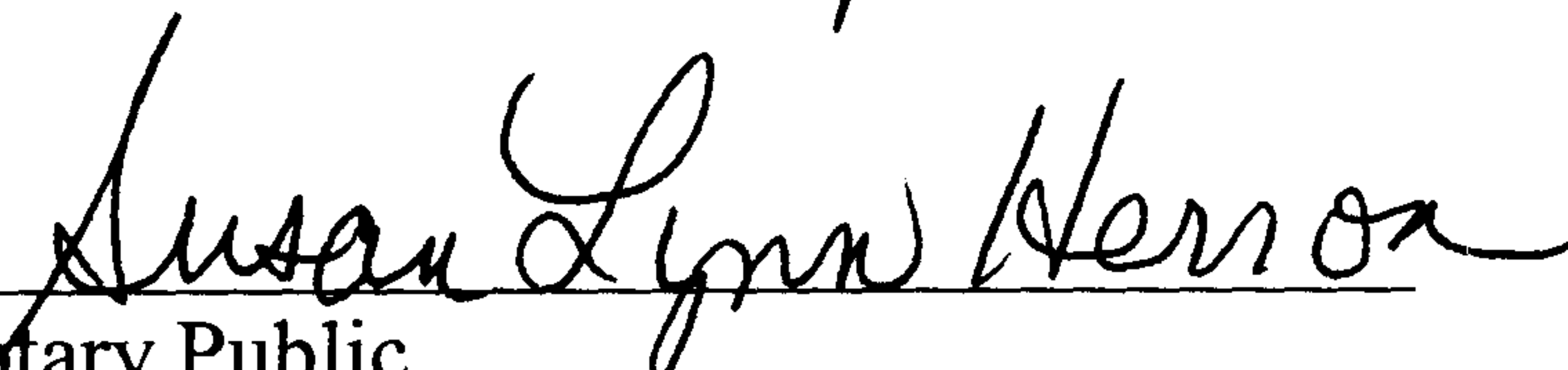


JOHN B. WOOD, JR.

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that JOHN B. WOOD, JR., 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 official seal, this 10 day of April, 2006.



Notary Public

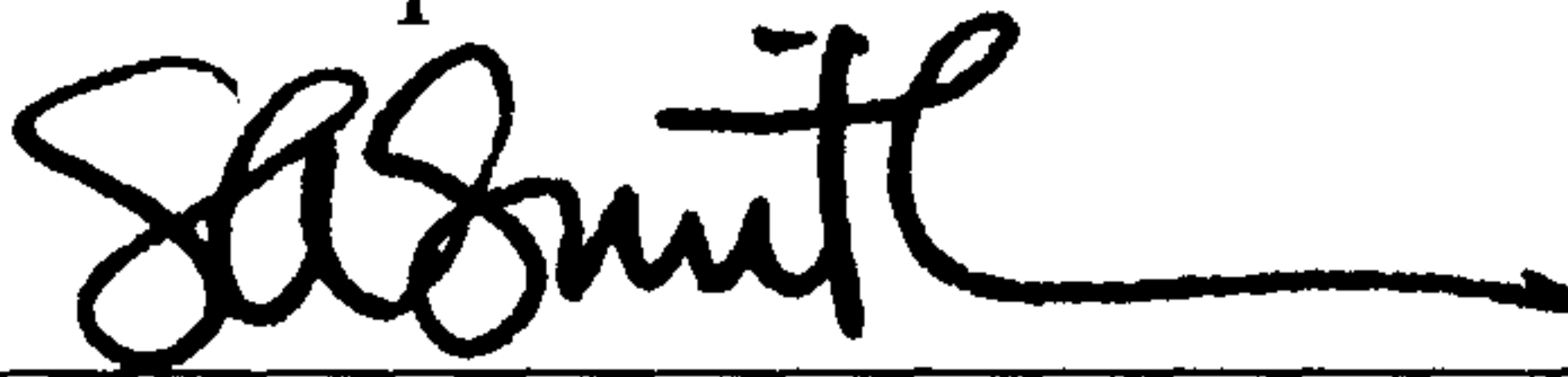
[AFFIX SEAL]

My Commission Expires: 1/28/2007

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GRANTEE:

