

This document was prepared by

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AIG Baker Shopping Center Properties, L.L.C.
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Birmingham, Alabama 35242

After recording return to:

Gail Livingston Mills, Esq.
AIG Baker Shopping Center Properties, L.L.C.
1701 Lee Branch Lane
Birmingham, Alabama 35242

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That for and in consideration of FIVE HUNDRED SEVENTY-FIVE THOUSAND AND NO/100 DOLLARS (\$575,000.00) to the undersigned grantor, **EMILY JONES RUSHING**, a married woman (the "Grantor"), in hand paid by **AIG BAKER BROOKSTONE, L.L.C.**, a Delaware limited liability company ("Grantee"), the receipt and sufficiency whereof are hereby acknowledged, Grantor does hereby grant, bargain, sell, and convey unto Grantee all of her right, title and interest in and to the following real estate (the "Property") situated in Shelby County, Alabama, to-wit:

All of the North half of the North half of the Southwest Quarter of the Northwest Quarter (N 1/2 of N 1/2 of SW 1/4 of NW 1/4) of Section 5, Township 19, South, of Range 1 West, and

Also, all that part of the North half of the North half of the Southeast Quarter of the Northeast Quarter (N 1/2 of N 1/2 of SE 1/4 of NE 1/4) of Section 6, Township 19, South, of Range 1, West, which lies East of Cahaba Valley Highway right of way, excepting the following described tract, viz:

Commencing at the Northeast corner of the Southeast Quarter of the Northeast Quarter of said Section 6 and run West along the North line of said forty to the intersection with East right of way line of Cahaba Valley Highway; thence turn an angle to the left of 46 degrees 10 minutes, and run Southwesterly along said highway right of way a distance of 327.4 feet to the point of beginning of said exception; thence turn an angle of 106 degrees 12 minutes to the left and run 72.4 feet; thence turn an angle of 47 degrees 07 minutes to the right and run 61 feet to the South line of the North half of the North half of the Southeast Quarter of the Northeast Quarter of said Section; thence run West along the South line of said North half of the North half of the Southeast Quarter of the Northeast Quarter of said Section 6 to the East right of way line of Cahaba Valley Highway; thence in a Northeasterly direction along said right of way line to the point of beginning of said exception.

Subject, however, to those matters which are set forth on Exhibit A attached hereto and incorporated herein by this reference (the "Permitted Encumbrances").

GRANTOR REPRESENTS AND WARRANTS THAT NO PART OF THE PROPERTY CONSTITUTES THE HOMESTEAD OF THE GRANTOR OR OF HER SPOUSE.

TO HAVE AND TO HOLD the above-described Property, together with all and singular the rights, rights of way, privileges, tenements, hereditaments, easements, and appurtenances pertaining thereto unto the use and benefit of Grantee, its successors and assigns, in fee simple forever.

Grantor hereby covenants and agrees that she will warrant and forever defend the right and title to the above-described Property unto the Grantee against the claims of Grantor and all others claiming by, through, or under Grantor, but not otherwise, subject, however to the Permitted Encumbrances.

IN WITNESS WHEREOF, Grantor has caused this Deed to be properly executed under seal on this 6th day of May, 2002.

GRANTOR:

Emily Jones Rushing (SEAL)
EMILY JONES RUSHING

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Emily Jones Rushing, whose name is signed to the foregoing Statutory Warranty Deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Statutory Warranty Deed, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal, this 6th day of May, 2002.

[Signature]
NOTARY PUBLIC

My Commission Expires: 3/9/05

EXHIBIT A

PERMITTED EXCEPTIONS

1. Advalorem taxes for the year 2002 and subsequent years, a lien not yet due and payable.
2. Right of Way granted to Shelby County in Deed Book 135, Page 57.