

SEND TAX NOTICE TO:
Delton Lane Clayton
1000 Highway 95
Helena, Alabama 35080

STATE OF ALABAMA)
)
SHELBY COUNTY)

EXCHANGE STATUTORY WARRANTY DEED

THIS IS AN EXCHANGE STATUTORY WARRANTY DEED executed and delivered this 14 day of December, 2001, by W. LARRY CLAYTON and wife, CATHY GOFF CLAYTON (the "Grantors"), in consideration of their receipt, from the below named Grantees, of certain separate real estate in exchange for the Property hereby conveyed to the Grantees in an Internal Revenue Code §1031 Exchange pursuant to said code section and the regulations promulgated thereunder.

KNOW ALL MEN BY THESE PRESENTS: That in consideration of the above-described exchange of property, the Grantors do by these presents grant, bargain, sell and convey unto, DELTON LANE CLAYTON and wife, JULIE STIPE CLAYTON, as joint tenants with right of survivorship (the "Grantees") for and during their joint lives and upon the death of either of them, then to the survivor of them, together with every contingent remainder and right of reversion, the real estate described in EXHIBIT "A" attached hereto and made a part hereof and situated in Shelby County, Alabama (the "Property");

TOGETHER WITH a perpetual, non-exclusive access easement (the "Easement") over, under and across the following described real estate situated in Shelby County, Alabama:

Commence at the SE Corner of the SE ¼ of the NE ¼ of above said Section, Township and Range; thence N02°06'51"E along the Section line, a distance of 648.08' (Meas) 648.72' (Map); thence S86°25'06"E, a distance of 333.55' (Meas) 333.63' (Map); thence N39°46'22"W, a distance of 77.95' (Map) to a point lying on the Southerly line of a private asphalt drive; thence N47°38'14"E and leaving said drive, a distance of 222.95' (Meas) 222.52' (Map); thence N55°13'14"E, a distance of 57.55' (Map); thence N40°54'00"W, a distance of 223.31' (Map); thence N02°17'11"E and along Section line, a distance of 235.02' (Meas) 235.23' (Map); thence N02°00'52"E and along Section line, a distance of 40.68' (Map); thence S89°03'48"W, a distance of 207.14'; thence N06°52'46"W, a distance of 218.35' (Map); thence S83°07'32"W, a distance of 399.00' (Meas & Map); thence S06°52'39"E, a distance of 56.96' (Map) to the POINT OF BEGINNING; thence N71°42'53"W, a distance of 95.19'; thence S88°24'06"W, a distance of 80.27' to the POINT OF ENDING.

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SHELBY COUNTY JUDGE OF PROBATE
004 CH 20.50

Inst # 2001-55849

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

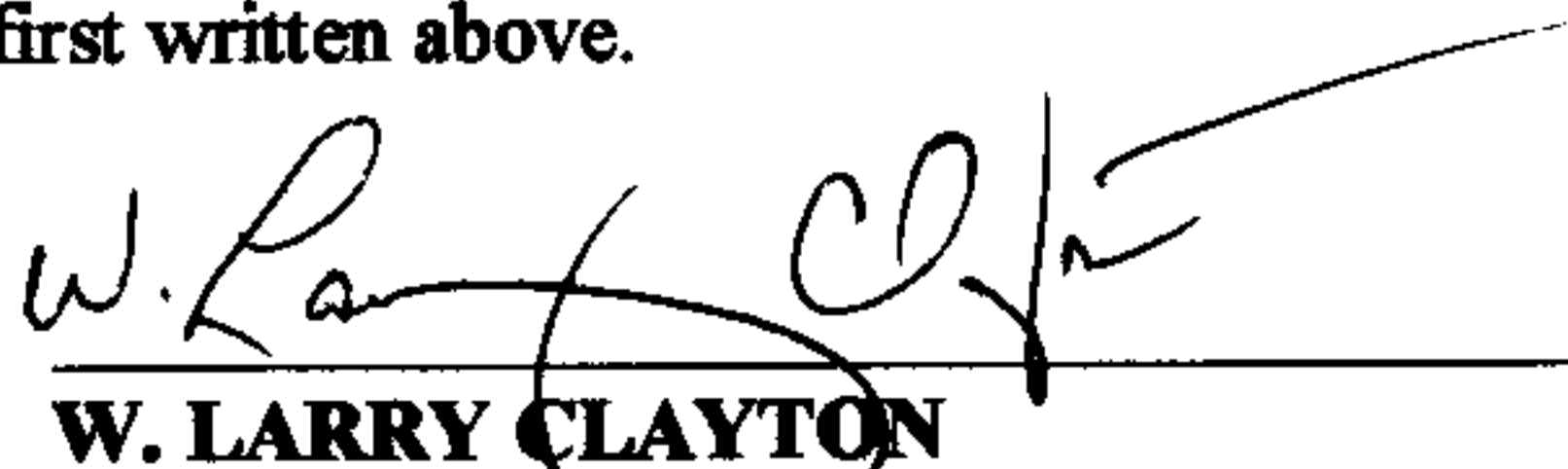
This conveyance is subject to:

