

This instrument prepared by:

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WARRANTY DEED

STATE OF ALABAMA)
COUNTY OF SHELBY)

Inst # 1996-23094

07/17/1996-23094
02:36 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 621.00

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the sum of Six Hundred Ten Thousand and No/100 Dollars (\$610,000), in hand paid to THE UTILITIES BOARD OF THE CITY OF HELENA, ALABAMA, a public corporation organized under the laws of the State of Alabama (herein called the "Grantor"), by ALABAMA GAS CORPORATION, an Alabama corporation (herein referred to as the "Grantee"), the receipt and sufficiency whereof are hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, its successors and assigns, the following described properties located in Shelby County, Alabama, to-wit:

The entire natural gas distribution system owned or operated by the Grantor to distribute natural gas in and about the City of Helena including, without limitation, all mains, services, odorizers, regulators, valves and meters together with all of the other properties, real, personal, and mixed, tangible and intangible, forming a part of or used in connection with the operation of the said natural gas distribution system, including also all lands, easements, rights-of-way, crossing agreements, and interest in lands which are owned by the Grantor and used in the operation of said natural gas distribution system, and all franchises, permits, privileges, immunities, and licenses pursuant to which the Grantor is authorized to engage in the operation of said natural gas distribution system; excepting however, from this deed of conveyance cash on hand and on deposit, gas deposits, accounts receivable, notes receivable, construction advances, accounts payable, notes payable, inventory, motor vehicles, trencher and tractor equipment, office furniture, fixtures and equipment, computer equipment and programming, gas workshop equipment, radio equipment, welding equipment, and buildings other than odorizing and regulation station buildings.

The preceding subparagraph is subject to the understanding and agreement of the Grantor and Grantee that in some locations the Grantor maintains facilities for multiple services (i.e. gas lines together with water and/or sewer lines) in the same easement or right-of-way and that with respect to such shared easements and right-of-way, the Grantor hereby grants to Grantee its successors and assigns only such license, easement and right-of-way as is necessary for Grantee to operate, repair, renew, replace, install, inspect, remove, change the size of and modify the natural gas pipes, mains and appliances and appurtenances located in such shared easements and right-of-way, in all cases such grant being subject to the terms of applicable easement and right-of-way agreements between the Grantor and its respective

grantors.

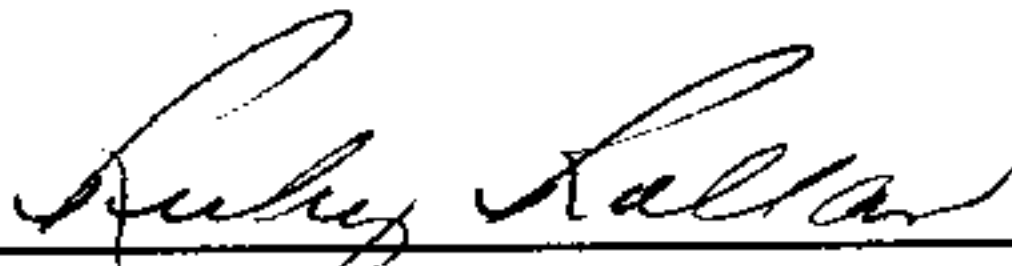
TO HAVE AND TO HOLD the said real estate and other properties unto the Grantee, its successors and assigns, forever, subject, however, to existing rights-of-way and easements for public roads and public utilities now in actual use.

AND the Grantor does for itself and for its successors and assigns, covenant with the Grantee, its successors and assigns, that it is lawfully seized in fee simple of said real estate and other properties; that said real estate and other properties are free from all liens and encumbrances except as aforesaid; that it has a good right to sell and convey the same as aforesaid; and that it 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 except those claiming under the aforesaid existing rights-of-way and easements for public roads and public utilities now in actual use.

IN WITNESS WHEREOF, The Utilities Board of the City of Helena has caused this instrument to be executed in its name and behalf by its duly authorized representatives, on this 10th day of July, 1996.

ATTEST:

**THE UTILITIES BOARD
OF THE CITY OF HELENA**



By: Ruby Rollan
Its: Secretary



By: Charles W. Penhale
Its: Chairman

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I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Charles W. Penhale, whose name as Chairman of The Utilities Board of the City of Helena, Alabama, 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 officer and with full authority, executed the same voluntarily for and as the act of said Board.

Given under my hand and official seal, this the 10th day of July, 1996.



NOTARY PUBLIC

My Commission Expires
May 13, 2000

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