

This instrument prepared by:

W. Lee Thuston, Esquire
Burr & Forman
420 North 20th Street, Suite 3100
Birmingham, Alabama 35203

Send Tax Notice To:

Gordon Timberlands, LTD.
P. O. Box 435
Columbiana, Alabama 35051

GENERAL WARRANTY DEED

STATE OF ALABAMA)
COUNTY OF SHELBY) **KNOW ALL MEN BY THESE PRESENTS**


That for and in consideration of TEN and NO/100 DOLLARS (\$10.00), and other good and valuable consideration to the undersigned grantors, **M. Brian Gordon, Sr., a married man, and Ruth L. Gordon, an unmarried woman, ("Grantor")**, in hand paid by **Gordon Timberlands, LTD., an Alabama Limited Partnership (the "Grantee")**, the receipt whereof is hereby acknowledged, Grantor does grant, bargain, sell and convey unto the Grantee the following described real estate (the "Property") situated in Shelby County, Alabama, being more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.

Subject, however, to the following: (1) all taxes for the year 1995 and subsequent years, and assessments and governmental charges not yet due and payable, if any; and (2) the matters set forth in Exhibit "A" attached hereto and made a part hereof.

TO HAVE AND TO HOLD unto **Gordon Timberlands, LTD.**, its successors and assigns forever. And said Grantor does, for themselves, and their successors and assigns, covenant with the said Grantee, its successors and assigns, that Grantor is lawfully seized in fee simple of said premises; that said premises are free from all encumbrances unless otherwise noted above; that Grantor has a good right to sell and convey the same as aforesaid; that Grantor and their successors and assigns will warrant and defend the same to the said Grantee, its successors and assigns forever against the lawful claims of all persons.

This Property does not constitute any portion of the homestead of Grantor.

10TH **IN WITNESS WHEREOF**, the Grantor has executed this conveyance as of this the day of October, 1995.

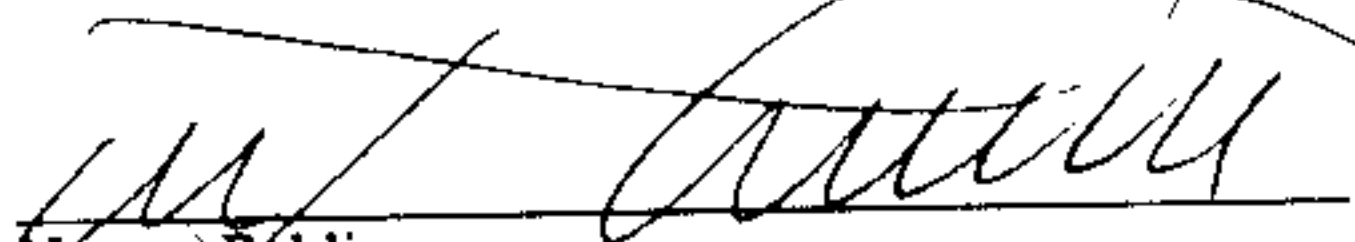

M. Brian Gordon, Sr.


Ruth L. Gordon

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that M. Brian Gordon, Sr., a married man, and Ruth L. Gordon, an unmarried woman, whose names are signed to the foregoing General Warranty Deed, and who are known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing General Warranty Deed, they have executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office this the 10TH day of October, 1995.


Notary Public

My Commission Expires: 6-30-96

Inst # 1997-01149

01/10/1997-01149
03:47 PM CERTIFIED
SHELBY COUNTY JUDGE 23.50

EXHIBIT "A" TO WARRANTY DEED

Gordon Timberlands, LTD.

Formerly Assessed As:
M. Brian Gordon, Sr. and Ruth L. Gordon
P. O. Box 435
Columbiana, Alabama 35051
Forestland (Assessment No. 5)

1. Quitclaim to Finley, May 30, 1988.
2. (T18)
The Southeast Quarter of the Southwest Quarter of Section 34, Township 18, Range 1 East.

The Southeast Quarter of the Northwest Quarter; and the South Half of the Northeast Quarter and the Northwest Quarter of the Southeast Quarter, all in Section 34, Township 18, Range 1 East.
3. Five (5) acres on the west side of the Northwest Quarter of the Northwest Quarter of Section 2, Township 19, Range 1 East. (Lot #1)
4. (T19)
The Northeast Quarter of the Northwest Quarter and the Northwest Quarter of the Northeast Quarter of Section 4, Township 19, Range 1 East.
5. (T23)
The North Half of the Northwest Quarter and the Northwest Quarter of the Northeast Quarter of Section 2, Township 20, Range 1 East.
6. (T26)
The Northwest Quarter of the Southwest Quarter of Section 10, Township 20, Range 1 East.
7. (T1)
Seven acres in a triangular shape in the Southeast corner of the Southeast Quarter of the Northeast Quarter in Section 13, Township 18, Range 2 East.
8. (T87)
The Southwest Quarter of the Southwest Quarter, and the Northwest Quarter of the Southeast Quarter, and the Northeast Quarter of the Northeast Quarter of Section 4, Township 24, Range 14 East.

