

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

IN RE:

**ROYAL CONSTRUCTION AND
DEVELOPMENT, INC.,
Debtor.**

**BANKRUPTCY CASE NO.:
00-00794-BGC-7**

TRUSTEE'S DEED

This Deed executed this the 19th day of May, 2000, by Max C. Pope, as and only as the Trustee of the above named bankruptcy estate ("Pope"), be it therefore witnesseth that:

WHEREAS, an involuntary petition for relief in the United States Bankruptcy Court for the Northern District of Alabama ("Bankruptcy Court"), under Chapter 7 Title 11 was filed against Royal Construction and Development, Inc., on February 8, 2000.

WHEREAS, on February 15, 2000, an Order for Relief was entered in the above named bankruptcy estate.

WHEREAS, Pope was appointed Trustee of Royal Construction and Development, Inc. bankruptcy estate by Order of the Bankruptcy Court, and Pope having qualified as such Trustee, and entered into a proper bond, and Pope having continued to act and now acting and serving in such capacity as Trustee.

WHEREAS, on April 13, 2000, Pope filed a motion for authority to sale the property described in Exhibit A by private sale.

WHEREAS, pursuant to an Order of the Bankruptcy Court in this case dated May 18, 2000, Pope is authorized to sale the property described on Exhibit A to Pinnacle Bank. A copy of the Order is attached hereto as Exhibit B.

NOW THEREFORE, Pope, as and only as Trustee of the bankruptcy estate of Royal Construction and Development, Inc., in consideration of the power and authority vested in him as Trustee, and upon the payment to him of the sum of \$3,000.00, the receipt of which is hereby acknowledged, does hereby remise, release, quitclaim, grant, sell and convey to Pinnacle Bank ("Grantee"), all his right, title, interest and claim in and to the property described in Exhibit A.

Inst # 2000-17618

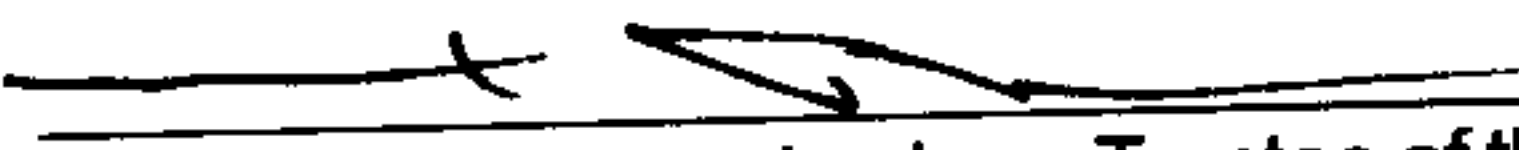
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SHELBY COUNTY JUDGE OF PROBATE
006 MMS 22.00**

POPE HAS MADE NO AFFIRMATION OF FACT AND HAS MADE NO PROMISE RELATING TO THE REAL PROPERTY SUBJECT TO THIS CONVEYANCE WHICH HAS BECOME ANY BASIS OF THE BARGAIN MADE OR HAS CREATED OR AMOUNTED TO AN EXPRESSED WARRANTY THAT THE REAL PROPERTY DESCRIBED HEREIN ABOVE CONFORMS TO ANY SUCH AFFIRMATION OR PROMISE.

POPE IS SELLING THE ABOVE-DESCRIBED REAL PROPERTY "AS IS, WHERE IS", AND DISCLAIMS ANY IMPLIED WARRANTIES WITH RESPECT TO SUCH REAL PROPERTY.

TO HAVE AND TO HOLD, said real property unto said Grantee, Pinnacle Bank, its heirs and assigns, forever, subject however, to those exceptions noted on Exhibit A.

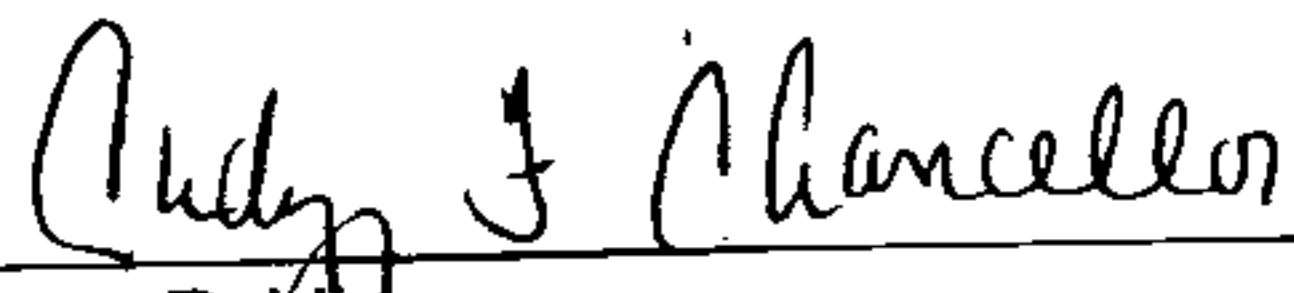
WITNESS WHEREOF, Max C. Pope has hereunto set his hand and seal on this the 19 day of May, 2000.


