

Send Tax Notice To:
Southmark Properties, L.L.C.
c/o Crest Realty, Inc.
162 Cahaba Valley Road
Pelham, Alabama 35124

STATE OF ALABAMA)

SHELBY COUNTY)

Cons: \$2,852,556.00

STATUTORY WARRANTY DEED

THIS IS A STATUTORY WARRANTY DEED executed and delivered this 10th day of November, 1998, by **Resource Management Service, Inc.**, an Alabama corporation, (hereinafter referred to as the "Grantor"), to:

GRANTEES

INTEREST CONVEYED

Southmark Properties, L.L.C. , an Alabama limited liability company	50.00%
Interstate Restaurant Investors, L.L.P. , an Alabama limited liability partnership	37.50%
Frank C. Ellis, Jr. , a married man	<u>12.50%</u>
	100.00%

(hereinafter collectively referred to as the "Grantees")

KNOW ALL MEN BY THESE PRESENTS:

That in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration paid to the Grantor, the sufficiency of which is acknowledged by Grantor, the said Grantor does by these presents grant, bargain, sell and convey unto the Grantees, as tenants in common, and not as joint tenants, the following described real estate situated in Shelby County, Alabama; to-wit:

Lots 1-A, 2-A and 2-C, according to the map of Resource Center, recorded at Map Book 24, Page 118, being a part of the SW 1/4 of the NW 1/4 of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama.

TOGETHER WITH all improvements thereon and appurtenances thereto belonging or in anyway appertaining and all right, title and interest of Grantor in and to any and all roads, alleys and ways bounding said premises (collectively the "Subject Property").

Subject to:

1. Taxes due in the year 1999, a lien, but not yet payable;
2. Transmission line permit to Alabama Power Company as recorded in Deed Book 109, Page 290;
3. Easement to Alabama Power Company as recorded in Deed Book 205, Page 667; and
4. Easement to South Central Bell as recorded in Deed Book 271, Page 144.
5. Easements and other matters depicted in Map Book 24, Page 118, filed in such Probate Office.
6. Easement granted to the Waters Works and Sewer Board of the City of Birmingham, as recorded in Instrument #1998-43622.

TO HAVE AND TO HOLD to the said Grantees as tenants in common forever.

And said Grantor does for itself, its successors and assigns, covenant with said Grantees, and their heirs, executors and assigns, that it is lawfully seized in fee simple of the Subject Property; that

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\$2,506,271.14 of The above recited consideration was paid from Three mortgages recorded simultaneously herewith.

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the same is free from all encumbrances; 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 Subject Property to the said Grantees, their heirs, executors and assigns forever, against the lawful claims of all persons claiming by or through the Grantor, but not otherwise.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the date first written above.

RESOURCE MANAGEMENT SERVICE, INC.,
an Alabama corporation

By: *Bruno Fritsch*
Its: President

STATE OF ALABAMA)

Shelby COUNTY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that BRUNO FRITSCI, whose name as PRESIDENT of Resource Management Service, Inc., an Alabama corporation, is signed to the foregoing Statutory Warranty Deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, in his capacity as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand this the 6th day of November, 1998.

Wendy Wilkman Coppock
Notary Public
My Commission Expires: 9-14-99

THIS INSTRUMENT PREPARED BY:

Steven A. Brickman, Esq.
Sirote & Permutt, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

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