

This document was prepared by

After recording return to:

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

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STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That for and in consideration of THREE HUNDRED THIRTEEN THOUSAND EIGHT HUNDRED EIGHTY-NINE AND NO/100 DOLLARS (\$313,889.00) to the undersigned grantor, **DIANE K. RUSSELL**, an unmarried woman (the "Grantor"), in hand paid by **AIG BAKER BROOKSTONE, L.L.C.**, a Delaware limited liability company (the "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:

The North one-third of the West one-third of the North half of the Northeast quarter of Southwest quarter of Section 5, Township 19, Range 1 West.

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

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 31st day of May, 2002.

GRANTOR:

Diane K. Russell (SEAL)
DIANE K. RUSSELL

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Diane K. Russell, 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 31st day of May, 2002.

Hail L. Mich
NOTARY PUBLIC
My Commission Expires: 2/26/06

EXHIBIT A

PERMITTED ENCUMBRANCES

1. Ad valorem taxes for the year 2002 and subsequent years, a lien not yet due and payable.
2. Right of Way granted to Alabama Power Company recorded in Deed Book 109, Page 496 and in Deed Book 185, Page 132, in the Probate Office of Shelby County, Alabama.
3. Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto, including release of damages, as recorded in Deed Book 259, Page 350, Deed Book 331, Page 262, and Deed Book 247, Page 709, in said Probate Office.