

STATE OF ALABAMA)
SHELBY COUNTY)

DEED

KNOW ALL MEN BY THESE PRESENTS, that in consideration of Ten Dollars (\$10.00) and other good and valuable consideration paid to the undersigned Oxmoor II, Inc., a California corporation (the "Corporate Grantor"), Yolanda Panattoni, Carl D. Panattoni, Leonard Panattoni, Christine Kowalski, and Elaine Schaefer, as co-trustees of the P-GST Trust dated December 26, 1989 (collectively the "Trust Grantor"), Pebble Partners, LLP, an Alabama limited liability partnership (the "Partnership Grantor") and John E. Van Valkenburgh, an individual (the "Individual Grantor"; the Corporate Grantor, the Trust Grantor, the Partnership Grantor and the Individual Grantor being collectively referred to as the "Grantors"), by Stephen M. and Leslie Nordness, (collectively, the "Grantee"), the receipt and sufficiency of which is hereby acknowledged, the Grantors do hereby grant, bargain, sell and convey to the Grantee, the real estate situated in Shelby County, Alabama described on Exhibit A hereto (the "Property");

TOGETHER WITH all the rights, tenements, hereditaments and appurtenances thereto belonging or in any way appertaining;

SUBJECT AND SUBORDINATE TO:

1. All easements, restrictions and encumbrances of record.
2. Ad valorem taxes due and payable on October 1, 1999 and for all subsequent years.
3. The covenants and restrictions as set forth hereinafter.

The Grantors do hereby adopt and establish the following covenants and restrictions, which shall run with the Property and be binding upon the Grantee and the respective successors and assigns thereof:

- (a) No building or other structure shall be built outside of the building boundary lines, as shown on sheet S.10 of the preliminary site plan prepared by BUCO Building Constructors, Inc., dated November 9, 1998.
- (b) No paving shall be allowed outside the area shown as paving on sheet C1.0 prepared by BUCO Building Constructors, Inc. All paving shall be bordered with concrete curbs (extruded curbs are acceptable).

11/17/1998-45699
02:54 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
016 NWS 47.00

\$240,000

Inst # 1998-45699

- (c) All dumpsters shall be located as shown on sheet C1.0 and screened by 8' wood fencing on all sides including a gate system.
- (d) The building shall be built substantially in accordance with the exterior elevations shown on sheet A2.0 of the Building Plans prepared by BUCO Building Constructors, Inc., dated November 9, 1998. The Grantor shall have approval rights over any material changes from said exterior elevations shown on sheet A2.0. The color of all exterior walls shall be earth tone in color except for awnings or accent trim.
- (e) Prior to occupancy of the Building, the Grantee shall complete landscaping installation in accordance with the plan dated November 10, 1998 prepared by BUCO Building Constructors, Inc. and drawn on sheet L1.0 of the Building Plans. All planted areas shall be irrigated and professionally maintained at all times.

This instrument is executed by the Trust Grantor solely in the representative capacity stated herein and neither this instrument nor anything herein contained shall operate or be construed to create any liability or obligation of the Trust Grantor in her individual capacity and the Trust Grantor hereby expressly limits her liability and obligation hereunder to the property now or hereafter held by her in the representative capacity herein stated.

The Grantors hereby appoint the Partnership Grantor (acting by any partner or member thereof) to act for all of the Grantors with respect to the certification to any interested person of whether compliance may have been had with the above covenants and restrictions and if not the reason or reasons thereof.

TO HAVE AND TO HOLD unto the Grantee and the respective successors and assigns thereof forever.

IN WITNESS WHEREOF the Corporate Grantor has caused this instrument to be executed in its name under seal and the same attested by officers thereof duly authorized thereunto and the Partnership Grantor has caused this instrument to be executed in its name by all partners thereof, and the Trust Grantor and the Individual Grantor have each executed this instrument under seal, on this 19th day of October, 1998.

OXMOOR II, INC.