1. Ad valorem taxes for tax year 2002 and succeeding tax years.
2. Easements, restrictions, encumbrances, and other matters of record affecting the Property and the Easement; and any matter that would be reflected by an accurate survey of the Property and the Easement.

TO HAVE AND TO HOLD, to the said Grantees, their heirs, representatives and assigns, forever.

The Grantors hereby covenant and agree with Grantees, their heirs, representatives and assigns, that the Grantors, their heirs, representatives and assigns, will warrant and defend the above-described Property against the lawful claims (unless otherwise noted above) of all persons claiming by, through, or under the Grantors, but not further or otherwise.

IN WITNESS WHEREOF, the Grantors have caused this instrument to be executed, acknowledged and delivered as of the date first written above.



W. LARRY CLAYTON



CATHY GOFF CLAYTON

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public, hereby certify that **W. LARRY CLAYTON**, whose name is signed to the foregoing Deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Deed, he executed the same voluntarily on the day the same bears date.

Given under my hand this 14 day of December, 2001.



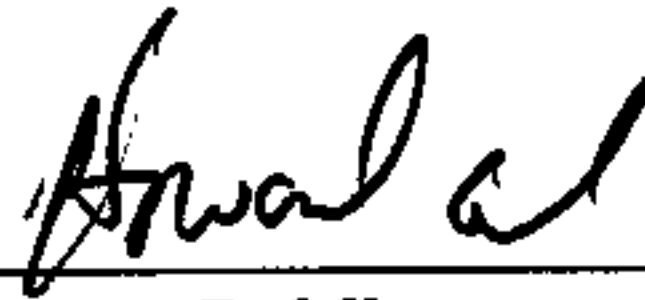
Notary Public
My Commission Expires: 5-8-05

[NOTARIAL SEAL]

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public, hereby certify that **CATHY GOFF CLAYTON**, whose name is signed to the foregoing Deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Deed, she executed the same voluntarily on the day the same bears date.

Given under my hand this 14 day of December, 2001.



Notary Public
My Commission Expires: 5-8-05

[NOTARIAL SEAL]

THIS INSTRUMENT PREPARED BY
(without the benefit of a Title Search) :
Adam J. Sigman
Berkowitz, Lefkowitz, Isom & Kushner, P.C.
SouthTrust Tower, Suite 1600
420 North 20th Street
Birmingham, Alabama 35203-5202

EXHIBIT "A"

PROPERTY DESCRIPTION

Commence at the SE Corner of the SE ¼ of the NE ¼ of above said Section, Township and Range; thence N02°06'51"E along the Section line, a distance of 648.08' (Meas) 648.72' (Map); thence N39°46'22"W, a distance of 77.95' (Map); to a point lying on the Southerly line of a private asphalt drive; thence N47°38'14"E and leaving said drive, a distance of 222.95' (Meas) 222.52' (Map); thence N55°13'14"E, a distance of 57.55' (Map); thence N40°54'00"W, a distance of 223.31' (Map); thence N02°17'11"E and along Section line, a distance of 235.02' (Meas) 235.23' (Map); thence N02°00'52"E and along Section line, a distance of 40.68' (Map); thence S89°03'48"W, a distance of 207.14' to the POINT OF BEGINNING; thence N06°52'46"W, a distance of 218.35' (Map); thence S83°07'32"W, a distance of 399.00' (Meas & Map); thence S06°52'39"E, a distance of 218.35' (Meas & Map); thence N83°07'33"E, a distance of 399.00' (Map) to the POINT OF BEGINNING.

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