The West Half of the Northwest Quarter; and the Northeast Quarter of the Northwest Quarter; and the North Half of the Southwest Quarter of Section 4, Township 24, Range 14 East.

The East Half of the Northeast Quarter and the East Half of the Southwest Quarter of Section 5, Township 24, Range 14 East.

The Southwest Quarter of the Northeast Quarter of Section 5, Township 24, Range 14 East.

9. (T88)
The Northeast Quarter of the Southwest Quarter and the Northwest Quarter of the Southeast Quarter of Section 9, Township 24, Range 14 East.
10. (T39)
M. Brian Gordon, Sr.'s one-half interest of Tract No. 39 transferred to Janice O. Gordon by deed dated October 4, 1995.

Janice O. Gordon's one-half interest of Tract No. 39 transferred to Gordon Timberlands, LTD. by deed dated October 4, 1995.

Ruth L. Gordon's one-half interest of Tract No. 39 transferred to Gordon Timberlands, LTD. by deed dated October 4, 1995.
11. (T40)
The West Half of the Southwest Quarter of the Southwest Quarter; and the East Half of the Southwest Quarter of Section 22, Township 19, Range 1 West.
12. One acre lot in the Northeast corner of the Northwest Quarter of the Northeast Quarter, Section 12, Township 22, Range 2 West, described as follows: Commence at point near Northeast corner of said forty acres; thence nearly south to public road to where road turned up certain hollow; thence running north around the hill; thence west running parallel with said road 285 feet; thence north to line of said forty acres; thence to beginning, being near Shelby Springs. (Lot #13)
13. (T71A (T71B))

Transferred to M. Brian Gordon, Sr. 1996.
14. (T78)
Mineral and mining rights in the Northeast Quarter of Section 6, Township 21, Range 4 West.

The Southeast Quarter of the Southeast Quarter of Section 6, Township 21, Range 4 West, except mineral rights.

The Northwest Quarter of the Southwest Quarter of Section 6, Township 21, Range 4 West.

The Southwest Quarter of the Northwest Quarter and the Southwest Quarter of the Southeast Quarter of Section 6, Township 21, Range 4 West.

The Southwest Quarter of the Northeast Quarter of Section 7, Township 21, Range 4 West.

The Northwest Quarter of the Northeast Quarter of Section 7, Township 21, Range 4 West except mineral rights.

The Northeast Quarter of the Northeast Quarter of Section 7, Township 21, Range 4 West.

The mineral rights to the West 15 acres of the Northeast Quarter of the Northeast Quarter, and ten (10) acres in the northeast corner of the Northwest Quarter of the Northeast Quarter and the west 50 acres of the East Half of the Northwest Quarter, being 825 feet East and West and 2640 feet North and South situated in Section 1, Township 21, Range 5 West.

Six (6) acres of land described as commencing at the center of Section 2, Township 21, Range 5 West, and then run East 170 yards; thence North 240 yards; thence West 170 yards; thence South 240 yards to the point of beginning, and being in the Southwest Quarter of the Northeast Quarter of Section 2, Township 21, Range 5 West.

* The South five (5) acres in the North east Quarter of the Northeast Quarter of Section 2, Township 21, Range 5 West.

15. Lots Nos. 7 to 12, inclusive, in Block 197, according to J.H. Dunstan's Survey of Calera, Alabama, Section 22, Township 22, Range 2 West. (Lot #7)
16. Lot No. 3 in Block 7 according to Thomas' Addition to Aldrich, Alabama. (Lot #8)
17. Lots Nos. 8 and 9, Block No. 1, Map of Almont, Alabama.

Gordon Timberlands, LTD.

Formerly Assessed As:
Ruth Luck Gordon, a widow,
and M. Brian Gordon, Sr.
P. O. Box 435
Columbiana, Alabama 35051
Assessment No. 9

(Luck House)

A lot situated in Columbiana, Al. - described as follows: Begin at the Northeast margin of the junction of Main Street and Sterrett Street in the town of Columbiana, Al. and run thence north 2 deg. 30 min. west a distance of 104' along the east margin of Main Street to the point of beginning of the lot herein described, of Main Street to the point of beginning of the lot herein described, and from said beginning point last described run north 89 deg. east 246 feet, thence north 2 deg. 30 min. west a distance of 86 feet parallel with the section line of Section 23, Township 21, Range 1 West to the south line of the Sinnott lot, run thence south 89 deg. west 246 feet along the south line of the Sinnott lot to the east margin of North Main Street, run thence south 2 deg. 30 min. east along the east margin of North Main Street 86 feet to the point of beginning of the lot herein conveyed, and said lot being a part of the East ½ of the Southeast Quarter of Section 23, Township 21, Range 1 West, and being a part of lot 102 Horsley's map of Columbiana. Subject to a reservation appearing in that certain deed recorded in deed book 89 page 290 in probate office of Shelby County, Al.

Inst # 1997-01149