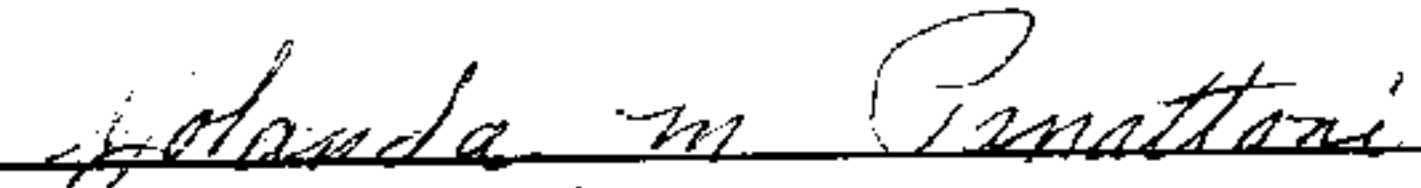
By *Quidm Stanley*
President

SEAL

Attest: *Quidm Stanley*
Secretary

P-GST TRUST

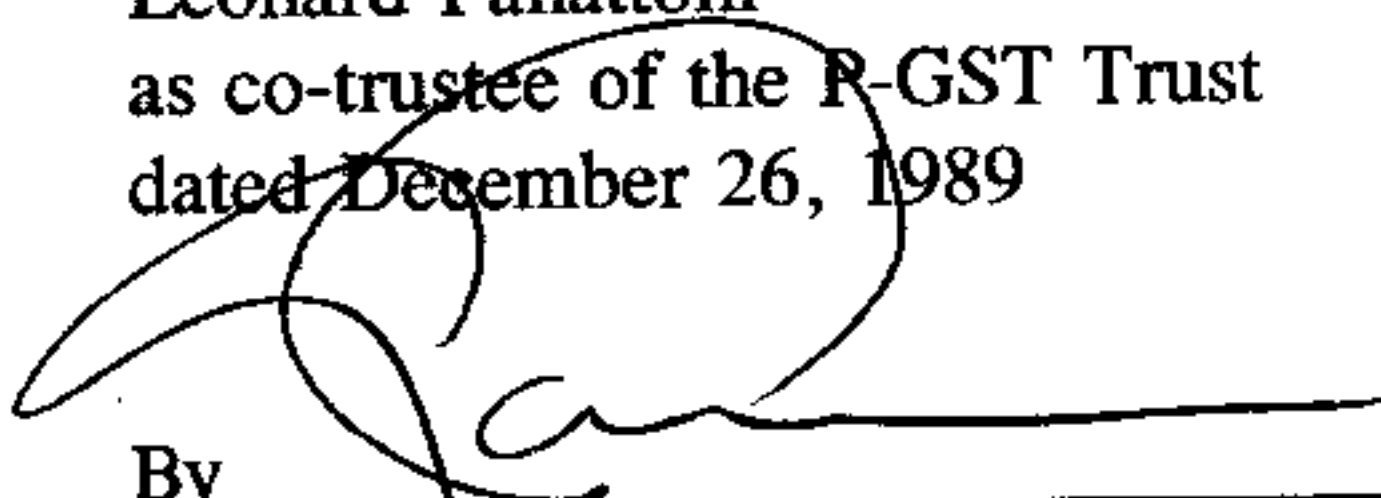
By Yolanda Panattoni
as co-trustee of the P-GST Trust
dated December 26, 1989

By 
Yolanda Panattoni
as such co-trustee

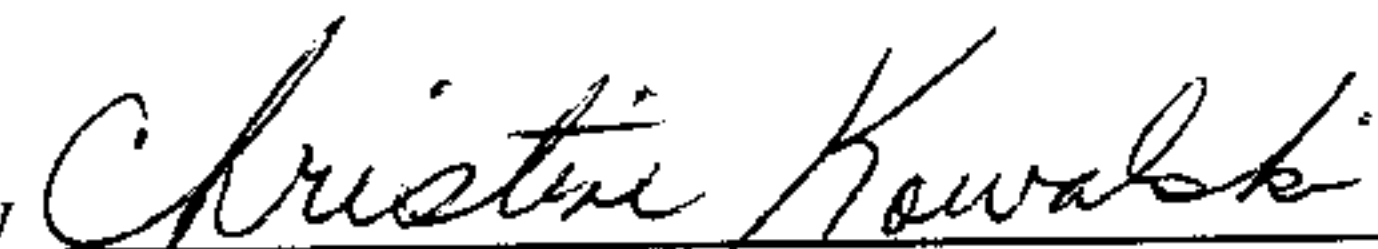
By Carl D. Panattoni
as co-trustee of the P-GST Trust
dated December 26, 1989

