

This instrument was prepared by:
Timothy D. Davis, Esq.
Gordon, Silberman, Wiggins & Childs, P.C.
1400 SouthTrust Tower
Birmingham, Alabama 35203

Send Tax Notice to:
Coosa United Properties, L.L.C.
824 Heatherwood Trail
Birmingham, Alabama 35244

STATUTORY WARRANTY DEED

STATE OF ALABAMA :)

) KNOW ALL PERSONS BY THESE PRESENTS:

COUNTY OF SHELBY :)

That in consideration of Two Million One Hundred Sixty-Eight Thousand Five Hundred Seventy-Two and No/100 Dollars (\$2,168,572.00) to the undersigned Grantor, **W. C. RICE OIL CO., INC., an Alabama corporation** (hereinafter referred to as GRANTOR), in hand paid by the GRANTEE herein, the receipt of which is hereby acknowledged, the said GRANTOR does by these presents, grant, bargain, sell and convey unto **COOSA UNITED PROPERTIES, L.L.C., an Alabama limited liability company** (herein referred to collectively as GRANTEE), the following described real estate situated in Shelby County, Alabama to-wit:

(See attached Exhibit "A" for legal description of real estate)

SUBJECT TO:

1. Ad Valorem taxes for the year 1997 and subsequent years.
2. Right of Way granted to Alabama Power Company by instrument recorded in Volume 232, page 387, in the Probate Office of Shelby County, Alabama (PARCEL I ONLY).
3. Easement for Alabama Power Company, as recorded in Volume 226, page 595, in the Probate Office of Shelby County, Alabama (PARCEL II ONLY).
4. Right of Way granted to South Central Bell by instrument recorded in Volume 312, page 463, and Volume 335, page 469, in the Probate Office of Shelby County, Alabama (PARCEL IV ONLY).
5. Easement to Plantation Pipeline, recorded in Volume 112, page 237, in the Probate Office of Shelby County, Alabama (PARCEL IV ONLY).

ALL OF THE CONSIDERATION TO THE GRANTOR IS REPRESENTED BY THAT CERTAIN PURCHASE MONEY MORTGAGE EXECUTED BY GRANTEE IN FAVOR OF ALIANT BANK AND RECORDED SIMULTANEOUSLY HEREWITH.

TO HAVE AND TO HOLD Unto the said GRANTEE, its successors and assigns, forever.

The conveyance of the bargained premises by GRANTOR to GRANTEE is conditioned upon the inclusion herein of the following covenant regarding use by GRANTEE, said covenant to be binding upon GRANTEE, its successors and assigns, and to run with title to said bargained premises: GRANTEE, its successors and assigns, shall purchase from GRANTOR, its successors and assigns, all gasoline and diesel fuel for resale by GRANTEE and/or its successors or assigns in the operation of the bargained premises for a period of twenty (20) years from the date of this instrument, or until the foreclosure of the Mortgage and Security Agreements granted by GRANTEE to Aliant Bank in the aggregate principal amount of \$2,721,000.00 and recorded simultaneously herewith, whichever occurs first (provided

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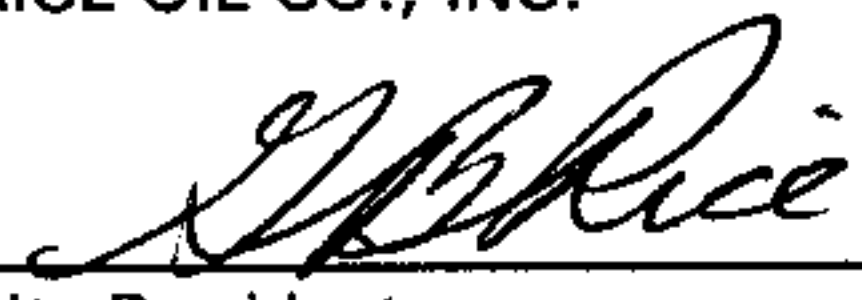
SHELBY COUNTY JUDGE OF PROBATE
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GRANTOR and/or its successors or assigns remain in the business of selling such products at all times during the duration of said period).

