

STATE OF ALABAMA     )  
                              :  
COUNTY OF SHELBY    )

DEED AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

That in consideration of ten dollars and other good and valuable consideration paid by The Water Works and Sewer Board of the City of Birmingham, a public corporation, (the "Board") to AmSouth Bank of Alabama, as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio ("AmSouth/NationsBank") AmSouth/NationsBank does by these presents grant, bargain, sell, assign, transfer and convey to the Board and its successors and assigns, all right, title and interest in and to all of the sanitary sewer trunklines, pipelines, force mains, gravity flow mains, sewer laterals, lift stations, pumping stations and related appurtenances, appliances, fixtures and equipment (the "Property") which are now located on or under the surface of that certain real property situated in Shelby County, Alabama which is described on Exhibit A attached hereto and incorporated herein by this reference.

AmSouth/NationsBank does, for itself and its successors and assigns, hereby covenant with the Board and its successors and assigns that it is lawfully seized in fee simple and/or has good and marketable title in and to the Property; that the Property is free from all encumbrances; that it has a good right to sell, assign, transfer and convey the Property as aforesaid; and that AmSouth/NationsBank, and its successors and assigns shall warrant and defend the same to the Board, and its successors and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, AmSouth Bank of Alabama, as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio, has caused this instrument to be duly executed on this 19th day of December, 1994.

AmSouth Bank of Alabama, as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio

ATTEST:

Linda L. Leha  
Its: Asst Vice President  
and Trust Officer

By:

[Signature]  
Its: VICE PRESIDENT & TRUST OFFICER

234498.1

12/21/1994-37059  
11:31 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
003 MCD 15.50

Clayton

Inst # 1994-37059

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a Notary Public in and for said County in said State hereby certify that John A Bostwick whose name as Vice President / Trust Officer of AmSouth Bank of Alabama, a state banking corporation, as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio, is signed to the foregoing Deed and Bill of Sale, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Deed and Bill of Sale, he, as such officer and with full authority, executed the same voluntarily for and as the act of said state banking corporation acting in its capacity as Ancillary Trustee as aforesaid.

Given under my hand and official seal this the 19th day of December, 1994.

Deri Benfield  
Notary Public

AFFIX SEAL

My commission expires: 4/21/97

This instrument prepared by:  
Jack P. Stephenson, Esq.  
Burr & Forman  
SouthTrust Tower  
420 North 20th Street, Suite 3000  
Birmingham, Alabama 35203

December 15, 1994

A parcel of land to be known as Brook Highland 11th Sector 1st Phase situated in Sections 30 and 31, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Begin at the Northwest corner of Lot 1028 in Brook Highland 10th Sector 2nd Phase as recorded in Map Book 18, on Page 36 A & B, in the Office of the Judge of Probate, Shelby County, Alabama, thence run in a Southeasterly direction along the Southwest line of said Lot 1028 and, also along the Southwest line of Lot 1029 in said Brook Highland 10th Sector 2nd Phase, for a distance of 273.79 feet to the Northwest corner of Lot 1030 in said Brook Highland 10th Sector 2nd Phase; thence turn an angle to the right of 8 degrees 16 minutes 45 seconds and run in a Southeasterly direction along the Southwest line of said Lot 1030 for a distance of 245.00 feet to a point on the Northwest right-of-way of Brook Highland Parkway as recorded in Map Book 12, on Pages 71 and 72, in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the right of 89 degrees 59 minutes 12 seconds and run in a Southwesterly direction along the Northwest line of said Brook Highland Parkway for a distance of 1,013.12 feet to a point on a curve to the left having a central angle of 5 degrees 37 minutes 53 seconds and a radius of 813.94 feet; thence run in a Southwesterly direction along the arc of said curve and, also along the Northwest line of said Brook Highland Parkway, for a distance of 80.00 feet to a point; thence turn an angle to the right of 52 degrees 09 minutes 37 seconds from the chord of last stated curve and run in a Northwesterly direction for a distance of 937.81 feet to a point on the East line of Eagle Ridge Apartments as recorded in Deed Book 67, on Page 967, in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the right of 89 degrees 51 minutes 50 seconds and run in a Northeasterly direction along the East line of said Eagle Ridge Apartments for a distance of 500.84 feet to an iron pin found at the Northeast corner of said Eagle Ridge Apartments; thence turn an angle to the right of 71 degrees 06 minutes 38 seconds and run in a Northeasterly direction for a distance of 22.48 feet to a point; thence turn an angle to the left of 75 degrees 45 minutes 05 seconds and run in a Northeasterly direction for a distance of 476.38 feet to a point; thence turn an angle to the right of 88 degrees 41 minutes 54 seconds and run in a Southeasterly direction for a distance of 328.24 feet to a point; thence turn an angle to the right of 10 degrees 28 minutes 19 seconds and run in a Southeasterly direction for a distance of 401.87 feet to a point; thence turn an angle to the left of 25 degrees 03 minutes 25 seconds and run in a Northeasterly direction for a distance of 141.85 feet to a point; thence turn an angle to the left of 28 degrees 41 minutes 00 seconds and run in a Northeasterly direction for a distance of 119.92 feet to a point; thence turn an angle to the right of 18 degrees 10 minutes 00 seconds and run in a Northeasterly direction for a distance of 63.15 feet to a point; thence turn an angle to the left of 18 degrees 10 minutes 00 seconds and run in a Northeasterly direction for a distance of 160.69 feet to the Northwest corner of Lot 1027 in said Brook Highland 10th Sector 2nd Phase; thence turn an angle to the right of 90 degrees 00 minutes 00 seconds and run in a Southeasterly direction along the Southwest line of said Lot 1027 for a distance of 150.00 feet to the Southwest corner of said Lot 1027; thence turn an angle to the right of 9 degrees 27 minutes 44 seconds and run in a Southeasterly direction crossing Somerset Lane in said Brook Highland 10th Sector 2nd Phase for a distance of 60.83 feet to the point of beginning. Said Brook Highland 11th Sector 1st Phase containing 32.64 acres, more or less.

Kenneth B. Weygand, Reg. Engr. - L.S. #11764-37059

Inst # 1994-37059

EXHIBIT A

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