

THE SUBJECT PROPERTY IN THIS CONVEYANCE LIES PARTIALLY IN JEFFERSON AND SHELBY COUNTIES. GRANTOR HAS PAID IN FULL THE TRANSFER TAXES DUE PURSUANT TO ALA. CODE SECTION 40-22-1 TO JEFFERSON COUNTY AND IS RECORDING THIS CONVEYANCE IN BOTH COUNTIES.

Send tax notice to: Galleria Woods Gardens Associates, LLC & Birmingham-Riverside Realty, LLC c/o Harbor Group Management Co. 555 East Main Street, Suite 1700 Norfolk, Virginia 23510	This instrument prepared by: William R. Sylvester, Esquire Walston, Wells, Anderson & Bains, LLP 1819 Fifth Avenue North, Suite 1100 Birmingham, Alabama 35283-0642
---	---

Jeff Co - 9970
Shelby Co - 170

STATUTORY WARRANTY DEED

STATE OF ALABAMA

JEFFERSON COUNTY

20050106000008800 Pg 1/7 30.00
Shelby Cnty Judge of Probate, AL
01/06/2005 15:34:00 FILED/CERTIFIED

19.50
3227.00
3246.50

3226848

THIS CONVEYANCE was executed and delivered as of the 5th day of January, 2005 by **CROWNE WOODS ASSOCIATES, LTD.**, an Alabama limited partnership (the "Grantor") to **GALLERIA WOODS GARDENS ASSOCIATES, LLC**, a Virginia limited liability company, as to an undivided 54.3477 % interest, and **BIRMINGHAM-RIVERSIDE REALTY, LLC**, a Delaware limited liability company, as to an undivided 45.6521 % interest (collectively, the "Grantees").

RECITALS:

A. The Grantor holds an undivided 60.77% interest (the "Subject Interest") in the land described on **Exhibit "A"** attached hereto and incorporated by reference, together with the improvements thereon (herein the "Subject Property").

B. The Grantor has agreed to convey its interest in the Subject Property to the Grantees for the consideration hereinafter recited.

KNOW ALL MEN BY THESE PRESENTS:

That in consideration of Ten Dollars (\$10.00) and other valuable consideration in hand paid by the Grantees to Grantor, the receipt and sufficiency of which is acknowledged, the Grantor does by these presents, grant, bargain, sell and convey the Subject Interest unto the Grantees, together with all of the rights, tenements, hereditaments, and appurtenances thereto belonging or in any way appertaining.

TO HAVE AND TO HOLD unto Grantees, their successors and assigns forever; subject, however, to the matters set forth on Exhibit B attached hereto and made a part hereof.

It is the understanding and intent of the Grantor and Grantees that fee simple title to the Subject Property be vested in the Grantees, subject to the Permitted Exceptions, by virtue of the Grantor's conveyance of the Subject Interest to Grantees hereunder and the conveyances by Alan D. Levow, Crowne Woods Exchange Group, LLC, and Fairway Investments, L.L.C. of additional interests to the Grantees under Statutory Warranty Deeds executed contemporaneously herewith.

\$17526630¹² of the consideration for this conveyance was funded through a mortgage filed of record contemporaneously herewith.

[The remainder of this page has been intentionally left blank. A signature page for the Grantor follows this page.]

IN WITNESS WHEREOF, the Grantor has caused this conveyance to be executed and delivered as of the date first shown above.

CROWNE WOODS ASSOCIATES, LTD., an
Alabama limited partnership

By: Crowne Group VI, L.L.C., an Alabama
limited liability company, its sole General
Partner

By: 
Its: Authorized Member

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Alan Z. Engel, whose name as Authorized Member of Crowne Group VI, L.L.C., which is the authorized General Partner of Crowne Woods Associates, Ltd., an Alabama limited partnership, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such Authorized Member and with full authority, executed the same voluntarily for and as the act of said company, in its capacity as the authorized General Partner of said limited partnership.

Given under my hand and official seal this 4th day of January, 2005.