By 
Carl D. Panattoni
as such co-trustee


By Leonard Panattoni
as co-trustee of the P-GST Trust
dated December 26, 1989

By 
Leonard Panattoni
as such co-trustee

By Christine Kowalski
as co-trustee of the P-GST Trust
dated December 26, 1989

By 
Christine Kowalski
as such co-trustee

By Elaine Schaedler
as co-trustee of the P-GST Trust
dated December 26, 1989

By 
Elaine Schaedler
as such co-trustee

PEBBLE PARTNERS, LLP

By A. Michael Graham
Partner

By [Signature]
Partner

JOHN VAN VALKENBURGH

By _____ (L.S.)
John E. Van Valkenburgh

PEBBLE PARTNERS, LLP

By _____
Partner

By _____
Partner

JOHN VAN VALKENBURGH

By John E. Van Valkenburgh (L.S.)
John E. Van Valkenburgh

STATE OF CALIFORNIA)

Sacramento COUNTY)

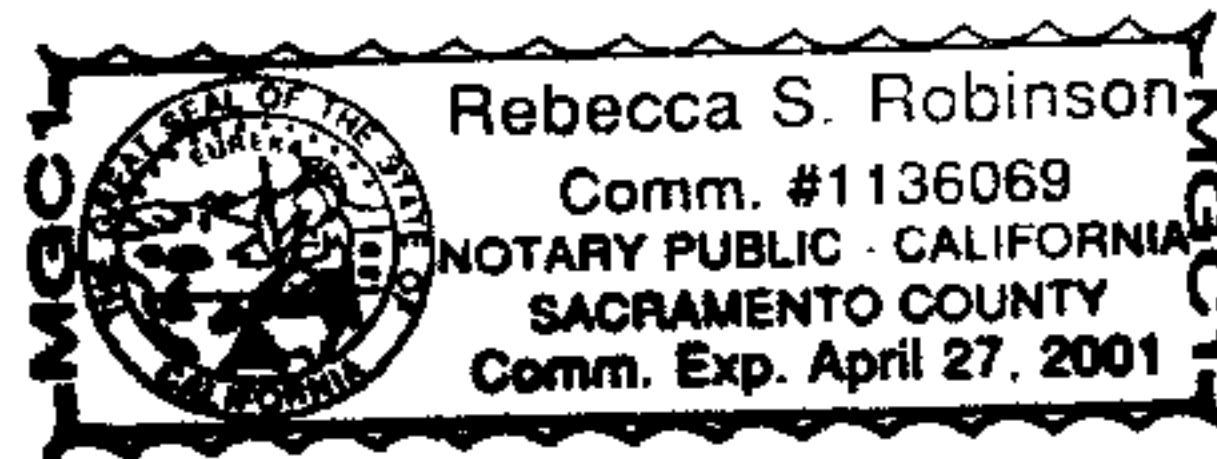
I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Linda M. Stanley, whose name as President of Oxmoor II, Inc., a corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this the 22nd day of October, 1998.

Rebecca S. Robinson
Notary Public

NOTARIAL SEAL

My commission expires: April 27, 2001



STATE OF California)
Sacramento COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that AND. Panatieri, whose name as co-trustee of the P-GST Trust dated December 26, 1989, 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 said instrument, (s)he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 20th day of October, 1998.

Kat K Woodbury

Notary Public

NOTARIAL SEAL

My commission expires: May 12, 1999



STATE OF California)
Sacramento COUNTY)

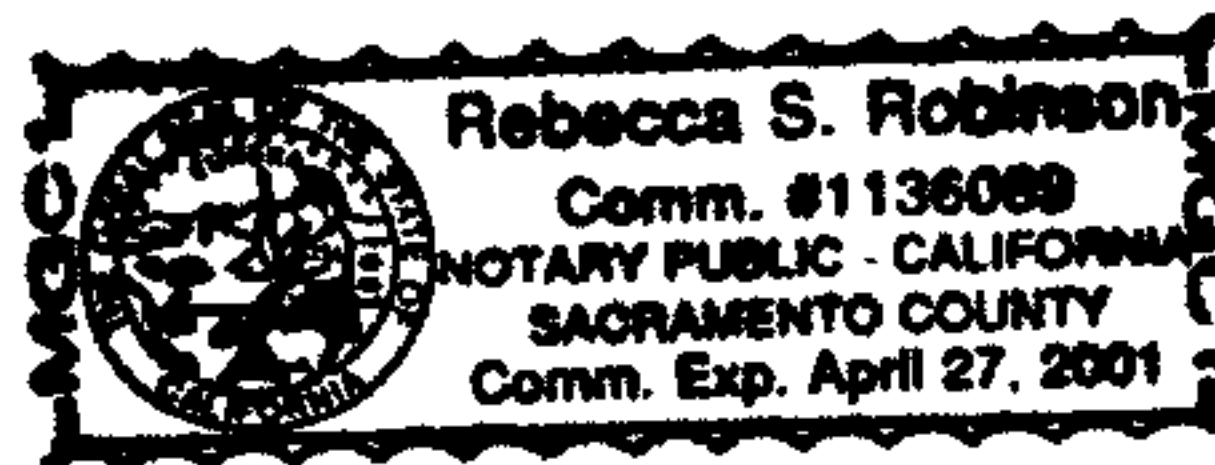
I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Leonard C. Panthori, whose name as co-trustee of the P-GST Trust dated December 26, 1989, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, (s)he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 20th day of October, 1998.

