

Send Tax Notices To:

STATE OF ALABAMA)
JEFFERSON COUNTY)

The Maxim Group, Inc.
210 Town Park Drive
Kennesaw, GA 30144

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That in consideration of Five Hundred Twenty-Five Thousand and No/100 Dollars (\$525,000.00) in hand paid by THE MAXIM GROUP, INC. ("Grantee"), a Delaware corporation, to the undersigned grantor, Brook Highland Limited Partnership ("Grantor"), a Georgia limited partnership, the receipt of which is hereby acknowledged, the said Grantor does by these presents, grant, bargain, sell and convey unto the said Grantee that certain real property situated in Shelby County, Alabama, and being more particularly described as Lot 1F, according to the Brook Highland Plaza Resurvey, as recorded in Map Book 18, page 99, in the Probate Office of Shelby County, Alabama (the "Property").

The Property is conveyed subject to the title encumbrances described in Exhibit A attached hereto and incorporated herein by reference.

And Grantor covenant with Grantee that Grantor has done nothing to impair such title as Grantor received and that Grantor will warrant and defend such title to the Property against the lawful claims of all persons claiming by, through or under Grantor, except for the exceptions set forth on Exhibit A attached hereto.

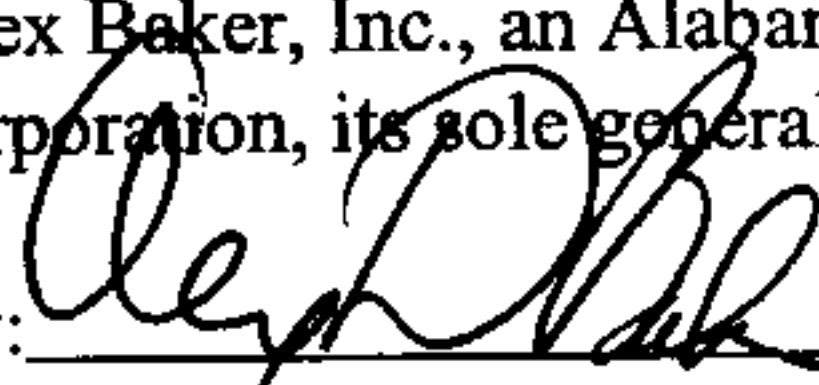
TO HAVE AND TO HOLD to said Grantee, its successors and assigns, forever.

IN WITNESS WHEREOF, the said Grantor, who through its general partner is authorized to execute this conveyance, hereto sets its signature and seal this the 28 day of January, 1998.

BROOK HIGHLAND LIMITED PARTNERSHIP,
a Georgia limited partnership

By: BW 280 Limited Partnership, a Georgia
limited partnership, its sole general partner

By: Alex Baker, Inc., an Alabama
corporation, its sole general partner

By: 
Alex D. Baker, President

(CORPORATE SEAL)

02/05/1998-03808
08:20 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 543.50

0318191.02

Inst # 1998-03808

Alabama title

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Alex D. Baker, whose name as President of Alex Baker, Inc., an Alabama corporation, which is the general partner of BW 280 Limited Partnership, a Georgia limited partnership, which is the general partner of Brook Highland Limited Partnership, a Georgia limited partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said partnership, acting in its capacity as general partner as aforesaid.

Given under my hand and official seal this 28th day of January, 1998.

