

THIS INSTRUMENT PREPARED BY:**SEND TAX BILL TO:**

Bradley G. Siegal
Leitman, Siegal & Payne, P.C.
600 North 20th Street, Suite 400
Birmingham, Alabama 35203

Highway 150, LLC
2101 6th Avenue North
Suite 900
Birmingham, Alabama 35203

SPECIAL LIMITED WARRANTY DEED

STATE OF ALABAMA)

JEFFERSON COUNTY)

2,755,000.00
Mortgage filed simultaneously
for the full amount

KNOW ALL MEN BY THESE PRESENTS, That for and in consideration of the sum of Ten and No/100 Dollars (\$10.00), in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, COLONIAL REALTY LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantor"), has bargained and sold and by these presents does transfer and convey unto HIGHWAY 150, LLC, an Alabama limited liability company ("Grantee"), Grantee's successors and assigns, that certain tract or parcel of land in Jefferson and Shelby County, State of Alabama, described on Exhibit "A", which is attached hereto and incorporated herein by reference. Such property is herein referred to as the "Property."

This conveyance of the Property and the covenants and warranties contained herein are made expressly subject to the matters set forth on Exhibit "B" which is attached hereto and incorporated herein by reference as well as to all taxes for the year 2003 and subsequent years not yet due and payable.

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

This is a special limited warranty deed. Grantor's only warranties hereunder are that this deed is executed and delivered with full authority of Grantor; that Grantor warrants that it has done nothing to adversely affect title since title was placed in its name, and that the Property is free from all encumbrances made or suffered by Grantor except to the extent otherwise set forth herein. No other warranties, express, implied or created by statute are included in this deed.

IN WITNESS WHEREOF, the said Grantor, by its general partner who is duly authorized to execute this conveyance, hereto sets its signature and seal this the 20 day of December, 2002.

Land Title

COLONIAL REALTY LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Colonial Properties Trust
an Alabama real estate trust
Its: General Partner

By: C. Reginald Thompson, Jr.
Its: Chief Operating Officer

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that C. Reynolds Thompson III, whose name as Chief Op. Officer of Colonial Properties Trust, General Partner of Colonial Realty Limited Partnership, a Delaware limited partnership is signed to the foregoing document, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 20 day of December, 2002.

Jane J. Epperson
Notary Public
My Commission Expires: My Commission Expires JAN. 15, 2004

EXHIBIT " A "

Lots 1, 3, 5 and 6, according to the Final Plat of Colonial Promenade Hoover, Phase III, as recorded in Map Book 37, page 15, in the Probate Office of Jefferson County, Alabama, Bessemer Division and also recorded in Map Book 29, Page 149, in the Probate office of Shelby County, Alabama. TOGETHER WITH the non-exclusive easements appurtenant to each of the above described Lots for ingress, egress, parking of motor vehicles and the installation, use, maintenance and repair of utility lines over Lot 2 (as such Lot 2 is shown on the plat recorded in Map Book 37, Page 6, in the Probate Office of Jefferson County, Alabama, Bessemer Division), which easements are created by and more particularly described in the Easement with Covenants and Restrictions Affecting Land ("ECR"), dated March 1, 2001, recorded in Bessemer Instrument 200162/4737 in the Probate Office of Jefferson County, Alabama, Bessemer Division and refiled in Instrument 2001-37349 in the Probate Office of Shelby County, Alabama.

EXHIBIT " B "

1. Taxes and assessments for the year 2003 and subsequent years, which are not yet due and payable. Tax information has been based on the present assessment roles, but is subject to any future adjustments that may be made by either the Tax Assessor or the Board of Equalization of Jefferson County, Alabama.
2. Building lines and easements, as shown by map recorded in Map Book 37, Page 15, and as shown on the survey of Walter Schoel Engineering Company, Inc., dated November 15, 2002 "(the "Survey")".
3. Mineral and mining rights and rights incident thereto recorded in Bessemer Volume 674, page 557, in the Probate Office of Jefferson County, Alabama.
4. Rights of tenants in possession under any unrecorded leases, as tenants only with no option to purchase.
5. Easement with restrictions, recorded in Bessemer Instrument 200162/4737, in the Probate Office on Jefferson County, Alabama and refiled in Instrument 2001-37349, in the Probate Office of Shelby County, Alabama.
6. Right of way to Water Works and Sewer Board of the City of Birmingham, recorded in Bessemer Instrument 200262/8143, in the Probate Office of Jefferson County, Alabama and as shown on the "Survey".
7. 20 foot sanitary sewer Easement created by Instruments recorded in 200161/6124 and 200161/6125, in said Probate Office and as shown on the "Survey".
8. Terms and conditions of that certain Memorandum of Lease dated 10-12-01, by and between Colonial Realty Limited Partnership and Stein Mart, Inc., filed for record 10-1-02, recorded in Bessemer Instrument 200262/9674, in the Probate Office of Jefferson County, Alabama, and all amendments and/or modifications thereto. Subordination, Non-Disturbance and Attornment Agreement executed in connection therewith and recorded in Instrument _____, in said Probate Office. (Lots 1 and 3)

State of Alabama - Jefferson County

I certify this instrument filed on:

2002 DEC 20 P.M. 14:28

Recorded and \$		Mtg. Tax	
and \$		Deed Tax and Fee Amt.	
\$	15.50	Total \$	15.50
MICHAEL F. BOLIN, Judge of Probate			



200263/9878 BESS

STATE OF ALABAMA, JEFFERSON COUNTY

I hereby certify that no mortgage tax or deed tax has been collected on this instrument.

Michael F. Bolin

"NO TAX COLLECTED"

Judge of Probate