

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:
Jerry's Kwik Shop of Columbiana, Inc.
21195 Highway 25
Columbiana, Alabama 35051

Inst # 1997-34682

STATUTORY WARRANTY DEED

STATE OF ALABAMA :)
COUNTY OF SHELBY :) KNOW ALL PERSONS BY THESE PRESENTS:

That in consideration of Eight Hundred Thousand and No/100 Dollars (\$800,000.00) 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 **JERRY'S KWIK SHOP OF COLUMBIANA, INC.**, an Alabama corporation (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. Taxes and assessments for the year 1998 and subsequent years.
2. Transmission line permit to Alabama Power Company, recorded in Deed Book 119, page 108, in the Probate Office of Shelby County, Alabama.
3. Public road right of way conveyances to Shelby County and to the State of Alabama, recorded in Deed Book 161, page 39; in Deed Book 237, page 98; and in Deed Book 236, page 744, in the Probate Office of Shelby County, Alabama.

\$720,000.00 OF THE CONSIDERATION TO THE GRANTOR IS REPRESENTED BY THAT CERTAIN PURCHASE MONEY MORTGAGE AND SECURITY AGREEMENT EXECUTED BY GRANTEE IN FAVOR OF SOUTHTRUST BANK, NATIONAL ASSOCIATION, 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 (provided GRANTOR and/or its successors or assigns remain in the business of selling such products at all times during the duration of said period).

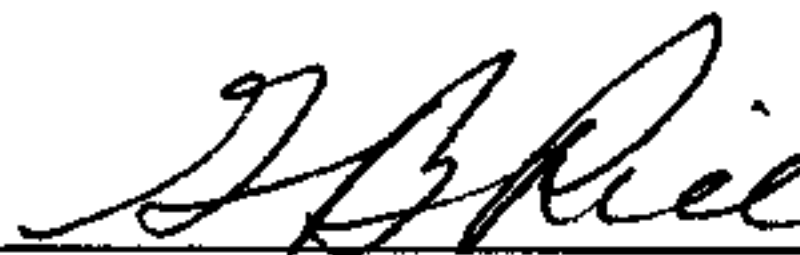
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SHELBY COUNTY JUDGE OF PROBATE
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And subject to the foregoing, GRANTOR will warrant and forever defend the right and title to the said bargained premises unto GRANTEE against the claims of all persons 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 22nd day of October, 1997.

W. C. RICE OIL CO., INC.

BY



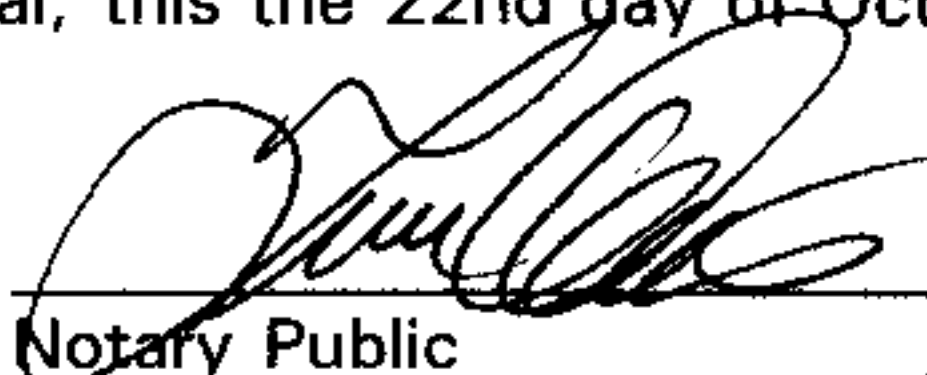
Its President

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 22nd day of October, 1997.

(SEAL)



Notary Public

My Commission Expires: 2-13-99

K:\CORP\RICEOIL\HUFF\DEED

EXHIBIT "A"

The following described property situated in Shelby County, Alabama:

Commence at the Northwest corner of the NE 1/4 of the NW 1/4, Section 26, Township 21 South, Range 1 West; thence run South $39^{\circ} 01'$ East a distance of 1067.56 feet; thence turn an angle of $61^{\circ} 25' 30''$ to the left and run a distance of 285.00 feet to the point of beginning; thence continue in the same direction a distance of 290.35 feet to the Northwest right-of-way of Alabama Highway No. 25; thence turn an angle of $121^{\circ} 05'$ to the right and run along said highway right of way a distance of 149.00 feet to Highway 25 Station 172+88; thence turn an angle of $30^{\circ} 18'$ to the right and continue along said highway right of way a distance of 172.89 feet to Highway 70 Station 567+131.51; thence turn an angle of $30^{\circ} 17' 15''$ to the right to the tangent of a right of way curve and run along said right of way curve (whose Delta Angle is $0^{\circ} 53' 13''$ to the left, Radius is 2894.53 feet, Tangent is 22.40 feet, Length of Arc is 44.81 feet); thence turn an angle of $84^{\circ} 36' 45''$ to the right from the Tangent of said curve and run a distance of 210.12 feet to the point of beginning. Situated in the NE 1/4 of the NW 1/4, Section 26, Township 21 South, Range 1 West, Huntsville Meridian, Town of Columbiana, Alabama.

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