

LAND
SWAP
NOMINAT

Send Tax Notice To:
S & W Partnership, L.L.C.
c/o Nancy Schilling
2616 Millwood Road
Birmingham, AL 35211-4428

Inst # 1398-50213

This Instrument was prepared by:
Claude McCain Moncus
Corley, Moncus & Ward, P.C.
400 Shades Creek Parkway
Suite 100
Birmingham, AL 35209

STATUTORY WARRANTY DEED

STATE OF ALABAMA)
JEFFERSON COUNTY) KNOW ALL MEN BY THESE PRESENTS,

That in consideration of the Exchange Agreement executed simultaneously herewith, and other good and valuable consideration to the undersigned Grantor, HARCO, INC., an Alabama Corporation, in hand paid by the S & W Partnership, L.L.P., an Alabama Registered Limited Liability Partnership, the Grantee herein, the receipt whereof is acknowledged, HARCO, INC., (herein referred to as Grantor) does grant, bargain, sell and convey unto S & W Partnership, L.L.P., an Alabama Registered Limited Liability Partnership, (herein referred to as Grantee), the following described real estate situated in Shelby County, Alabama to-wit:

A parcel of land located in the Northwest 1/4 of the Northwest 1/4 of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described by the following metes and bounds legal description, based on a Boundary Survey prepared by Walter School Engineering Company, Inc., dated August 27, 1998, to wit: Commence at the Northwest corner of the said Section 31 (also known as the Southwest corner of Section 30), run thence along the North boundary of said Section 31, N90°00'00"E (assumed bearing) for a distance of 94.14 feet, to the Point of Beginning of the parcel herein described, said point also being a point on the Easterly right-of-way line of U.S. Highway 31; thence continue along said North boundary of Section 31, N90°00'00"E for a distance of 214.44 feet; thence S00°25'21"W for a distance of 90.00 feet; thence along a line lying 90.00 feet south of and parallel with the aforesaid North boundary of Section 31, N90°00'00"E for a distance of 224.27 feet, to a point on the aforesaid Easterly right-of-way line of U. S. Highway 31, lying 100 feet Easterly of concentric with the centerline of said highway, being a spiral angle of 4°30'; thence along said right-of-way, across the chord N06°38'57"E for a distance of 90.61 feet, to the Point of Beginning. Containing 19,741 square feet, more or less.

SUBJECT TO: (1) Current Taxes; (2) Right of Way to Shelby County, as recorded in Deed Book 72, Page 406; Deed Book 101, Page 250; Deed Book 153, Page 295; and Deed Book 180, Page 288; (3) Right of Way granted to Alabama Power Company by instruments recorded in Deed Book 101, Page 502, and Deed Book 145, Page 377; (4) Right of Way granted to South Central Bell Telephone Company by instrument recorded in Deed Book 252, Page 871; and (5) Agreement with Pelham Water Works as recorded in Deed Book 296, Page 283.

TO HAVE AND TO HOLD unto the said Grantee, it successors and assigns.

12/16/1998-50213
04:11 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
DOUG NELSON 20.00

IN WITNESS WHEREOF, the undersigned has hereto set its hand and seal this ____ day of November, 1998.

HARCO, INC.

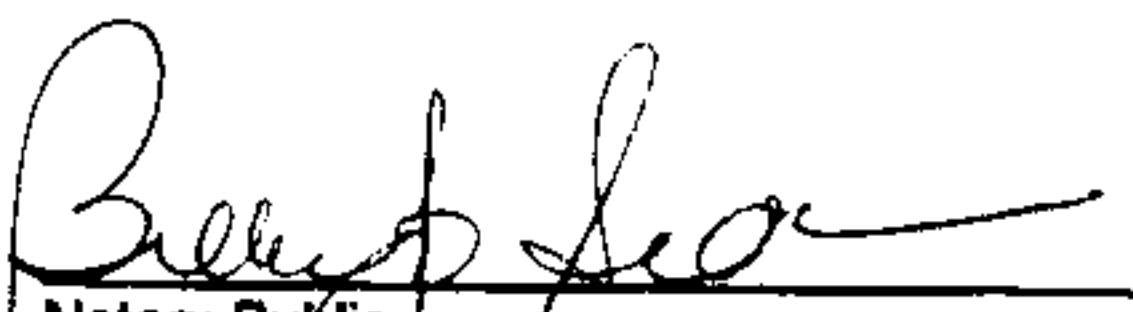
By:  (SEAL)
Alan P. Garubba
Authorized Representative

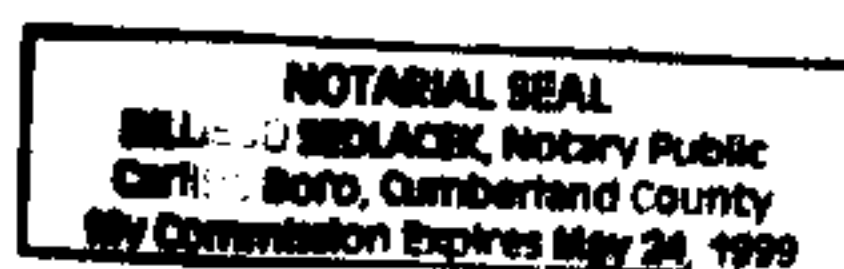
COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF CUMBERLAND)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Alan P. Garubba whose name as Authorized Representative of HARCO, INC., 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 in his capacity as Authorized Representative, executed the same voluntarily on the day the same bears date and as the act of the corporation.