[SEAL]

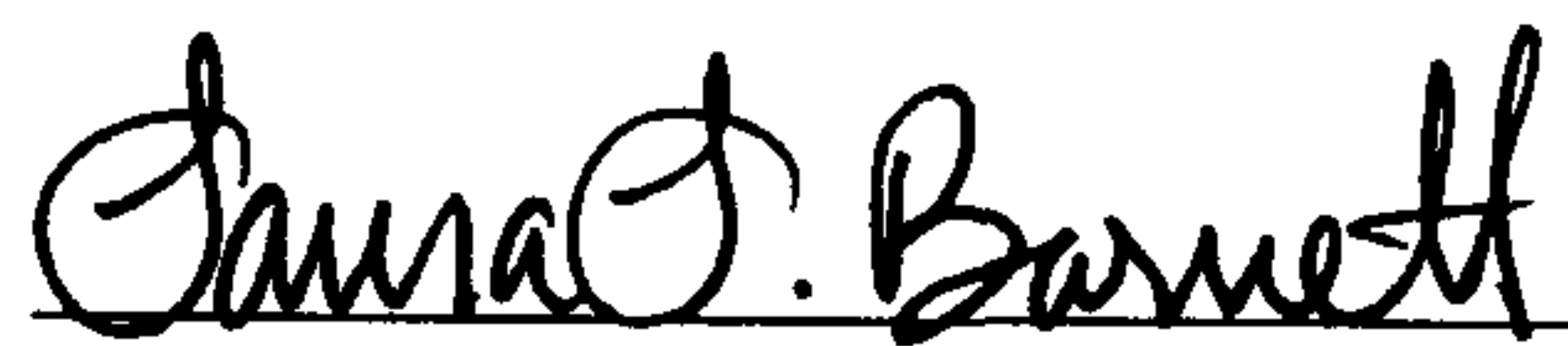

Notary Public
My Commission Expires: 1/15/06

EXHIBIT A

Legal Descriptions

Parcel I

Lot 4-A, according to A Resurvey of Lot 4, Crowne Resurvey of Galleria Woods, First Addition, as recorded in Map Book 32, Page 35, in the Probate Office of Jefferson County, Alabama, Bessemer Division.

Together with all rights acquired in Amendment No. 2 to the Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase (Business) recorded in Birmingham Real 1437, Page 570, et seq., Bessemer Real 348, Page 878, et seq., and Shelby Book 19, Page 633, et seq.

Parcel II

Lot 3, Crowne Resurvey of Galleria Woods, First Addition, as recorded in Map Book 30, Page 77, in the Probate Office of Jefferson County, Alabama, Bessemer Division, and in Map Book 21, Page 91, in the Probate Office of Shelby County, Alabama.

Together with all rights acquired in Amendment No. 2 to the Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase (Business) recorded in Birmingham Real 1437, Page 570, et seq., Bessemer Real 348, Page 878, et seq., and Shelby Book 19, Page 633, et seq.

EXHIBIT B

Permitted Exceptions

Parcel I:

