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This instrument was prepared by:  
Scott A. Abney  
Maynard, Cooper & Gale, P.C.  
1901 Sixth Avenue North  
2400 Regions Harbert Plaza  
Birmingham, Alabama 35203

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Send Tax Notice To:  
V&S Clark Substations LLC  
1000 Buckeye Park Road  
Columbus, OH 43207  
Attn: \_\_\_\_\_

STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

**GENERAL WARRANTY DEED**

KNOW ALL MEN BY THESE PRESENTS that, for and in consideration of the sum of One Million Seven Hundred Thousand and no/100---(\$1,700,000.00)---and other good and valuable consideration to the undersigned Grantor in hand paid by the Grantees herein, the receipt whereof is hereby acknowledged, **C-K QUANTUM ENTERPRISES, INC., an Ohio corporation** (the "Grantor"), does hereby grant, bargain, sell and convey unto **V&S CLARK SUBSTATIONS LLC, an Ohio limited liability company** (the "Grantee"), the real estate lying and being situated in Shelby County, Alabama and being more particularly described on Exhibit A attached hereto and made a part hereof.

It is expressly understood and agreed that this conveyance is made subject to the following:

1. Taxes due and payable October 1, 2011, and subsequent years.
2. Mineral interests that are not owned by Grantor.
3. Right of way to Alabama Power Company recorded in Volume 99, Page 463, in the Probate Office of Shelby County, Alabama (the "Probate Office").
4. Easement to the City of Calera recorded in Instrument #20040318000138150 in the aforesaid Probate Office.
5. Rights of upstream and downstream riparian owners with respect to any body of water which may lie adjacent to, and/or traverse through the subject property.
6. Any encroachment, encumbrance, violation, variation or adverse circumstances affecting the subject property that would be disclosed by an accurate and complete survey.
7. Any other conditions, restrictions and encumbrances appearing of record in the aforesaid Probate Office, if any.

TO HAVE AND TO HOLD to the Grantee, its successors and assigns forever;

Shelby County, AL 05/06/2011  
State of Alabama  
Deed Tax: \$1700.00



20110506000137900 1/3 \$1718.00  
Shelby Cnty Judge of Probate, AL  
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And the Grantor does for itself and for its successors and assigns covenant with the Grantee, its successors and assigns, that the Grantor is lawfully seized in fee simple of said premises; that it is free from all encumbrances, unless otherwise noted above; that the Grantor has a good right to sell and convey the same as aforesaid; that the Grantor will, and its successors and assigns shall, warrant and defend the same to the Grantee, its successors and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, the undersigned Grantor has executed this instrument on this the 2<sup>nd</sup> day of May, 2011.

C-K QUANTUM ENTERPRISES, INC.,  
an Ohio corporation

Anthony Codispoti  
By: ANTHONY CODISPOTI  
Its: PRESIDENT

STATE OF Ohio )

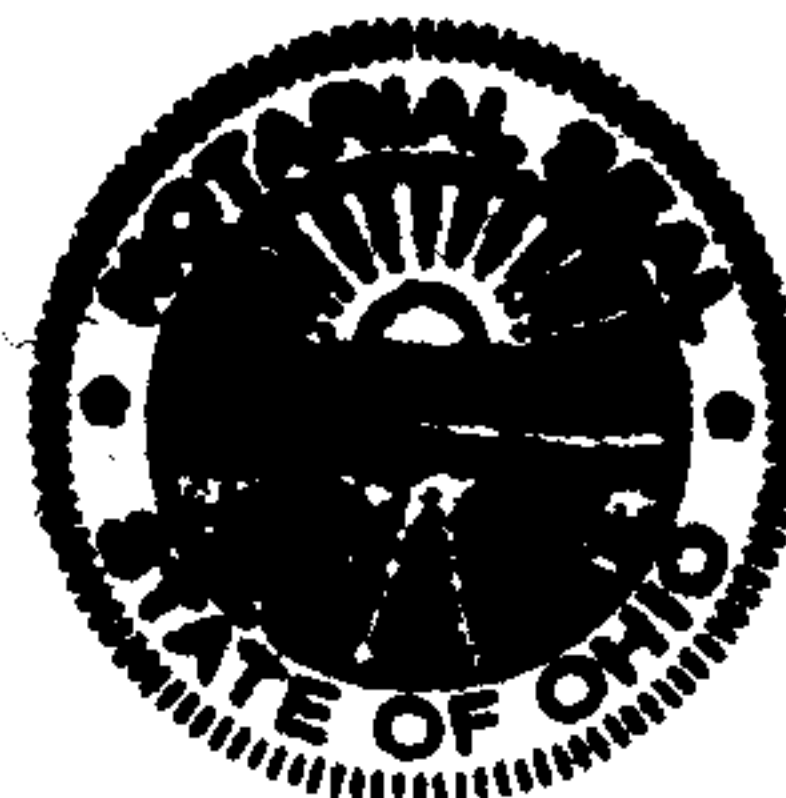
COUNTY OF Stark )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Anthony Codispoti, whose name as President of C-K Quantum Enterprises, Inc., an Ohio 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, s/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 2<sup>nd</sup> day of May, 2011.

Karen S. Hawk  
Notary Public  
My Commission Expires: 4-3-2015  
[SEAL]

20110506000137900 2/3 \$1718.00  
Shelby Cnty Judge of Probate, AL  
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Karen S. Hawk  
Notary Public, State of Ohio  
My Commission Expires 04-03-2015




## **EXHIBIT A**

### **[Description of Property]**

Commence at the SW corner of the SW  $\frac{1}{4}$  of the SW  $\frac{1}{4}$  of Section 28, Township 21 South, Range 2 West; thence run S 79 degrees 27 minutes 28 seconds East along the South line thereof for a distance of 1341.69 feet to the Easterly right of way of U.S. #31, thence run North 10 degrees 52 minutes 28 seconds West along said right of way for a distance of 374.52 feet to the point of beginning of a curve to the right having a central angle of 07 degrees 17 minutes 16 seconds and a radius of 2730.14 feet and a chord bearing of North 07 degrees 13 minutes 50 seconds West; thence run along the arc of said curve for a distance of 347.26 feet to the Point of Beginning; thence continue along the arch of said curve for a distance of 259.08 feet; thence run North 01 degree 51 minutes 02 seconds East for a distance of 274.22 feet; thence leaving said right of way run North 89 degrees 59 minutes 32 seconds East for a distance of 864.05 feet to the centerline of Camp Branch; thence run the following calls along said centerline South 09 degrees 09 minutes 15 seconds East for a distance of 157.53 feet; thence run South 19 degrees 46 minutes 52 seconds West for a distance of 211.85 feet; thence run South 70 degrees 25 minutes 22 seconds West for a distance of 158.10 feet; thence run South 62 degrees 51 minutes 22 seconds West for a distance of 165.81 feet; thence run South 56 degrees 09 minutes 22 seconds West for a distance of 89.18 feet; thence leaving said centerline run North 89 degrees 59 minutes 52 seconds West for a distance of 451.76 feet to the Point of Beginning.

Less and Except any part of subject property lying within a road right of way and all being situated in Shelby County, Alabama.

  
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