

This instrument prepared  
without examination of title by:  
Mary P. Thornton  
Dominick, Fletcher, Yeilding,  
Wood & Lloyd, P.A.  
2121 Highland Avenue  
Birmingham, Alabama 35205

Send Tax Notice To:

Taylor Properties, L.L.C.  
#1 Shades Creek Parkway  
Birmingham, Alabama 35209

---

**DEED OF MERGER**

---

STATE OF ALABAMA     )  
                                  )  
SHELBY COUNTY         )

1995-02030

WHEREAS, SCHOOL HOUSE PROPERTIES, an Alabama general partnership ("Partnership") was merged into TAYLOR PROPERTIES, L.L.C., an Alabama limited liability company ("LLC") effective December 31, 1994 (the "Merger"), pursuant to the Articles of Merger recorded in the Office of the Secretary of State of Alabama and in the Probate Office of Shelby County, Alabama; and

WHEREAS, the general partners of the Partnership are Wendell H. Taylor, Penny Taylor Fuller, Wendell H. Taylor, Jr., Daniel B. Taylor and Lindsay Taylor McGraw (together, the "Partners"); and

WHEREAS, prior to the Merger, the Partnership owned property, both real and personal, which property was conveyed to the LLC as a result of the Merger ("Conveyed Properties") by operation of Section 10-12-56 of the Code of Alabama (1975), as amended; and

WHEREAS, the Partners of the Partnership wish by this Deed to memorialize and confirm the conveyance to the LLC of all real property partially comprising the Conveyed Properties and to insure that the conveyance of such real property is made of public record.

NOW THEREFORE, in consideration of the Merger, the assumption by the LLC of the Future Advance Mortgage, Assignment of Rents and Leases and Security Agreement in favor of Compass Bank (formerly known as Central Bank of the South) and recorded as Instrument #1993-32536, as amended (the "Compass Bank Mortgage") and other good and valuable consideration, in hand paid by the LLC as surviving entity of the Merger, the receipt and sufficiency of which are hereby acknowledged, the Partnership does hereby grant, bargain, sell and convey unto the LLC any and all real property situated, lying, and being in Shelby County, State of Alabama, to which, as of the date hereof, title is vested in the name of School House Properties, an Alabama general partnership.

SUBJECT TO: (1) Mortgages and encumbrances of record, including the Compass Bank Mortgage; (2) Covenants, restrictions, easements, rights-of-way and other matters of record; (3) Ad valorem taxes and assessments due and payable for 1995 and subsequent years; and (4) Mineral and mining rights not owned by the Partnership.

Inst # 1995-02030

01/25/1995-02030  
09:44 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 MCD 13.00

TO HAVE AND TO HOLD unto the said LLC, its successors and assigns, in fee simple forever, the above granted real property, together with the tenements and appurtenances thereto belonging or in any wise appertaining.

IN WITNESS WHEREOF, the Partnership has hereunto set its signature and seal this 30<sup>th</sup> day of December, 1994.

SCHOOL HOUSE PROPERTIES, an Alabama  
general partnership

By: Wendell H. Taylor  
Wendell H. Taylor  
Its General Partner

STATE OF ALABAMA     )  
                                      )  
JEFFERSON COUNTY    )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Wendell H. Taylor, whose name as General Partner of School House Properties, an Alabama general 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 such conveyance, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and seal, this 30<sup>th</sup> day of December, 1994.

Rebecca J. Greathouse  
Notary Public

[SEAL]

My commission expires:

11-4-98

tp/tcc8:tpmerg.dcd

Page 2 Inst # 1995-02030

01/25/1995-02030  
09:44 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 HCB 13.00