

[Purchase price = \$5,765,000. The property is subject to a mortgage in the face amount of \$3,845,000, upon which mortgage recording tax was previously collected. Said mortgage is evidenced by that certain Mortgage and Security Agreement recorded in Book 215, Page 26 of the Probate Court of Shelby County, Alabama, and by that certain First Amendment to Mortgage and Security Agreement recorded in Book 269, Page 215 of said probate court. Amount to which deed recording tax is applicable = \$1,920,000.]

Send tax notice to:
2100 16th Avenue South
Ash Place, Suite 300
Birmingham, Alabama 35205
Attention: Dale Splawn

This instrument prepared by
and record and return to:
Angie Godwin McEwen, Esq.
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

EXECUTOR'S WARRANTY DEED

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

KNOW ALL PERSONS BY THESE PRESENTS, that Compass Bank, an Alabama banking corporation, Dale Splawn, Gari Griffin, Ginger G. Burkett and Gana Barrentine, as Co-Personal Representatives of **THE ESTATE OF JOE LEE GRIFFIN, DECEASED** (the "Grantor"), for a good and valuable consideration, the receipt of which is hereby acknowledged, do hereby grant, bargain, sell and convey unto **EAGLE POINT GOLF CLUB LLC**, an Alabama limited liability company (the "Grantee"), that certain real property and any improvements thereon situated in the County of Shelby, State of Alabama, more particularly described on Exhibit A attached hereto and subject to:

1. Taxes and assessments for the year 2002, and subsequent years, which are not yet due and payable; and
 2. All easements, encumbrances, restrictions and covenants of record; and
 3. Coal, oil, gas and other mineral interests in, to or under the land;
- (the "Property").

TO HAVE AND TO HOLD to the Grantee and its successors and assigns forever.

The Grantee hereunder takes the Property subject to that certain Mortgage and Security Agreement recorded in Book 215, Page 26 of the Probate Court of Shelby County, Alabama, and that certain First Amendment to Mortgage and Security Agreement recorded in Book 269, Page 215 of said probate court.

Any and all warranties contained or implied herein are expressly limited to acts done or suffered by Grantor.

This instrument is executed by the Co-Personal Representatives solely in their representative capacities named herein, and neither this instrument nor anything herein contained shall be construed as creating any indebtedness or obligation on the part of the Co-Personal Representatives in their individual, non-representative capacities, and the Co-Personal Representatives expressly limit their liability hereunder to the property now or hereafter held by them in their representative capacities named.

IN WITNESS WHEREOF, the undersigned, in their capacities as Co-Personal Representatives of The Estate of Joe Lee Griffin, Deceased, have hereunto set their hands and seals as of the 20th day of December, 2001.

GRANTOR:


THE ESTATE OF JOE LEE GRIFFIN, DECEASED

By: COMPASS BANK, an Alabama banking corporation, as
Co-Personal Representative

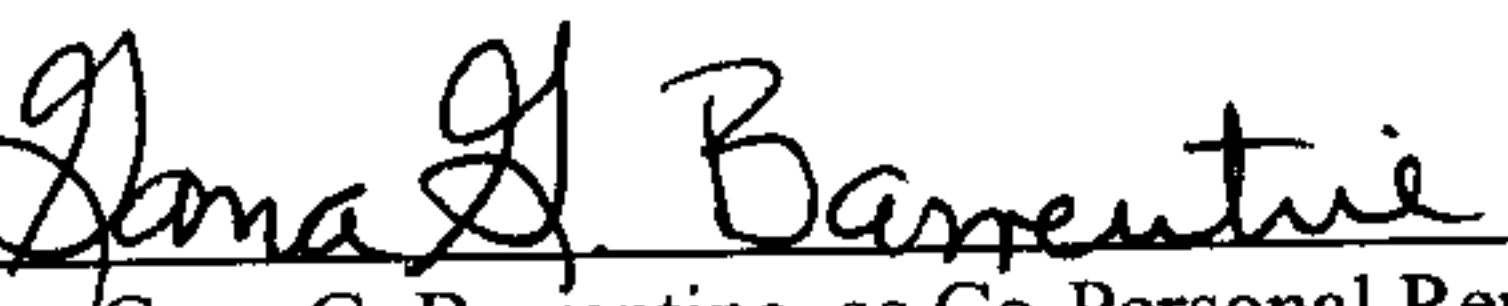
By: 

Its: VP & ST

By: 
Dale Splawn, as Co-Personal Representative

By: 
Gari Griffin, as Co-Personal Representative

By: 
Ginger G. Burkett, as Co-Personal Representative

By: 
Gana G. Barrentine, as Co-Personal Representative

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, a notary public in and for said county in said state, hereby certify that John R. Martin, who, in his capacity as VP of Compass Bank, an Alabama banking corporation, as Co-Personal Representative of The Estate of Joe Lee Griffin, Deceased, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily for and as the act of the corporation, in its capacity as Co-Personal Representative, on the day the same bears date.

GIVEN under my hand and official seal this 20 day of December, 2001.

Notary Public Roxanne M. Whitehead
My Commission Expires: NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 14, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Dale Splawn, who, in his capacity as Co-Personal Representative of The Estate of Joe Lee Griffin, Deceased, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily for and as the act of the estate on the day the same bears date.

GIVEN under my hand and official seal this 20 day of December, 2001.