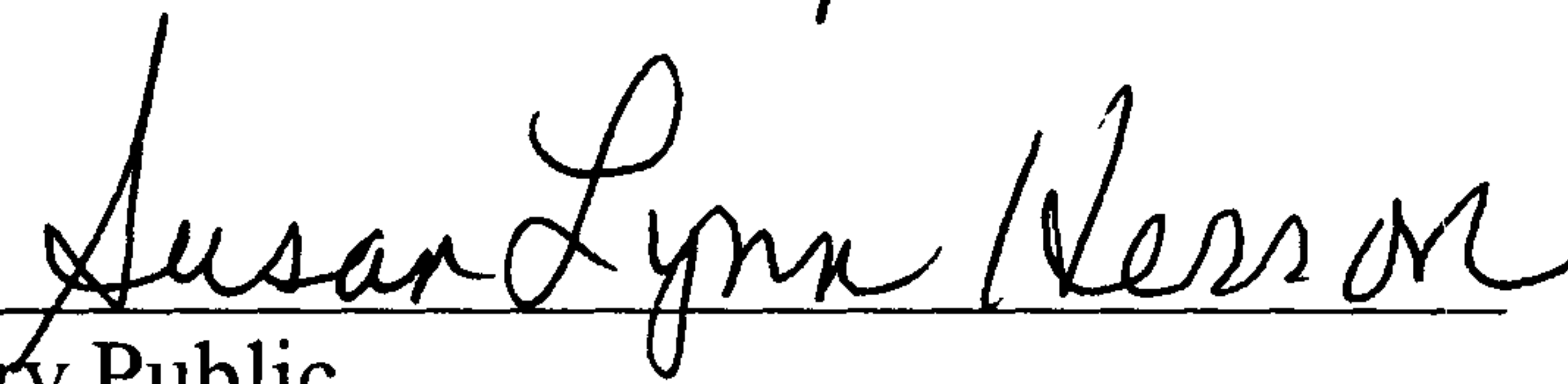
AWI ACQUISITION CORP.,
an Alabama corporation

By: 
Name: Stephen A. Smith
Its: President

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Stephen A. Smith, whose name as President of AWI ACQUISITION CORP., an Alabama corporation, 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, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 10 day of April, 2006.


Notary Public

[AFFIX SEAL]

My Commission Expires: 1/28/2007

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EXHIBIT A

(Legal Description of Property)

A parcel of land located in the SW ¼ of SE ¼, Section 19, Township 20 South, Range 2 West, and lying South and East of Shelby County Highway #11, being more particularly described as follows:

Begin at the Southeast corner of the SW ¼ of SE ¼, Section 19, Township 20 South, Range 2 West and run North along the East boundary line of said ¼ - ¼ section a distance of 850 feet, more or less, to a point on the Southeast 40 foot right of way line of County Highway #11; thence run in a Southwesterly direction along said 40 foot right of way line a distance of 1060 feet, more or less, to a point on the South boundary line of said ¼ - ¼ section; thence run East along said boundary line a distance of 625 feet, more or less, to the point of beginning; being situated in Shelby County, Alabama.

Less and except:

Part of the SW ¼ of the SE ¼ of Section 19, Township 20 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the SE corner of the SW ¼ of the SE ¼ of Section 19, Township 20 South, Range 2 West; thence North along the East line of said ¼ - ¼ section 220.00 feet to the point of beginning; thence continue along last described course 577.68 feet to a point on the Southeasterly right of way of County Highway 11; thence left 142°42'20" and run along said right of way 380.00 feet; thence left 135° and run 30.00 feet; thence right 45° and run 50.00 feet; thence right 19°52'21" and run 296.46 feet to the point of beginning; being situated in Shelby County, Alabama.

Less and except:

Part of the SW ¼ of the SE ¼ of Section 19, Township 20 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

From the Southeast corner of said Section, run in a Westerly direction along the South line of said section for a distance of 1,971.25 feet to a point of intersection with the Southeast right of way line of Shelby County Highway No. 11, being the point of beginning; thence turn an angle to right of 127°12' and run in a Northeasterly direction along said Southeast right of way line for a distance of 100.00 feet; thence turn an angle to the right of 89°39'13" and run in a Southeasterly direction for a distance of 132.81 feet to a point on the South line of said SW ¼ of SE ¼; thence turn an angle to the right of 143°08'47" and run in a Westerly direction for a distance of 166.73 feet to the point of beginning; being situated in Shelby County, Alabama.

Less and except any part of subject property lying within a road right of way.