1. 2005 ad valorem taxes which are a lien but not yet due and payable.
2. Rights of parties in possession as tenants only, without the option to purchase or the right of first refusal to purchase.
3. Those matters set out in that plat of A Resurvey of Lot 4, Crowne Resurvey of Galleria Woods, recorded in Bessemer Map Book 32, page 35, including building lines and easements, as shown on that survey dated November 2004, by Weygand Surveyors, Inc., Work Order No. 40303, last revised December 22, 2004, (the "Lot 4-A Survey").
4. Those matters affecting Lot 4-A set out in that plat of Crowne Resurvey of Galleria Woods, First Addition, recorded in Bessemer Map Book 30, page 77, and in Map Book 21, page 91, including power lines, as shown on the Lot 4-A Survey.
5. Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto as recorded in Bessemer Real 220, page 190, et seq., Birmingham Real 1035, Page 584, et seq.; Birmingham Deed 3642, page 258, et seq.; Bessemer Deed 492, page 471, et seq; and Bessemer Instrument Number 9760/2783.
6. Amendment No. 2 to the Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase (Business), recorded in Birmingham Real 1437, page 570, et seq., and in Bessemer Real 348, page 878, et seq., and refiled in Shelby Book 19, page 633, et seq.
7. Use restrictions for parking garage, maintenance facilities and ancillary uses for apartment complex as set out in that deed dated February 25, 1997, and recorded February 25, 1997, as Bessemer Instrument No. 9760/2783, as shown on the Lot 4-A Survey.
8. Amended and Restated Agreement Regarding Development Densities in Bessemer Instrument Number 9760/4194.
9. Easements and Rights of Way granted Alabama Power Company and recorded in Bessemer Deed 351, page 498, et seq.
10. Grant of Easement to TCI Cablevision of Alabama, Inc., dated April 2, 1998, and recorded June 7, 2000, under Bessemer Instrument Number 200061/4876.

Parcel II:

1. 2005 ad valorem taxes which are a lien but not yet due and payable.
2. Rights of parties in possession as tenants only, without the option to purchase or the right of first refusal to purchase.
3. The rights of upstream and downstream riparian owners with respect to Cahaba River and Patton Creek.
4. Rights of Way granted to Jefferson County, Alabama, for sewer purposes, as recorded that Order of Condemnation dated June 25, 1984, and recorded December 13, 2004, as Birmingham Instrument No. 200416/6060 and Bessemer Instrument No. 200464/0446; Real 1032, page 260, et seq., and as shown in plats recorded in Shelby Map Book 21, page 91, and Bessemer Map Book 30, page 77, et seq., as shown on that survey dated November 2004, by Weygand Surveyors, Inc., Order No. 40303, last revised December 22, 2004, (the "Lot 3 Survey").
5. Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto as recorded in Birmingham Real 1035, Page 584, et seq., and in Bessemer Real 220, page 190, et seq.; Birmingham Deed 3642, page 258, et seq., and Bessemer Deed 492, page 471, et seq.
6. Amendment No. 2 to the Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase Business as recorded in Birmingham Real 1437, page 570, et seq., and Bessemer Real 348, page 878, et seq., and Shelby Book 19, page 633, et seq.
7. Amended and Restated Agreement Regarding Development Densities under Bessemer Instrument Number 9760/4194.
8. Right of Way Deed dated December 15, 1998, and recorded December 18, 1998, under Bessemer Instrument Number 9863/4384, as shown on the Lot 3 Survey.
9. Patton Transfer Pump Station Access Road Easement dated December 4, 1998, and recorded December 18, 1998 under Bessemer Instrument Number 9863/4386, as shown on the Lot 3 Survey.
10. Easement to Bell South appearing of record under Birmingham Instrument Number 200013/2818, as shown on the Lot 3 Survey.
11. Grant of Easement to TCI Cablevision of Alabama, Inc., dated March 3, 1999, and recorded June 7, 2000, under Bessemer Instrument Number 200061/4879.
12. Easement dated September 4, 2003, and recorded September 5, 2003, under Birmingham Instrument No. 200313/8914, and September 10, 2003, under Bessemer Instrument Number 200363/4203, as shown on the Lot 3 Survey.

13. A presently unrecorded Right-Of-Way Deed for sanitary sewer purposes from Crowne Woods Associates, Ltd., to Jefferson County, dated October 29, 2004, as set out in the Lot 3 Survey.

20050106000008800 Pg 7/7 30.00
Shelby Cnty Judge of Probate, AL
01/06/2005 15:34:00 FILED/CERTIFIED

State of Alabama - Jefferson County
I certify this instrument filed on:
2005 JAN 06 01:42:04:89PM
Recorded and \$ 3,227.00 Mtg. Tax
and \$ 19.50 Deed Tax and Fee Amt.
\$ 19.50 Total \$ 3,246.50
MICHAEL F. BOLIN, Judge of Probate

200560/0598 BESS