

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

SEND TAX NOTICE TO:
Stonegate Farms, LLC
1000 Urban Center Drive, Suite 650
Vestavia Hills, Alabama 35242

STATUTORY WARRANTY DEED

THIS STATUTORY WARRANTY DEED is executed and delivered on this 26th day of January, 2001 by S. W. SMYER, JR., a married man, INGRID FRANCES SMYER-DUBROW, an unmarried woman, and HARALD L. SMYER, a married man (collectively, "Grantors"), in favor of STONEGATE FARMS, LLC, an Alabama limited liability company ("Grantee").

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of Five Million Nine Hundred Ninety-Nine Thousand Six Hundred Twenty-Three and No/100 Dollars (\$5,999,623.00), in hand paid by Grantee to Grantors and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantors, Grantors do by these presents, GRANT, BARGAIN, SELL and CONVEY unto Grantee that certain real property (the "Property") situated in Shelby County, Alabama which is more particularly described in Exhibit A attached hereto and incorporated herein by reference.

The Property is conveyed subject to the following (collectively, the "Permitted Exceptions"):

1. Ad valorem taxes due and payable October 1, 2001 and all subsequent years thereafter.
2. Fire district dues and library district assessments for the current year and all subsequent years thereafter.
3. Mineral and mining rights not owned by Grantors.
4. All easements, restrictions, rights-of-way, reservations, setback requirements, buffer areas or requirements and other matters of record.

TO HAVE AND TO HOLD unto the said Grantee, its successors and assigns, forever, subject, however, to the Permitted Exceptions.


THE UNDERSIGNED GRANTORS DO HEREBY REPRESENT, WARRANT, COVENANT AND AGREE THAT THE PROPERTY DOES NOT CONSTITUTE THE HOMESTEAD OF ANY OF THE GRANTORS OR THEIR RESPECTIVE SPOUSES, IF ANY.

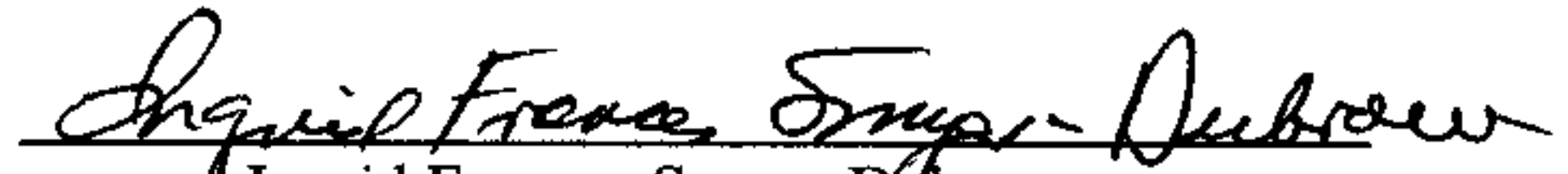
\$4,900,000.00 of the above-described consideration has been paid by a promissory note made by Grantee to the order of Grantors which note is secured by a Purchase Money Mortgage recorded concurrently herewith.

