

**THIRD AMENDMENT TO FIRST AMENDED AND RESTATED  
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP  
OF QUAIL 600 LIMITED PARTNERSHIP**

**THIS THIRD AMENDMENT** is made and entered into effective as of January 1, 2007 ("Effective Date"), by and among DANIEL REALTY INVESTMENT CORPORATION – MB600, an Alabama corporation (the "General Partner"), DANIEL REALTY COMPANY, LLC, an Alabama limited liability company ("Withdrawing Limited Partner"), DANIEL INVESTMENT PARTNERS, LLC, a Delaware limited liability company ("DIP") and ALLAN D. WORTHINGTON ("Worthington") (DIP and Worthington collectively referred to as "Limited Partners").

**RECITALS:**

Pursuant to First Amended and Restated Certificate and Agreement of Limited Partnership of Quail 600 Limited Partnership (the "Partnership") dated as of September 20, 1996 and recorded as Instrument No. 1996-32648 in the Office of the Judge of Probate of Shelby County, Alabama, as amended by First Amendment thereto dated as of October 1, 1996 and recorded as Instrument No. 1996-32649 in said Probate Office and as amended by Second Amendment thereto dated as of December 1, 1998 and recorded as Instrument No. 1993-48959 in said Probate Office (collectively, the "Partnership Agreement"). *Capitalized terms not otherwise expressly defined herein shall have the same meanings given to them in the Partnership Agreement.*

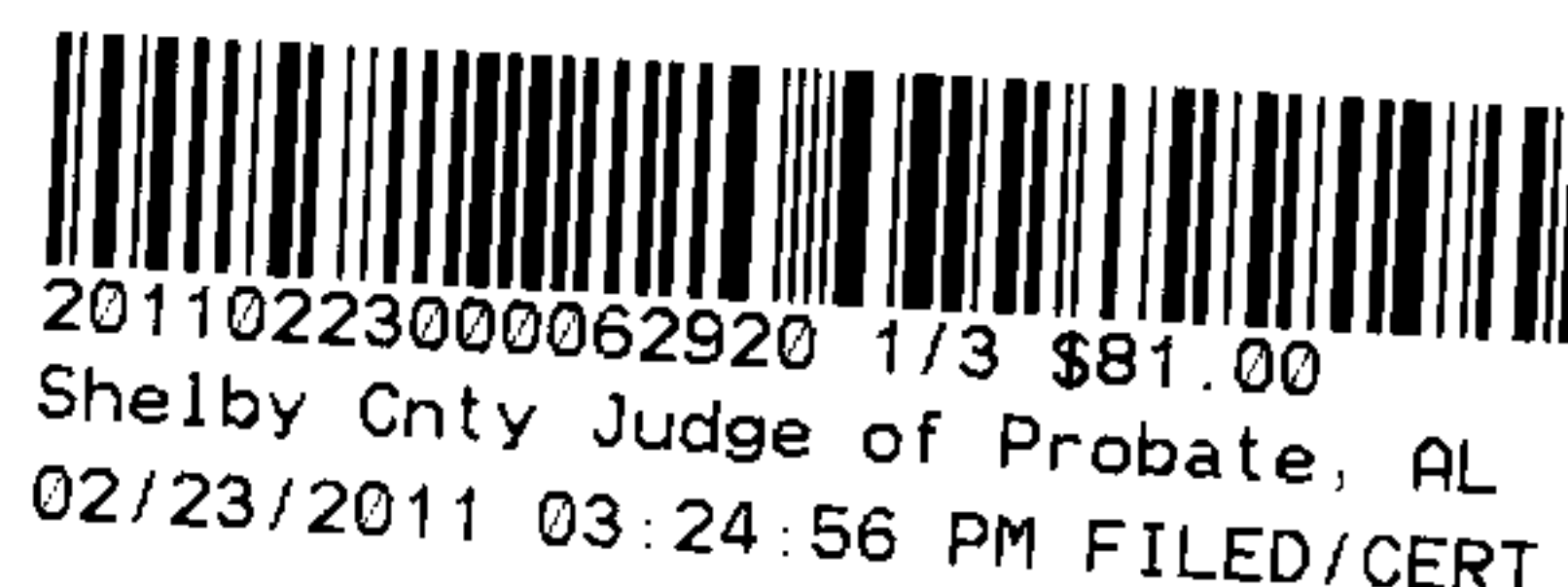
The General Partner desires to amend Exhibit A to the Partnership Agreement as of the Effective Date.

In accordance with Section 8.3 of the Limited Partnership Agreement, the General Partner has executed this Third Amendment as attorney-in-fact for DIP and Worthington.

**NOW, THEREFORE**, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Partnership Agreement as follows:

1. Exhibit A. Exhibit A to the Partnership Agreement is hereby deleted in its entirety and Exhibit A attached to this Third Amendment is substituted in lieu thereof.
2. Substitution of DIP and Worthington. The parties hereby ratify, affirm and agree that DIP is a 66.08% limited partner and Worthington is a 32.92% limited partner. DIP and Worthington agree to be bound by the provisions of the Partnership Agreement.
3. Full Force and Effect. Except as expressly amended hereby, all other terms of the Partnership Agreement, as heretofore amended, shall continue in full force and effect.

**IN WITNESS WHEREOF**, the parties hereto have executed this Third Amendment as of the day and year first above written.



ATTEST:

*SR & Ell.*  
Secretary

**GENERAL PARTNER:**

**DANIEL REALTY INVESTMENT  
CORPORATION-MB600**

By: *[Signature]*  
Its: Vice President

**WITHDRAWING LIMITED PARTNER:**

**DANIEL REALTY COMPANY, LLC**

By: Daniel Realty Corporation, Its Manager

By: *W. Byer 2*  
Its: SVP, CTO

ATTEST:

*SR & Ell.*  
Secretary

**LIMITED PARTNER:**

**ALLAN D. WORTHINGTON**

By: Daniel Realty Investment Corporation –  
MB600, as attorney-in-fact for  
Allan D. Worthington

By: *[Signature]*  
Its: Vice President

ATTEST:

*SR & Ell.*  
Secretary

**LIMITED PARTNER:**

**DANIEL INVESTMENT PARTNERS, LLC**

By: Daniel Realty Investment Corporation –  
MB600, as attorney-in-fact for  
Daniel Investment Partners, LLC

By: *[Signature]*  
Its: Vice President

ATTEST:

*SR & Ell.*  
Secretary

## Exhibit A

### Partners and Percentage Interests

The names and addresses of the Partners of the Partnership and the Percentage Interests of each Partners in the Partnership are as follows:

<u>Names and Address of Partners</u>	<u>Percentage Interest *</u>
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#### General Partner:


Daniel Realty Investment Corporation-MB600 3595 Grandview Parkway, Suite 400 Birmingham, Alabama 35243 Attn: T. Charles Tickle Facsimile: (205) 443-4615	1%
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#### Limited Partner:

Daniel Investment Partners, LLC 3595 Grandview Parkway, Suite 400 Birmingham, Alabama 35243 Attn: T. Charles Tickle Facsimile: (205) 443-4615	66.08%
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#### Limited Partner:

Allan D. Worthington c/o Dominion Partners, LLC 2700 Corporate Drive, Suite 125 Birmingham, Alabama 35242 Facsimile: (205) 776-6070	32.92%
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Shelby Cnty Judge of Probate, AL  
02/23/2011 03:24:56 PM FILED/CERT

\* Effective as of January 1, 2007