Notary Public Roxanne M. Whitehead
My Commission Expires: NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 14, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Gari Griffin, who, in her capacity as Co-Personal Representative of The Estate of Joe Lee Griffin, Deceased, acknowledged before me on this day that, being informed of the contents of said instrument, she executed the same voluntarily for and as the act of the estate on the day the same bears date.

GIVEN under my hand and official seal this 20 day of December, 2001.

Notary Public Roxanne N. Whitehead
My Commission Expires: NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 14, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Ginger G. Burkett, who, in her capacity as Co-Personal Representative of The Estate of Joe Lee Griffin, Deceased, acknowledged before me on this day that, being informed of the contents of said instrument, she executed the same voluntarily for and as the act of the estate on the day the same bears date.

GIVEN under my hand and official seal this 20 day of December, 2001.

Notary Public Roxanne N. Whitehead
My Commission Expires: NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 14, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Gana G. Barrentine, who, in her capacity as Co-Personal Representative of The Estate of Joe Lee Griffin, Deceased, acknowledged before me on this day that, being informed of the contents of said instrument, she executed the same voluntarily for and as the act of the estate on the day the same bears date.

GIVEN under my hand and official seal this 20 day of December, 2001.

Notary Public Roxanne M. Whitehead

My Commission Expires: NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 14, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

EXHIBIT A**Parcel I**

A parcel of land situated in Sections 5, 6, 7 and 8, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows: Begin at the Southeast corner of the Southwest 1/4 of the Southwest 1/4 of said Section 5 and thence run North along the East line of said 1/4 1/4 Section for a distance of 658.25 feet to an iron pin found; thence turn an angle to the left of 90 deg. 23 min. 50 sec. and run in a Westerly direction for a distance of 667.08 feet to a 3 inch capped iron found; thence turn an angle to the left of 0 deg. 02 min. 02 sec. and run in a Westerly direction for a distance of 318.02 feet to a point; thence turn an angle to the left of 61 deg. 07 min. 09 sec. and run in a Southwesterly direction for a distance of 2,129.34 feet to a point; thence turn an angle to the left of 28 deg. 16 min. 37 sec. and run in a Southerly direction for a distance of 117.38 feet to a 3 inch capped iron found; thence turn an angle to the right of 88 deg. 56 min. 46 sec. and run in a Westerly direction for a distance of 63.79 feet to a point; thence turn an angle to the left of 60 deg. 40 min. 10 sec. and run in a Southwesterly direction for a distance of 1519.07 feet to a point; thence turn an angle to the left of 119 deg. 15 min. 43 sec. and run in an Easterly direction for a distance of 117.69 feet to an iron pin found; thence turn an angle to the left of 0 deg. 17 min. 02 sec. and run in an Easterly direction for a distance of 1330.27 feet to a 3 inch capped iron found; thence turn an angle to the right of 1 deg. 32 min. 57 sec. and run in an Easterly direction for a distance of 1327.47 feet to a point; thence turn an angle to the left of 90 deg. 11 min. 30 sec. and run in a Northerly direction for a distance of 2154.78 feet to a point; thence turn an angle to the right of 63 deg. 40 min. 04 sec. and run in a Northeasterly direction for a distance of 316.22 feet to a point; thence turn an angle to the left of 81 deg. 00 min. 00 sec. and run in a Northwesterly direction for a distance of 382.60 feet to a point; thence turn an angle to the left of 73 deg. 18 min. 50 sec. and run in a Westerly direction for a distance of 169.44 feet to the point of beginning; being situated in Shelby County, Alabama.

LESS AND EXCEPT the following Well site:

A parcel of land located in the Southeast 1/4 of the Northeast 1/4 of Section 7, Township 19 South, Range 1 West, Shelby County, Alabama, more particularly described as follows: Commence at the Northwest corner of said 1/4 1/4 Section; thence in an Easterly direction along the North line of said 1/4 1/4 Section, a distance of 700.0 feet to the point of beginning; thence continue along last described course a distance of 50.0 feet; thence 90 deg. right, in a Southerly direction, a distance of 50.0 feet; thence 90 deg. right, in a Westerly direction a distance of 50.0 feet; thence 90 deg. right, in a Northerly direction a distance of 50.0 feet to the point of beginning; being situated in Shelby County, Alabama.

AND ALSO:

Parcel II

A parcel of land in SW 1/4 of the SE 1/4 of SW 1/4 of Section 5, Township 19 South, Range 1 West, more particularly described as follows:

Begin at the SW corner of said 1/4-1/4-1/4 section and run north along the west boundary thereof for a distance of 633.25 feet to the south boundary of Farley Lane; thence turn an angle to the right of 89° 36' 10" and run east along said boundary for a distance of 169.44 feet; thence turn an angle to the right of 90° 23' 50" and run south for a distance of 633.38 feet to the south boundary of said 1/4-1/4-1/4; thence turn an angle to the right of 89° 38' 49" and run west along the south boundary of said 1/4-1/4-1/4 for a distance of 169.44 feet to the point of beginning of the property herein described, containing 2.46 acres, more or less.

Parcel III

12/28/2001-57337
03:37 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MSB 1946.00

Lot 1, according to the Survey of Eagle Point as recorded in Map Book 014, page 114 in the Probate Office of Shelby County, Alabama.