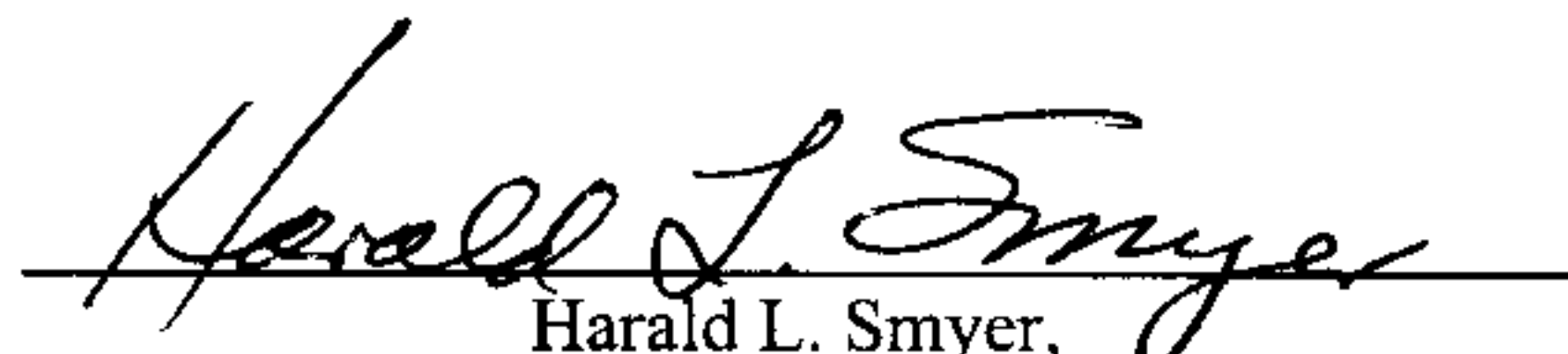
Inst # 2001-02967

**01/29/2001-02967
08:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MMB 1123.00**

IN WITNESS WHEREOF, Grantors have caused this Statutory Warranty Deed to be executed as of the day and year first above written.


S. W. Smyer, Jr.

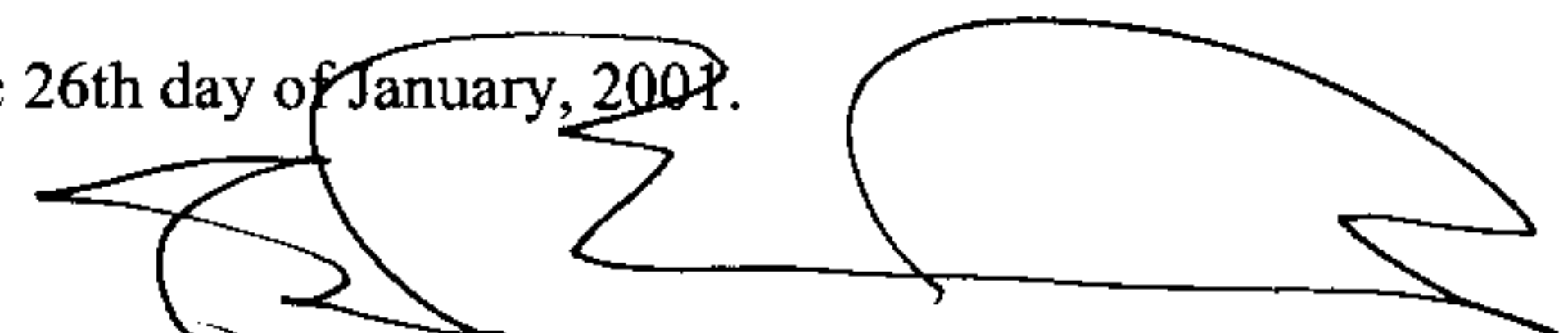

Ingrid Frances Smyer-Dubrow,
by S. W. Smyer, Jr., as attorney-in-fact
under Durable Power of Attorney
dated September 8, 2000


Harald L. Smyer,
by S. W. Smyer, Jr., as attorney-in-fact
under Durable Power of Attorney
dated September 9, 2000

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that S. W. Smyer, Jr., 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 on the day the same bears date.

Given under my hand and official seal this the 26th day of January, 2001.

