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(RECORDING INFORMATION ONLY ABOVE THIS LINE)

This Instrument was
prepared by:

SEND TAX NOTICE TO:

R. Shan Paden
PADEN & Paden
Attorneys at Law
5 Riverchase Ridge, Suite 100
Birmingham, Alabama 35244

WALTER C. BROOKS
1905 LAKELAND TRAIL
HELENA, AL 35080

STATE OF ALABAMA)

COUNTY OF SHELBY)

JOINT TENANTS WITH RIGHT OF SURVIVORSHIP

WARRANTY DEED

Know All Men by These Presents: That in consideration of FIVE HUNDRED NINETEEN THOUSAND FOUR HUNDRED NINETEEN and 00/100 (\$519,419.00) DOLLARS to the undersigned grantor, RIVERWOOD PROPERTIES, LLC, AN ALABAMA LIMITED LIABILITY COMPANY in hand paid by the GRANTEEES herein, the receipt of which is hereby acknowledged, the said GRANTOR, does by these presents, grant, bargain, sell and convey unto WALTER C. BROOKS and NANCIE E. BROOKS, HUSBAND AND WIFE, (herein referred to as GRANTEEES, as joint tenants, with right of survivorship, whether one or more) the following described real estate, situated in SHELBY County, Alabama, to-wit:

LOT 23-A, ACCORDING TO THE FINAL PLAT OF CAHABA FALLS PHASE FOUR "A",
RECORDED IN MAP BOOK 28 PAGE 121 IN THE PROBATE OFFICE OF SHELBY COUNTY,
ALABAMA.

SUBJECT TO:

1. TAXES FOR THE YEAR BEGINNING OCTOBER 1, 2000 WHICH CONSTITUTES A LIEN BUT ARE NOT YET DUE AND PAYABLE UNTIL OCTOBER 1, 2001.
2. RESTRICTIONS, COVENANTS AND CONDITIONS AS SET OUT IN INSTRUMENT(S) RECORDED IN PROBATE OFFICE.
3. MEMORANDUM OF OIL AND GAS LEASE BETWEEN TOTAL MINATONE CORPORATION AND CABOT OIL & GAS CORPORATION, DATED AUGUST 8, 1991, IN REAL 370 PAGE 923 IN THE PROBATE OFFICE.
4. LESS AND EXCEPT ANY PORTION OBTAINED BY OR CONVEYED TO ALABAMA POWER COMPANY BY AND THROUGH CONDEMNATION PROCEEDINGS FILED IN CASE NO. 27-254 AND CASE NO. 28-57 IN THE PROBATE OFFICE.
5. RAILROAD RIGHT OF WAY AS SET OUT IN DT PAGE 655 AND DEED BOOK 11 PAGE 344 IN PROBATE OFFICE.
6. RAILROAD RIGHT OF WAY AS SET OUT IN DEED BOOK 311 PAGES 301 AND 297 IN PROBATE OFFICE.
7. UNRECORDED LEASE DATED DECEMBER 1, 1992 BY AND BETWEEN WESTERN POCAHONTAS PROPERTIES LIMITED PARTNERSHIP AND DANIEL JOHNS, AS ASSIGNED BY ASSIGNMENT OF LEASE BY WESTERN POCAHONTAS PROPERTIES LIMITED PARTNERSHIP TO RIVER OAKS PROPERTIES, LLC TO BE RECORDED.

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8. SEWER SERVICE AGREEMENT BY AND BETWEEN WESTERN POCAHONTAS PROPERTIES LIMITED PARTNERSHIP, CITY OF HELENA, ALABAMA, AND THE UTILITIES BOARD OF THE CITY OF HELENA DATED NOVEMBER 22, 1999, AS ASSIGNED TO RIVER OAKS PROPERTIES, LLC BY THE ASSIGNMENT OF SEWER SERVICE AGREEMENT DATED _____, 2000 TO BE RECORDED.

\$454,000.00 of the consideration herein was derived from a mortgage closed simultaneously herewith.

TO HAVE AND TO HOLD Unto the said GRANTEEES as joint tenants, with right of survivorship, their heirs and assigns, forever; it being the intention of the parties to this conveyance, that (unless the joint tenancy hereby created is severed or terminated during the joint lives of the grantees herein) in the event one grantee herein survives the other, the entire interest in fee simple shall pass to the surviving grantee, and if one does not survive the other, then the heirs and assigns of the grantees herein shall take as tenants in common.

And said GRANTOR does for itself, its successors and assigns, covenant with the said GRANTEEES, his, her, or their heirs and assigns, that it is lawfully seized in fee simple of said premises; that they are free from all encumbrances, unless otherwise noted above; 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 same to the said GRANTEEES, his, her, or their heirs and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, the said GRANTOR, RIVERWOOD PROPERTIES, LLC, by its MANAGING MEMBER, PZ, INC. BY ITS SECRETARY, JILL Z. HUBBARD who is authorized to execute this conveyance, has hereunto set its signature and seal, this the 22nd day of August, 2001.

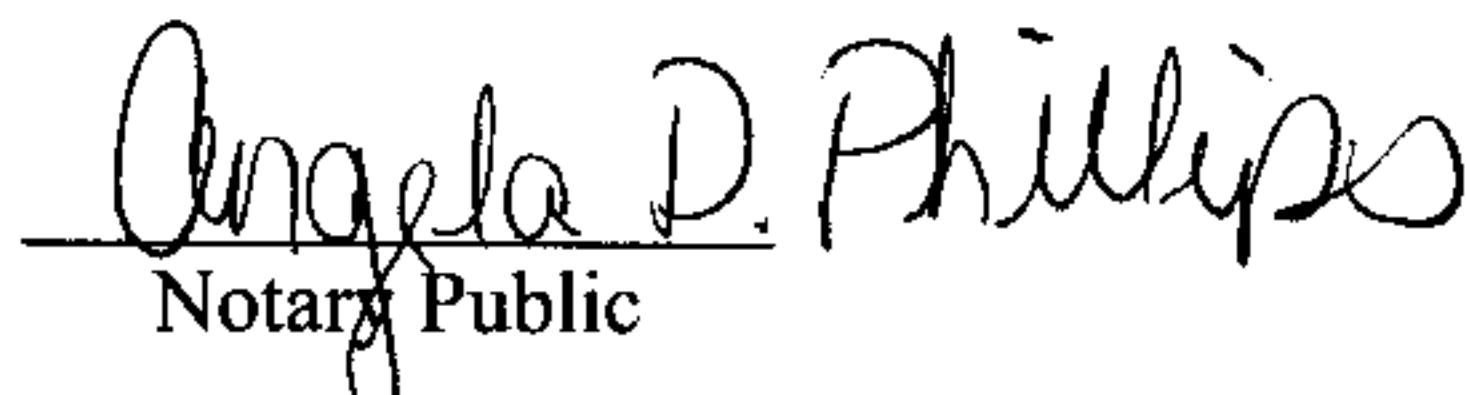
RIVERWOOD PROPERTIES, LLC
PZ, INC., ITS MANAGING MEMBER
By: 
JILL Z. HUBBARD
ITS: SECRETARY

STATE OF ALABAMA)
COUNTY OF SHELBY)

ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that JILL Z. HUBBARD, whose name as SECRETARY OF PZ, INC., THE MANAGING MEMBER of RIVERWOOD PROPERTIES, LLC, an Alabama Limited Liability Company, 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 or she, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand this the 22nd day of August, 2001.


Notary Public

My commission expires: 01/14/04

Inst. # 2001-38096

09/05/2001-38096
08:39 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
75.50
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