

SEND TAX NOTICE TO:
Wal-Mart Stores, Inc.
Property Tax Department 8013
1301 S.E. Tenth Street, Store #2111-01
Bentonville, AR 72716-0555

STATE OF ALABAMA)

SHELBY COUNTY)

EXCHANGE STATUTORY WARRANTY DEED

THIS IS AN EXCHANGE STATUTORY WARRANTY DEED executed and delivered this 13 day of April, 2001, by **Frank C. Ellis, III, LLC** an Alabama limited liability company (the "Grantor"), to **Wal-Mart Real Estate Business Trust**, a Delaware business trust (the "Grantee").

KNOW ALL MEN BY THESE PRESENTS:

That in consideration of the sum of Two Hundred Ninety Six Thousand Six Hundred Thirty Five and 00/100 Dollars (\$296,635.00) paid by Grantee to the Qualified Intermediary of Grantor, in an Internal Revenue Code §1031 Tax-Free Exchange pursuant to the terms of an Exchange Agreement dated April 13, 2001, the Grantor does by these presents grant, bargain, sell and convey unto the Grantee, its successors and assigns, its **undivided twenty five percent (25%) interest** in the following described real estate situated in Shelby County, Alabama, (the "Property"), to wit:

A parcel of land located in the Northeast Quarter of the Southeast Quarter of Section 31, Township 18 South, Range 1 West in Shelby County, Alabama and being more particularly described as follows:

As a POINT OF BEGINNING, begin at the Northeast corner of the Northeast Quarter of the Southeast Quarter of said Section 31; thence run in a Southerly direction and along the East boundary of said Northeast Quarter of the Southeast Quarter for a distance of 1119.11 feet to a point on the North boundary of U.S. Highway No. 280; thence with an interior angle of 110 degrees 55 minutes 35 seconds run in an Southwesterly direction and along the North boundary of said U.S. Highway No. 280 for a distance of 61.21 feet to a point on the East boundary of Racetrack Petroleum property, as recorded in Deed Book 129, Page 749; thence with an interior angle of 69 degrees 14 minutes 51 seconds run in a Northerly direction and along the East boundary of said Racetrack Petroleum property for a distance of 374.59 feet to a point; thence with an interior angle of 270 degrees 00 minutes run in a Westerly direction and along the North boundary of said Racetrack Petroleum property for a distance of 204.70 feet to a point; thence with an interior angle of 90 degrees 26 minutes 10 seconds run in a Northerly direction for a distance of 762.70 feet to a point; thence with an interior angle of 89 degrees 38 minutes 46 seconds run in an Easterly direction for a distance of 105.45 feet to a point; thence with an interior angle of 269 degrees 42

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minutes 44 seconds run in a Northerly direction for a distance of 3.97 feet to a point on the North boundary of the Northeast Quarter of the Southeast Quarter of said Section 31; thence with an interior angle of 90 degrees 00 minutes run in an Easterly direction and along the North boundary of said Northeast Quarter of the Southeast Quarter for a distance of 165.68 feet to the POINT OF BEGINNING, at which point the interior angle being 90 degrees 01 minute 53 seconds;

TOGETHER WITH all appurtenances thereto belonging or in anywise appertaining and all right, title and interest of Grantor in and to all roads, alleys and ways bounding the Property.

This conveyance is made subject to the following:

1. Taxes and assessments for the year 2001, and subsequent years;
2. Right(s) of Way(s) as shown by instrument(s) recorded in Real 79, page 889 in the Office of the Judge of Probate of Shelby County, Alabama; and
3. Agreement(s) as set out in Real 79, pages 890, 893, 896 and 899 in said Probate Office.

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

And said Grantor does for itself, its successors and assigns, covenant with said Grantee, its successors and assigns, that it, and its successors and assigns, shall warrant and defend the same to the said Grantee, its successors and assigns, forever, against the lawful claims of all persons claiming by or through the Grantor, but not further or otherwise.

The Property constitutes the Grantor's "relinquished property" conveyed in connection with Grantor's Deferred Tax-Free Exchange pursuant to IRC Section 1031.

All recorded documents referred to hereinabove were filed for record in the Office of the Judge of Probate of Shelby County, Alabama.

This Deed is executed in accordance with the Articles of Organization of the Grantor dated July 30, 1998 and filed for record as Instrument Number 1998-29142 in the Office of the Judge of Probate of Shelby County, Alabama. The Grantor warrants that such Articles have not been modified or amended, that Frank C. Ellis, III is the sole member of the Grantor and for that reason the Grantor has no Operating Agreement.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Grantor, has caused this Exchange Statutory Warranty Deed to be executed on the date first above written.

FRANK C. ELLIS, III, LLC

By: Frank C. Ellis III
Frank C. Ellis, III
Its: Authorized Member

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Frank C. Ellis, III, whose name as Authorized Member of **Frank C. Ellis, III, LLC**, an Alabama limited liability company, is signed to the foregoing Exchange Statutory Warranty Deed and who is known to me, acknowledged before me on this day that, being informed of the contents of said conveyance, he, in his capacity as such Authorized Member and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this the 13th day of April, 2001

Notary Public: [Signature]

My Commission Expires: 4-19-2001

THIS INSTRUMENT PREPARED BY:
Jason C. Edwards
Berkowitz, Lefkovits, Isom & Kushner
A Professional Corporation
420 North 20th Street
SouthTrust Tower, Suite 1600
Birmingham, Alabama 35203

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