

(RECORDING INFORMATION ONLY ABOVE THIS LINE)

This Instrument was
prepared by:

SEND TAX NOTICE TO:

R. Shan Paden
PADEN & PADEN
Attorneys at Law
5 Riverchase Ridge, Suite 100
Birmingham, Alabama 35244

BRANTLEY HOMES, INC.
128 HIGH CREST ROAD
PELHAM, AL 35124

STATE OF ALABAMA)
COUNTY OF SHELBY)

WARRANTY DEED

Know All Men by These Presents: That in consideration of TWO HUNDRED SIXTY TWO THOUSAND FIVE HUNDRED DOLLARS and 00/100 (\$262,500.00) to the undersigned grantor, RIVERWOODS PROPERTIES, LLC an Alabama Limited Liability company, in hand paid by the GRANTEES herein, the receipt of which is hereby acknowledged, the said GRANTOR, does by these presents, grant, bargain, sell and convey unto BRANTLEY HOMES, INC., A CORPORATION, (herein referred to as GRANTEES, whether one or more) the following described real estate, situated in SHELBY County, Alabama, to-wit:

LOTS 410, 411, 412, 427, 428, 429 AND 430 ACCORDING TO THE FINAL PLAT RIVERWOODS FOURTH SECTOR - PHASE 1, AS RECORDED IN MAP BOOK 30, PAGE 81, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.

SUBJECT TO:

1. TAXES FOR THE YEAR 2002 WHICH CONSTITUTE A LIEN BUT ARE NOT YET DUE AND PAYABLE UNTIL OCTOBER 1, 2003.
2. EASEMENT(S), BUILDING LINE(S) AND RESTRICTION(S) AS SHOWN ON RECORDED MAP.
3. RIGHT OF WAY GRANTED TO ALABAMA POWER COMPANY RECORDED IN INSTRUMENT NO. 2002-46365.
4. RESTRICTIONS AND COVENANTS APPEARING OF RECORD IN INSTRUMENT NO. 2002-7338 AND INSTRUMENT NO. 1996-2205.
5. RIGHT OF WAY GRANTED TO ALABAMA POWER COMPANY RECORDED IN DEED VOLUME 127, PAGE 442.
6. RIGHT OF WAY GRANTED TO SOUTH CENTRAL BELL TELEPHONE COMPANY RECORDED IN SHELBY REAL 116, PAGE 275.
7. TITLE TO ALL MINERALS WITHIN AND UNDERLYING THE PREMISES, TOGETHER WITH ALL MINING RIGHTS AND OTHER RIGHTS PRIVILEGES AND IMMUNITIES RELATING THERETO.

\$262,500.00 of the consideration herein was derived from a mortgage closed simultaneously herewith.

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TO HAVE AND TO HOLD Unto the said GRANTEES, their heirs and assigns, forever.

And said GRANTOR does for itself, its successors and assigns, covenant with the said GRANTEES, his, her, or their heirs and assigns, that it is lawfully seized in fee simple of said premises; that they are free from all encumbrances, unless otherwise noted above; that it has a good right to sell and convey the same as aforesaid, and that it will and its successors and assigns shall warrant and defend the same to the said GRANTEES, his, her, or their heirs and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, the said GRANTOR, RIVERWOODS PROPERTIES, LLC, by its SEC OF PZ, INC MANAGING MEMBER, JILL HUBBARD who is authorized to execute this conveyance, has hereunto set its signature and seal, this the 31st day of October, 2002.

RIVERWOODS PROPERTIES, LLC

By: 

JILL HUBBARD, SEC OF PZ, INC MANAGING MEMBER

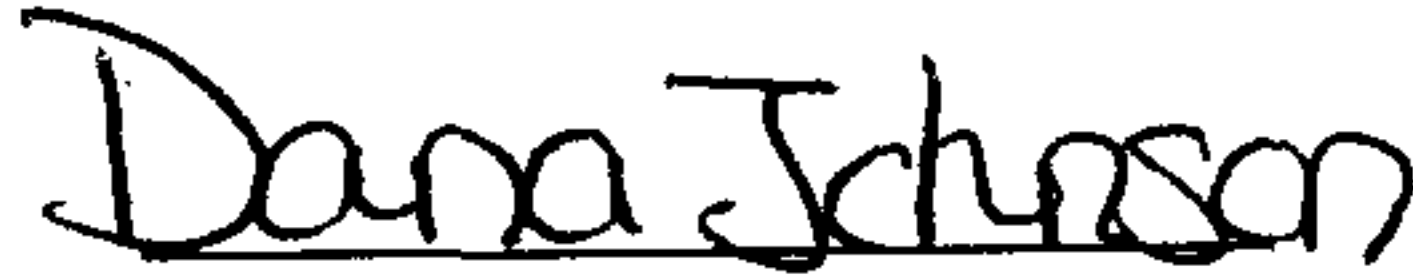
STATE OF ALABAMA)

COUNTY OF SHELBY)

ACKNOWLEDGEMENT

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that JILL HUBBARD, whose name as SEC OF PZ, INC MANAGING MEMBER of RIVERWOODS PROPERTIES, LLC, an Alabama Limited Liability Company, 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 the conveyance, he or she, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand this the 31st day of October, 2002.


Notary Public

My commission expires: 3/26/05