Rebecca Robinson
Notary Public

NOTARIAL SEAL

My commission expires: April 27, 2001



STATE OF California)
Sacramento COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Volonda Panatieri, whose name as co-trustee of the P-GST Trust dated December 26, 1989, 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 said instrument, (s)he executed the same voluntarily on the day the same bears date.

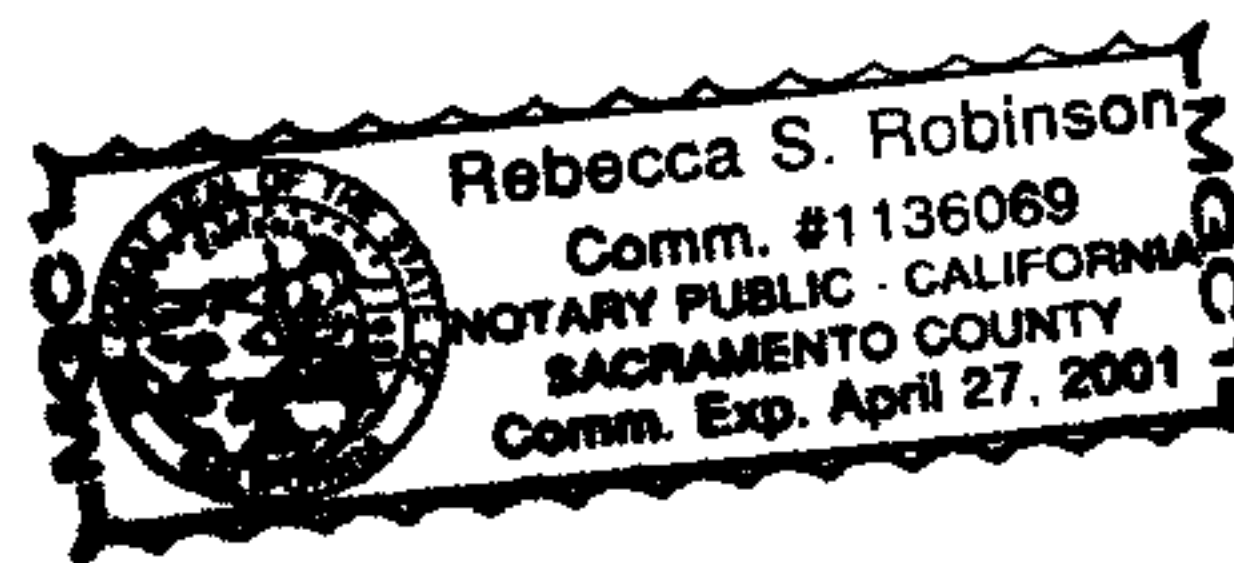
Given under my hand and seal this the 21st day of October, 1998.

Rebecca S. Robinson

Notary Public

NOTARIAL SEAL

My commission expires: April 27, 2001



STATE OF California)
Sacramento COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Elaine Schaedler, whose name as co-trustee of the P-GST Trust dated December 26, 1989, 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 said instrument, (s)he executed the same voluntarily on the day the same bears date.