Given under my hand and official seal, this 16th day of November, 1998.

[SEAL]


Notary Public
My Commission Expires:



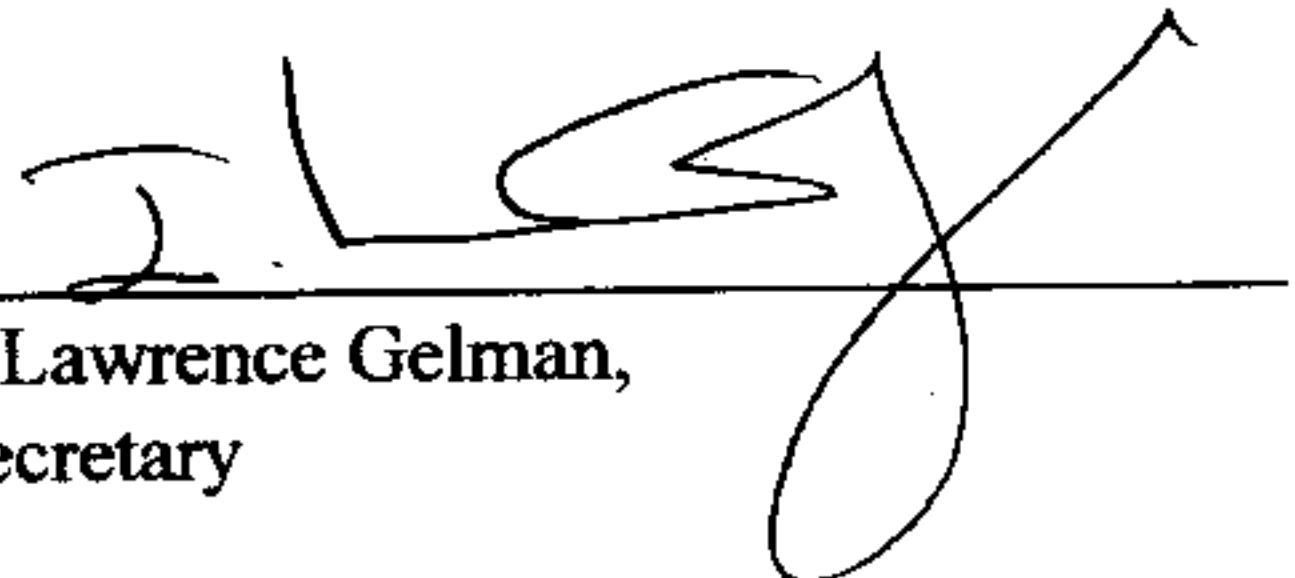
CORPORATE RESOLUTION

I hereby certify that at a meeting of the Executive Committee of HARCO, INC., a corporation organized and existing under and by virtue of the laws of the State of Alabama held on the 2nd day of November, 1998, at which said meeting a quorum was present and ever since has been and now is in full force and effect.

"RESOLVED, that Alan P. Garubba is hereby fully authorized and empowered to sign all documents necessary or proper in connection with conveying the real property located near the southeast corner of Valleydale Road and U.S. Highway 31, Pelham, Alabama acquired November 10, 1998 from Gingo-Morgan Park.

I further certify that the authority hereby conferred is not inconsistent with the Charter or By-Laws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of ____, 1998.



I. Lawrence Gelman,
Secretary

CORPORATE RESOLUTION

I hereby certify that at a meeting of the Executive Committee of HARCO, INC., a corporation organized and existing under and by virtue of the laws of the State of Alabama held on the 2nd day of November, 1998, at which said meeting a quorum was present and ever since has been and now is in full force and effect.

"RESOLVED, that Alan P. Garubba is hereby fully authorized and empowered to sign all documents necessary or proper in connection with acquiring leasehold interests in the real property located at the southeast corner of Valleydale Road and U.S. Highway 31, Pelham, Alabama.

I further certify that the authority hereby conferred is not inconsistent with the Charter or By-Laws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of ____, 1998.



Lilli A. Binder,
Assistant Secretary


CORPORATE RESOLUTION

I hereby certify that at a meeting of the Executive Committee of RITE AID CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Delaware held on the 2nd day of November, 1998, at which said meeting a quorum was present and ever since has been and now is in full force and effect.

"RESOLVED, that Alan P. Garubba is hereby fully authorized and empowered to sign all documents necessary or proper in connection with acquiring leasehold interests in the real property located at the southeast corner of Valleydale Road and U.S. Highway 31, Pelham, Alabama.

I further certify that the authority hereby conferred is not inconsistent with the Charter or By-Laws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ___ day of ___, 1998.


Lilli A. Binder,
Assistant Secretary

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