Joy Crain
Notary Public

My Commission Expires: 2/17/99

(AFFIX NOTARY SEAL)

EXHIBIT "A"

Permitted Exceptions

1. General and special taxes or assessments for 1998 and subsequent years not yet due and payable.
2. Declaration of Restrictive Covenants by Brook Highland Limited Partnership dated July 7, 1994 as set out in instrument recorded in Inst. #1994-22322 in Probate Office.
3. Easement Agreement dated December 30, 1994, by and between Brook Highland Limited Partnership and Developers Diversified of Alabama, Inc. as set out by Inst. #1994-37773, reexecuted by Inst. #1995-27233 in Probate Office.
4. Restrictions Agreement dated December 30, 1994, by and between Brook Highland Limited Partnership and Developers Diversified of Alabama, Inc. as set out in Inst. #1995-27238 in Probate Office.
5. Transmission Line Permit(s) to Alabama Power Company as shown by instrument(s) recorded in Deed Book 112 page 134 in Probate Office.
6. Reciprocal Easement Agreement dated April 14, 1987 between AmSouth Bank, N.A., as Ancillary Trustee and Eddleman and Associates, as set out in instrument and recorded in Real 125 page 249 and dated August 9, 1988 recorded in Real 199 page 18 in Probate Office.
7. Easement for sanitary sewer lines and water lines by AmSouth Bank, N.A., as Ancillary Trustee and The Water Works & Sewer Board of the City of Birmingham dated July 12, 1988 as set out in Real 194 page 1 in Probate Office.
8. Declaration of Protective Covenants which relate to the Watershed Property and the maintenance thereof, as set out in Real 194 page 54 in Probate Office.
9. Matters shown and set out on the Map and Plat of the Brook Highland Plaza Resurvey, a Resurvey of Lots 1 & 2, as set out on Map Book 18 page 99 in Probate Office.
10. Underground Easement to Alabama Power Company as set out by Real 220 pages 521 and 532 in Probate Office.
11. Agreement concerning electric service dated February 5, 1988, by and between AmSouth Bank, N.A., as Ancillary Trustee and Alabama Power Company as set out in Real 306 page 119 in Probate Office.

12. Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto, including rights set out in Deed book 28 page 581 in Probate Office.
13. Declaration of Covenants, Conditions and Restrictions as to Brook Highland Common Property as set out in Real 307 page 950 in Probate Office.
14. Declaration of Easements and Restrictive Covenants by AmSouth Bank, N.A., as Ancillary Trustee dated August 29, 1990 as set out in Real 307 page 985 in Probate Office.
15. Easement from Brook Highland Limited Partnership to The Water Works and Sewer Board of the City of Birmingham dated October 14, 1993 as set out by instruments recorded as Inst. #1993-32517 in Probate Office.
16. Required Approval by Architectural Review Committee recorded as Inst. #1993-32513 in Probate Office.
17. Required Approval by Architectural Review committee recorded as Inst. #1993-32514 in Probate Office.
18. Restrictions, Agreements, Covenants and Conditions as set out in deeds from AmSouth Bank, a Ancillary Trustee, described as follows:
 - (a) Statutory Warranty Deed to Stonebrook Development Company dated December 30, 1988 by Real 220 page 339;
 - (b) Statutory Warranty Deed to JDN Enterprises, Inc. dated August 29, 1990 in Real 308 page 1;
 - (c) Statutory Warranty Deed to Brook Hills Baptist Church, Inc. dated July 20, 1992 by Inst. #1992-14567;
 - (d) Statutory Warranty Deed to Brook Highland Limited Partnership dated October 12, 1993 by Inst. #1993-32511;
 - (e) Statutory Warranty Deed to Aussie Realty Partners, L.L.C. dated July 14, 1994 by Inst. #1994-22323.
19. Restrictions, covenants and conditions as set out in Agreement between AmSouth Bank, N.A., as Ancillary Trustee and Woman's Missionary Auxillary to Southern Baptist Convention dated August 31, 1990 and recorded by Real 309 page 317 and as amended by Amendment Agreement dated April 26, 1993 as set out in Inst. #1993-32510 in said Probate Office.

20. Easement Agreement dated October 12, 1993, by and between AmSouth Bank, N.A., as Ancillary Trustee and Brook Highland Limited Partnership as recorded in Inst. #1993-32515 in said Probate Office.
21. Rights of tenants, as tenants only, under unrecorded leases.
22. Matters shown on a current and accurate survey or the property.

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005 HCD 543.50