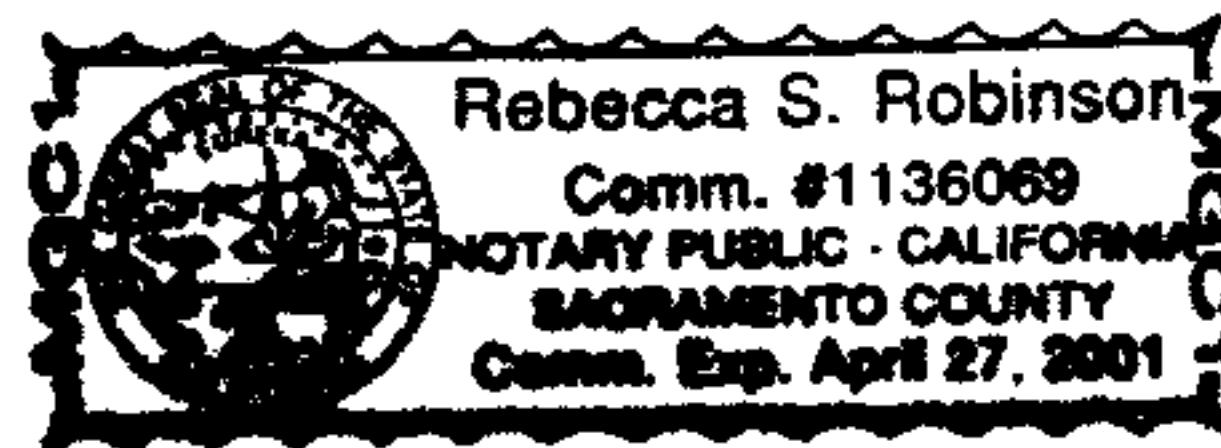
Given under my hand and seal this the 21st day of October, 1998.

Rebecca S. Robinson

Notary Public

NOTARIAL SEAL

My commission expires: April 27, 2001



STATE OF California)
Sacramento COUNTY)

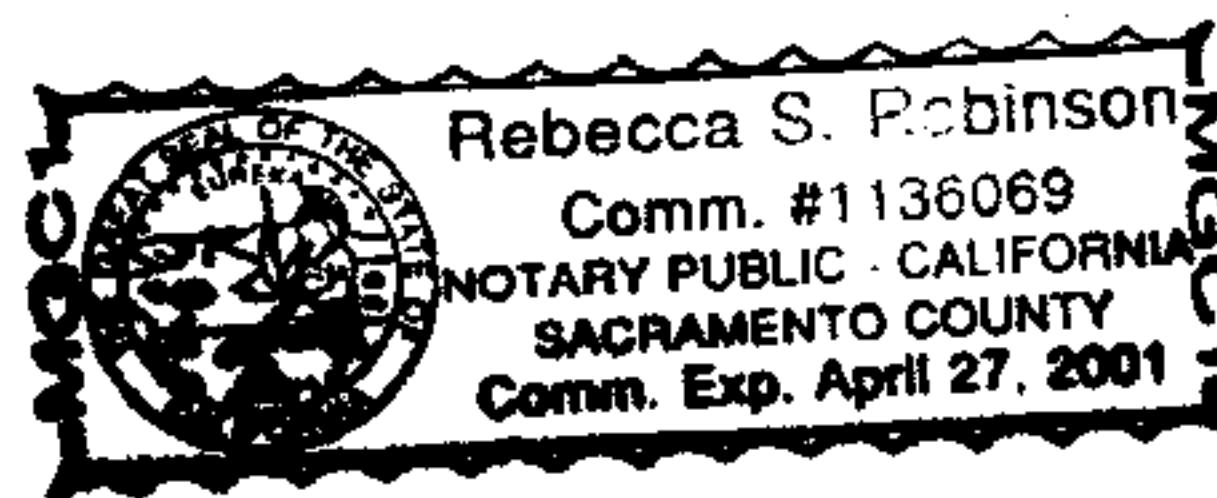
I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Christine Kowalski, whose name as co-trustee of the P-GST Trust dated December 26, 1989, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, (s)he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 22ND day of October, 1998.

Rebecca S. Robinson
Notary Public

NOTARIAL SEAL

My commission expires April 27, 2001



STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that H. Michael Graham whose name as partner of Pebble Partners, LLP, an Alabama limited liability 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 said instrument, he, as such partner and with full authority, executed the same voluntarily for and as the act of said limited liability partnership.

Given under my hand and seal this the 8th day of October, 1998.

Cheryl M. Spencer
Notary Public

My commission expires: 1-3-2001

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Seren V. Graham, whose name as partner of Pebble Partners, LLP, an Alabama limited liability 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 said instrument, he, as such partner and with full authority, executed the same voluntarily for and as the act of said limited liability partnership.

Given under my hand and seal this the 8th day of October, 1998.

