

(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 FIFTY THOUSAND DOLLARS and 00/100 (\$50,000.00) 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:

LOT 221, ACCORDING TO THE AMENDED MAP OF RIVERWOODS 2ND SECTOR, AS RECORDED IN MAP BOOK 29, PAGE 121, 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. 25 FOOT BUILDING LINE, AS SHOWN BY RECORDED MAP.
3. 15 FOOT TREE CONSERVATION BUFFER ON REAR AS SHOWN BY RECORDED MAP.
4. RESTRICTIONS AS SHOWN BY RECORDED MAP.
5. MINERAL AND MINING RIGHTS AND RIGHTS INCIDENT THERETO RECORDED IN REAL 112, PAGE 876; REAL 328, PAGE 1; REAL 247, PAGE 599 AND REAL 247, PAGE 636, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.
6. OIL AND GAS LEASE, AS RECORDED IN REAL 370, PAGE 923 IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.
7. RIGHT OF WAY TO SOUTHERN NATURAL GAS CORPORATION RECORDED IN INSTRUMENT 2001-54741, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.
8. RESTRICTIONS APPEARING OF RECORD IN INSTRUMENT 2002-7338, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.

\$233,236.00 of the consideration herein was derived from a mortgage closed simultaneously herewith.

✓
Compass Bank
P.O. Box 10566
Bham 35296

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 3rd day of February, 2003.

RIVERWOODS PROPERTIES, LLC

By: 

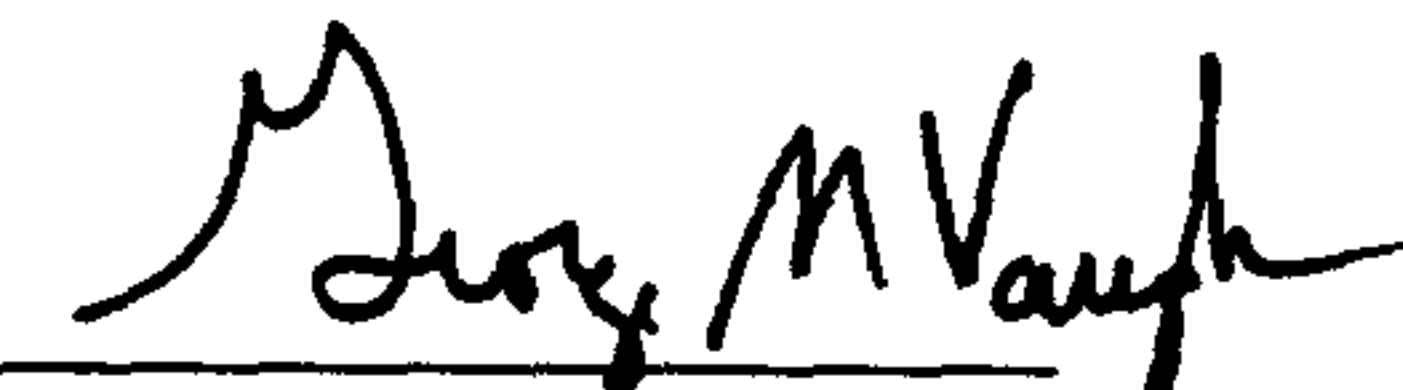
JILL HUBBARD, SEC OF PZ, INC MANAGING MEMBER

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 3rd day of February, 2003.


Notary Public

My commission expires: 9.29.06