And subject to the foregoing, GRANTOR will warrant and forever defend the right and title to the said bargained premises unto GRANTEE against the claims of all persons owning, holding, or claiming by, through, or under GRANTOR, which claims are based upon matters occurring subsequent to GRANTOR's acquisition of the bargained premises, and prior to the date of delivery of this deed.

IN WITNESS WHEREOF, the said GRANTOR, by its President, who is authorized to execute this conveyance, has hereto set its signature and seal, this the 18th day of September, 1997.

W. C. RICE OIL CO., INC.

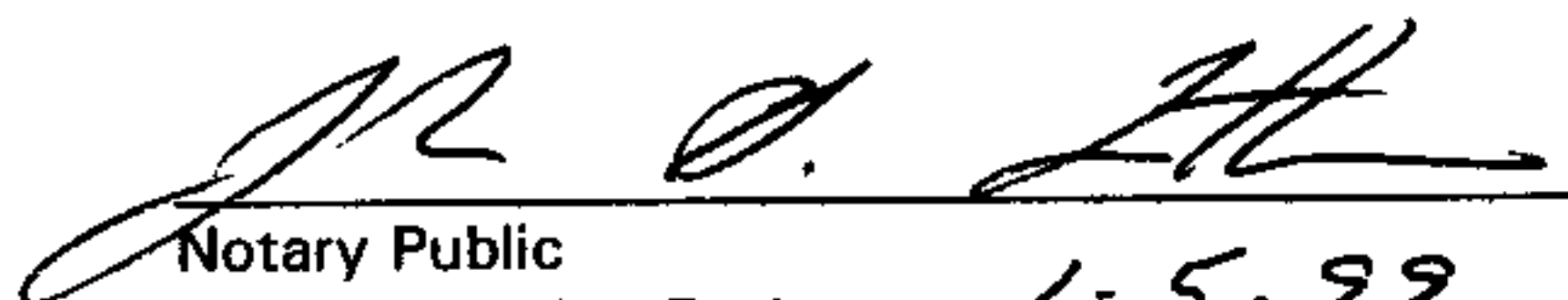
BY 
Its President

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that G. Barton Rice, whose name as President of W. C. Rice Oil Co., Inc., an Alabama corporation, 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 corporation.

Given under my hand and official seal, this the 18 day of September, 1997.

(SEAL)


Notary Public
My Commission Expires: 1-5-99

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EXHIBIT "A"

PARCEL I

Commence at the Northeast corner of the Northeast 1/4 of the Southeast 1/4 of Section 4, Township 24 North, Range 12 East; thence run West along the North line of the Northeast 1/4 of the Southeast 1/4 a distance of 253.00 feet; thence turn an angle of 71° 04' to the left and run a distance of 191.46 feet to the point of beginning; thence continue in the same direction a distance of 230.28 feet to the northeast margin of an unpaved street; thence turn an angle of 113° 13' to the right and run along the northeast margin of said street a distance of 245.80 feet to a point on the southeast right of way line of Alabama Highway No. 25; thence turn an angle of 86° 08' to the right and run along the southeast right of way line of said highway, a distance of 202.45 feet; thence turn an angle of 90° 39' to the right and run a distance of 168.76 feet to the point of beginning; being situated in the northeast 1/4 of the southeast 1/4 of Section 4, Township 24 North, Range 12 East. Subject to easements and rights of way of record.

LESS that part of said land acquired by the State of Alabama Highway Department for Project No. S-44 (8).

The remaining tract of land being described as Follows:

Commence at the Northeast corner of the Northeast 1/4 of the Southeast 1/4 of Section 4, Township 24 North, Range 12 East; thence run west along the north line of the northeast 1/4 of the southeast 1/4 a distance of 253.00 feet; thence turn an angle of 71° 04' to the left and run a distance of 191.46 feet to the point of beginning; thence continue in the same direction a distance of 230.28 feet to the northeast margin of an unpaved street; thence turn an angle of 113° 13' to the right and run along the northeast margin of said street a distance of 245.80 feet to a point on the southeast right of way line of Alabama highway No. 25; thence turn an angle of 86° 08' to the right and run along the southeast right of way line of said highway, a distance of 70.45 feet; thence turn 22° 59' 13" right and run northeasterly along said right of way line 33.80 feet to the point of beginning of a curve to the right, thence turn 25° 57' 22" left to the tangent to said curve at said point and run northeasterly along said curve and said right of way line a distance of 100.79 feet to a point; thence turn 87° 17' 06" right from the tangent to said curve at said point and run southeasterly 155.45 feet to the point of beginning.