Cheryl H. Spencer
Notary Public

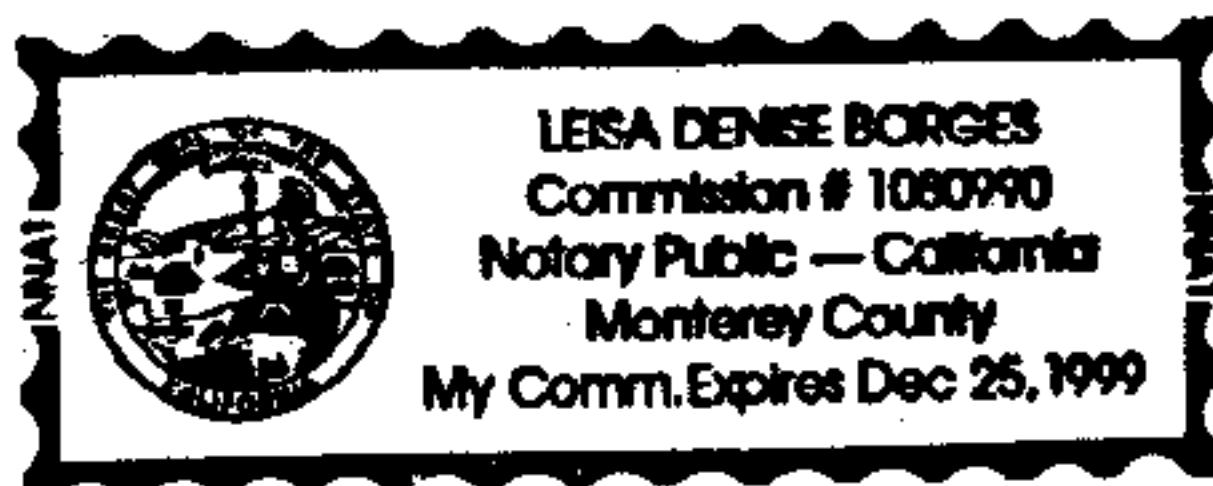
My commission expires: 1-3-2001

STATE OF CALIFORNIA)

MONTEREY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John E. Van Valkenburgh, whose name 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 said instrument, he executed the same voluntarily.

Given under my hand and seal this the 15^m day of October, 1998.



Leisa Denise Borges
Notary Public

My commission expires: December 25, 1999

This instrument prepared by:

Heyward C. Hosch
WALSTON, WELLS, ANDERSON & BAINS, LLP
P. O. Box 830642
Birmingham, Alabama 35283-0642
Telephone: (205) 251-9600

EXHIBIT A

Commence at the Northwest corner of the Southeast 1/4 of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, and run in Easterly direction along the North line of said Section a distance of 329.55 feet to a point, said point lying on the Southwesterly boundary line of Cahaba Valley Park North, as recorded in Map Book 13, Pages 140a and 140b, in the Office of the Judge of Probate of Shelby County, Alabama; thence turn a deflection angle of 60 degrees, 17 minutes, 38 seconds to the right and run in a Southeasterly direction along said boundary line of Cahaba Valley Park North a distance of 1010.09 feet to a point, said point being an iron pin found at the Northeast corner of the real property that is described in Inst. #1994-08119, as recorded in the Probate Office of Shelby County, Alabama; thence turn a deflection angle of 88 degrees, 06 minutes, 12 seconds and run to the right in a Southwesterly direction on a line that is 250 feet Northwest of the Northwesterly right of way line of Alabama Highway No. 119, a distance of 983.20 feet to a point, thence turn a deflection angle to the right of 93 degrees, 32 minutes, 32 seconds and run to the right in a Northwesterly direction a distance of 279.20 feet to a point, said point being the Point of Beginning of the parcel herein described; thence continue along last described course in a Northwesterly direction 110.21 feet to a point; thence turn an interior angle of 93 degrees, 32 minutes, 32 seconds and run to the right in a Northeasterly direction a distance of 394.89 feet to a point, said point being on the Southwesterly right of way line of Southgate Drive, as recorded in Map Book 20, Page 98, in the Office of the Judge of Probate of Shelby County; thence turn an interior angle of 88 degrees, 06 minutes, 12 seconds and run to the right in a Southeasterly direction along said right of way, a distance of 110.06 feet to a point; thence turn an interior angle of 91 degrees, 53 minutes, 48 seconds and run to the right in a Southwesterly direction a distance of 398.06 feet to the Point of Beginning.

Inst # 1998-45699

11/17/1998-45699
02:54 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
016 HWS 47.00