

**This Instrument Prepared
(Without Review of Title or Survey) by:**
Robert L. Loftin, III
BALCH & BINGHAM LLP
1901 Sixth Avenue North, Suite 2600
Birmingham, AL 35203
205-251-8100

Send Tax Notice to:
Charles A. McGehee
4236 Harpers Ferry Circle
Birmingham, Alabama 35213

STATE OF ALABAMA }
 :
SHELBY COUNTY } **DEED OF DISTRIBUTION**

THIS DEED is made and entered into this 22 day of May, 2002, by CHARLES A. McGEHEE, as the surviving sole trustee of that certain testamentary trust established under the last will and testament of Murphy Slaughter McGehee (the "Grantor"), to CHARLES A. McGEHEE and ROBERT MURPHY McGEHEE (the "Grantees").

RECITALS:

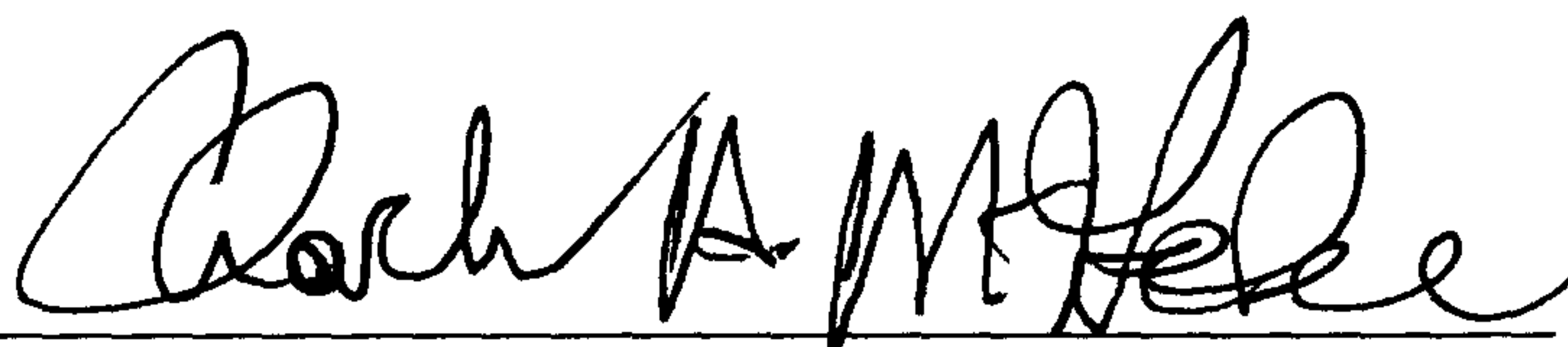
1. Murphy Slaughter McGehee (the "Decedent") died testate on March 18, 2000. His last will and testament was admitted to probate and record in the Probate Court of Shelby County, Alabama, on May 16, 2000 (Case Number 40-021).
2. Item Five of the Decedent's last will and testament makes a devise to the Grantor and Louise A. McGehee, as co-trustees of a trust, which was established for the primary benefit of Louise A. McGehee, the surviving spouse of the Decedent.
3. On July 17, 2001, the Grantor and the said Louise A. McGehee caused to be filed in the office of the judge of Probate of Shelby County, Alabama, a deed of distribution, as Instrument Number 2001-29482, which records the transfer of title to certain real estate, which is made the subject of this conveyance, to the said trust.
4. On April 16, 2002, the said Louise A. McGehee died testate a resident of Shelby County, Alabama, and her last will and testament was admitted to probate and record in the Probate Court of Shelby County, Alabama, on May 1, 2002 (Case Number 42-249).
5. Pursuant to the provisions of the said trust, upon the death of the said Louise A. McGehee, the said trust terminated, and all property held by the Grantor, as sole surviving trustee, is to be distributed to the Grantees.
6. The Grantor has determined that the real estate described herein and made the subject of this conveyance shall be distributed to the Grantees in satisfaction of the terms of the said trust.

NOW, THEREFORE, in consideration of the premises, the Grantor does hereby grant, bargain, sell and convey unto the Grantees, all right, title, interest and claim in or to said real estate situated in Shelby County, Alabama, described with particularity, as follows:

Lot 17, Block 5 all according to Arden Subdivision to the Town of Montevallo, Alabama, and subject to the restrictions and covenants heretofore made by the Montevallo Development Company in the use of said lands heretofore made and which is shown of record in Deed Book 139, on Page 269, in the office of the Judge of Probate of Shelby County, Alabama, all situated in Shelby County, Alabama.

TO HAVE AND TO HOLD to the said Grantees forever. This instrument is executed by the Grantor solely in his capacity named herein, and neither this instrument nor anything contained herein shall be construed as creating any indebtedness or obligation on the part of the Grantor in his individual capacity, and the Grantor expressly limits his liability hereunder to the property now or hereafter held by him in his capacity named herein.

IN WITNESS WHEREOF the Grantor has executed this conveyance by setting his signature hereto this 22 day of May, 2002.



CHARLES A. McGEHEE, Trustee
Trust under the last will and testament of
Murphy Slaughter McGehee, deceased

STATE OF ALABAMA }
 :
SHELBY COUNTY }

I, the undersigned authority, a Notary Public in and for said State in said County, hereby certify that CHARLES A. McGEHEE, whose name as trustee of the testament trust under the last will and testament of Murphy Slaughter McGehee, deceased, 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 said instrument, he executed the same voluntarily in his capacity as such trustee on the day the same bears date.

Given under my hand and official seal this the 22 day of May, 2002.



Notary Public

My Commission Expires: 9-10-03

[SEAL]