PARCEL II

From the SW corner of the SW 1/4 of the SE 1/4 of Section 15, Township 19 South, Range 2 East, run thence East along the south boundary of said SW 1/4 of SE 1/4 a distance of 502.94 feet; thence turn 89° 32' 20" left and run 41.04 feet to a point on the North boundary of County Hwy. #62 (80' ROW), being the point of beginning of herein described lot; thence turn 90° 00' right and run 325.46 feet along said Hwy. boundary to a point on the west boundary of an Alabama Power Company 100' right of way; thence turn 114° 00' 43" left and run 312.84 feet along said R.O.W. boundary to a point on the Easterly boundary of Alabama Hwy. #25 (70' ROW); thence turn 117° 01' 17" left and run 287.40 feet along said Hwy. boundary; thence turn 23° 21' 00" left and run 64.70 feet to the point of beginning of herein described lot, situated in the SW 1/4 of the SE 1/4 of Section 15, Township 19 South, Range 2 East, Shelby County, Alabama.

PARCEL III

From the NE corner of Section 33, Township 19 South, Range 2 East, run thence west along the north boundary of said Section 33 a distance of 1064.69 feet; thence turn 143° 13' 10" left and run 268.43 feet to a concrete monument on the north boundary of U. S. Highway #280 (120' ROW); thence continue along said Hwy. boundary a distance of 494.70 feet to the point of beginning of the herein described lot; thence turn 00° 07' 02" right and continue along said Hwy. boundary a distance of 264.96 feet; thence turn 117° 41' 50" left and run 163.50 feet; thence turn 99° 45' 31" left and run 238.04 feet to the point of beginning of herein described lot.

Situated in the NE 1/4 of the NE 1/4 of Section 33, Township 19 South, Range 2 East, Shelby County, Alabama.

Continued . . .

PARCEL IV

Commence at the Southwest corner of the Southeast 1/4 of the Northeast 1/4 of Section 28, Township 19 South, Range 1 East Shelby County, Alabama, and run in an Easterly direction along the South line of said 1/4-1/4 Section a distance of 110.00 feet to the point of beginning; thence turn a deflection angle of $89^{\circ} 03' 39''$ ($89^{\circ} 02' 47''$ map) to the left and run in a Northerly direction a distance of 117.06 feet (116.36 feet deed) to a point on the Southerly right of way line of U.S. Highway #280; thence turn an interior angle of $97^{\circ} 12' 01''$ ($97^{\circ} 03' 30''$ deed) and run to the right in an Easterly direction along the Southerly right of way line of U. S. Highway #280 a distance of 94.18 feet to the PC of a curve; thence continue in an easterly direction along the Southerly right of way line of U.S. Highway #280 along the arc of a curve to the left having a central angle of $0^{\circ} 15' 43''$ and a radius of 8594.37 feet, a distance of 39.30 feet to a point on the curve; thence turn an interior angle of $82^{\circ} 33' 11''$ ($82^{\circ} 40' 30''$ deed) angle measured from tangent, and run to the right in a Southerly direction a distance of 131.72 feet (130.65 feet deed) to a point on the South line of the Southeast 1/4 of the Northeast 1/4 of Section 28; thence turn an interior angle of $90^{\circ} 55' 26''$ ($90^{\circ} 57' 30''$ deed) and run to the right in a westerly direction along the South line of said 1/4-1/4 section a distance of 132.47 feet to the point of beginning. Situated in the Southeast 1/4 of the Northeast 1/4 of Section 28, Township 19 South, Range 1 East, Shelby County, Alabama.

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