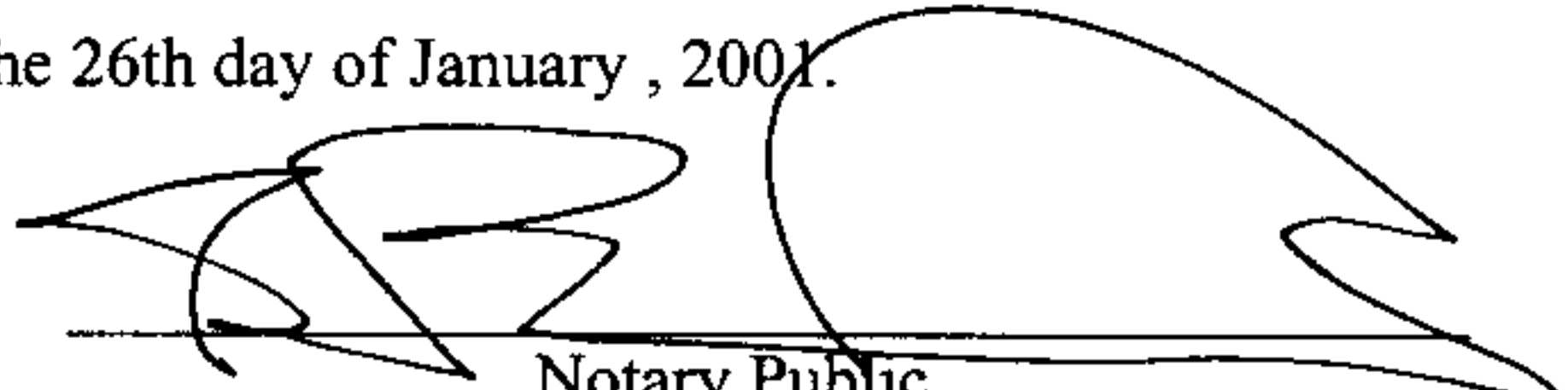


Notary Public
My Commission Expires: 9/8/2001

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that S. W. Smyer, Jr., as attorney-in-fact for Ingrid Frances Smyer-Dubrow under Durable Power of Attorney dated September 8, 2000, 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, as such attorney-in-fact, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 26th day of January, 2001.

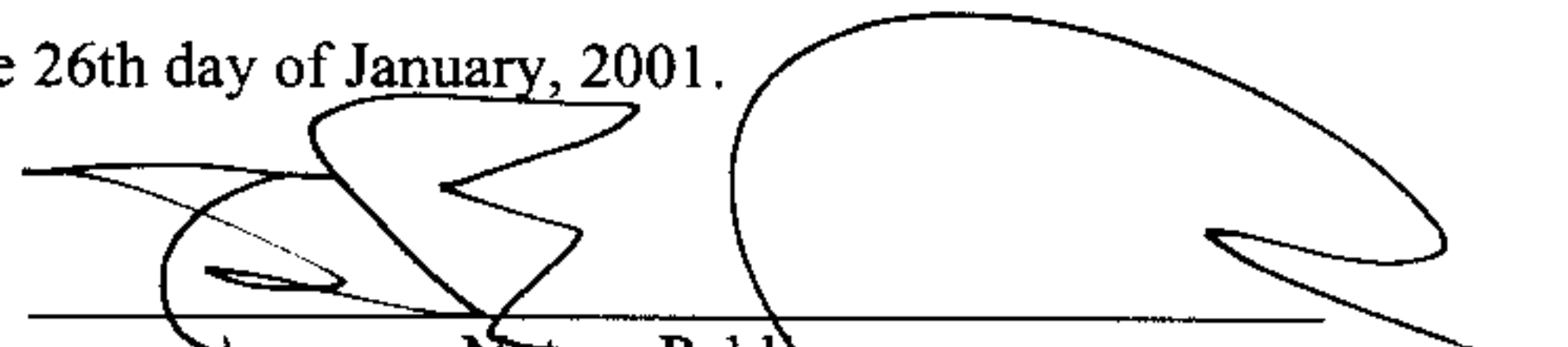


Notary Public
My Commission Expires: 9/8/2001

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that S. W. Smyer, Jr., as attorney-in-fact for Harald L. Smyer under Durable Power of Attorney dated September 9, 2000, 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, as such attorney-in-fact, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 26th day of January, 2001.



Notary Public
My Commission Expires: 9/8/2001

THIS INSTRUMENT PREPARED BY
AND UPON RECORDING SHOULD BE
RETURNED TO:
Stephen R. Monk, Esq.
Bradley Arant, Rose & White LLP
2001 Park Place, Suite 1400
Birmingham, Alabama 35203

LEGAL DESCRIPTION OF PROPERTY

Lots 1 and 2, according to the Survey of the Stonegate Realty Subdivision recorded in Map Book 27, Page 133 in the Office of the Judge of Probate of Shelby County, Alabama.

Inst # 2001-02967

**01/29/2001-02967
08:19 AM CERTIFIED**

SHELBY COUNTY JUDGE OF PROBATE