Max C. Pope, as and only as Trustee of the Bankruptcy Estate of Royal Construction and Development, Inc.

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a notary public in and for said state and county, hereby certify that Max C. Pope, whose name as Trustee of the bankruptcy estate of Royal Construction and Development, Inc., is signed to the foregoing Trustee's Deed, and who is known to me, acknowledged before me on this date, he, in his capacity as Trustee, executed the same voluntarily on the date same bears date.

Given under my hand and seal this the 19 day of MAY, 2000.


Notary Public

My Commission expires: 11/16/2000

EXHIBIT "A"

Lot 425, according to the Amended Map of Old Cahaba Lakewood Sector, as recorded in Map Book 25, page 26, in the Probate Office of Shelby County, Alabama

Subject to the following:

1. Payment of all taxes, charges, assessments, levied and assessed against subject premises, which are due and payable.
2. Mortgage dated 7-2-99, executed by Royal Construction and Development Company, Inc. to Pinnacle Bank, filed for record 7-20-99, recorded in Instrument 1999-30275, in the Probate Office of Shelby County, Alabama.
3. Municipal assessments, if any, due to the City of Helena.
4. 20 foot building line, as shown by recorded map.
5. 10 foot easement on rear, as shown by recorded map.
6. Restrictions as shown by recorded map.
7. The rights of upstream and downstream riparian owners with respect to Cahaba River, bordering subject property.
8. Right of way to Shelby County, recorded in Volume 155, page 331; Volume 155, page 425 and Lis Pendens Book 2, page 165, in the Probate Office of Shelby County, Alabama.
9. Right of Way granted to Alabama Power Company by instrument recorded in Volume 247, page 853; Volume 131, page 447 and Volume 139, page 238, in the Probate Office of Shelby County, Alabama
10. Mineral and mining rights and rights incident thereto recorded in Volume 61, page 164, in the Probate Office of Shelby County, Alabama.
11. Covenants and agreements relating to roadway easement, recorded in Volume 133, page 277, in the Probate Office of Shelby County, Alabama.
12. Timber deed recorded in Instrument 1997-28869, in the Probate Office of Shelby County, Alabama.

13. Right of way to BellSouth Mobility, recorded in Instrument 1998-26454, in the Probate Office of Shelby County, Alabama.
14. Restrictions appearing of recorded in Instrument 1998-29995; Instrument 1998-29993; Instrument 1998-19220; Instrument 1999-29872 and Instrument 1999-42849, in the Probate Office of Shelby County, Alabama.
15. Restrictions or Covenants recorded in Instrument 1999-2669, in the Probate Office of Shelby County, Alabama.

EXHIBIT "B"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

IN RE:

**ROYAL CONSTRUCTION AND
DEVELOPMENT, INC., and
NATHAN E. GILBERT,**

Debtors.

**BANKRUPTCY CASE NO.:
00-00794-BGC-7**

Jointly Administered.

ORDER

This matter came before this Court on the Trustee's Eighth Motion for Authority to Sell Property of the Estate by Private Sale Free and Clear of Liens and Other Interests on May 15, 2000, after adequate notice. Appearances were noted in the record. No objections were filed with respect to the proposed sale, nor were any voiced at the hearing.

The property sought to be sold is as follows:

Lot 425, according to the Amended Map of Old Cahaba Lakewood Sector, as recorded in Map Book 25, page 26, in the Probate Office of Shelby County, Alabama.

Lot 426, according to the Amended Map of Old Cahaba Lakewood Sector, as recorded in Map Book 25, page 26, in the Probate Office of Shelby County, Alabama.

The motion provides that the above property is to be sold to Pinnacle Bank for the purchase price of \$3000.00 per parcel. Pinnacle Bank holds the first mortgage on each of the parcels. The motion further provides that there will be no tax prorations with respect to the property to be sold, and that the purchaser will be responsible for any monies owed to the Cahaba Valley Fire District.

THEREFORE, IT IS ORDERED, ADJUDGED AND DECREED, as follows:

1. The sale of the two parcels of property described above to Pinnacle Bank is hereby **APPROVED**.
2. The sale of the above referenced property is free and clear of all liens and interests, claims and encumbrances on said property other than the mortgage of Pinnacle Bank, and any and all liens, interests, claims and encumbrances on said property shall attach to the proceeds of the sale in the order of and extent of their priority.

3. This Order will be effective upon its entry by the Clerk of Court, and shall not be stayed pursuant to the provisions of Rule 6004(g) of the Federal Rules of Bankruptcy Procedure.

Done this 18th day of May, 2000.


BENJAMIN G. COHEN
UNITED STATES BANKRUPTCY JUDGE

This Order prepared by
William Dennis Schilling
205-328-0464

Inst # 2000-17618

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SHELBY COUNTY JUDGE OF PROBATE
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