

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:
South-East Convenience, Inc.
1920 St. Ives Drive
Birmingham, Alabama 35242

STATUTORY WARRANTY DEED

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

That in consideration of One Million Six Hundred Thousand and No/100 Dollars (\$1,600,000.00) 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 **SOUTH-EAST CONVENIENCE, 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 Volume 102, page 138, Volume 104, page 525, and Volume 141, page 198, in the Probate Office of Shelby County, Alabama.
3. Mineral and mining rights and rights incident thereto recorded in Volume 13, page 180, in the Probate Office of Shelby County, Alabama.

\$1,440,000.00 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).

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,

10/24/1997-34690
02:38 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MEL 173.50

Inst # 1997-34690

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\CROSSLAN\DEED

EXHIBIT "A"

The following described property located in Shelby County, Alabama:

Commence at the NW corner of Section 27, Township 19 South, Range 1 West; thence run South along the West line of said Section for 3288.18 feet; thence $89^{\circ}05'34''$, left run 2930.96 feet to the Southwesterly R/W of U.S. Highway 280; thence $10^{\circ}30'41''$ left run along said R/W for 189.65 feet to the Point of Beginning; thence continue last described course for 260.01 feet; thence $89^{\circ}51'25''$ right run 200.00 feet; thence $90^{\circ}08'35''$ right run 260.01 feet; thence $89^{\circ}51'25''$ right run 200.00 feet to the point of beginning. Situated in Shelby County, Alabama.

Inst # 1997-34690

10/24/1997-34690
02:33 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MEL 173.50