

160,000
160510 SEP 27 1021



20030929000654910 Pg 1/4 120.00
Shelby Cnty Judge of Probate, AL
09/29/2003 14:58:00 FILED/CERTIFIED

This document was prepared by:

Gail Livingston Mills, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3100
Birmingham, Alabama 35203

After recording return to:

Brookstone Townhomes, LLC
c/o AIG Baker Brookstone, LLC
1701 Lee Branch Lane
Birmingham, AL 35242

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That for and in consideration of TEN DOLLARS (\$10.00) to **AIG BAKER BROOKSTONE, L.L.C.**, a Delaware limited liability company (the "Grantor") in hand paid by **BROOKSTONE TOWNHOMES, LLC**, an Alabama limited liability company (the "Grantee"), the receipt and sufficiency whereof are hereby acknowledged, Grantor does hereby grant, bargain, sell, and convey unto Grantee that certain real estate situated in Shelby County, Alabama, which is more particularly described on Exhibit A attached hereto (the "Property").

Subject, however, to the Compass Bank Loan Documents (as described on Exhibit B attached hereto) and all other matters which are set forth on Exhibit B 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 it will warrant and forever defend the right and title to the 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 29th day of September, 2003.

GRANTOR:

AIG BAKER BROOKSTONE, L.L.C.
a Delaware limited liability company

BY: AIG BAKER SHOPPING CENTER
 PROPERTIES, L.L.C., a Delaware limited
 liability company

BY: W. Ernest Moss
 W. Ernest Moss
 Its Executive Vice President

STATE OF ALABAMA
COUNTY OF SHELBY

)
)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that W. Ernest Moss, as Executive Vice President of AIG Baker Shopping Center Properties, L.L.C., as sole general partner of AIG Baker Brookstone, L.L.C., a Delaware limited liability company, whose names 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, he, as such officer and with full authority, executed the same voluntarily on behalf of said limited liability company, acting in its capacity as aforesaid.

Given under my hand and seal, this 29th day of September, 2003.

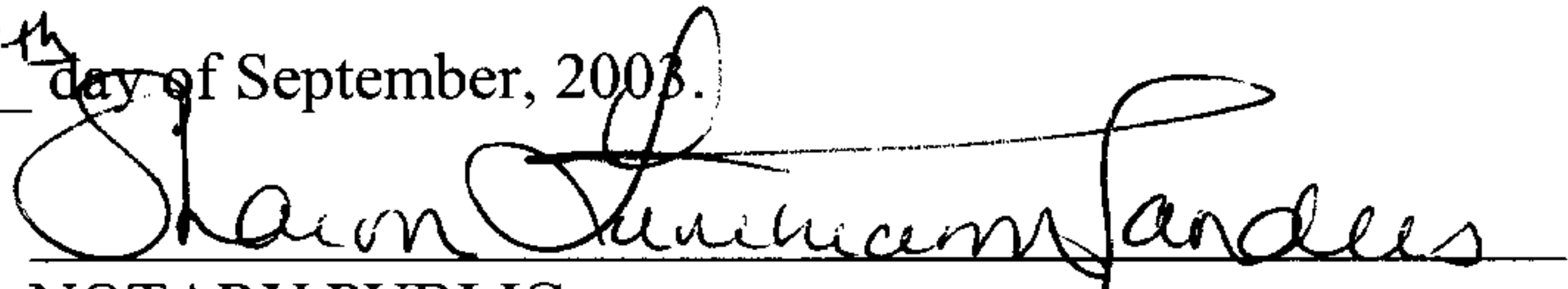

NOTARY PUBLIC
My Commission Expires: 4-11-07

EXHIBIT A

LEGAL DESCRIPTION

STATE OF ALABAMA
SHELBY COUNTY

A parcel of land situated in the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said parcel of land being more particularly described as follows:

Commence at a rebar found purported to the Northwest corner of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 5, Township 19 South, Range 1 West, said point being the **POINT OF BEGINNING**; thence proceed N88°38'50"E along the North line of said Southwest $\frac{1}{4}$ of Northwest $\frac{1}{4}$ for 1057.55 feet to a point; thence leaving said North line of Southwest $\frac{1}{4}$ of Northwest $\frac{1}{4}$, proceed S41°59'06"E for 134.01 feet to a point; thence proceed S43°08'00"W for 289.42 feet to a point on the Northerly right of way margin of proposed Doug Baker Boulevard, said point also being on a curve to the left, said curve being non-tangent to the last described course and having a radius of 605.00 feet, a central angle of 14°02'13" and a chord which bears N79°17'22"W for 147.85 feet; thence proceed along the arc of said curve and along said Northerly right of way margin for 148.22 feet to the end of said curve; thence proceed S03°41'31"W along said Northerly right of way margin and radial to the last described curve for 5.00 feet to a point on a curve to the left, said curve being radial to the last described course and having a radius of 600.00 feet, a central angle 04°55'47" and a chord which bears N88°46'22"W for 51.61 feet; thence proceed along the arc of said curve and along said Northerly right of way margin for 51.62 feet to the end of said curve; thence proceed S88°45'44"W along said Northerly right of way margin for 749.40 feet to a point on the West line of said Section 5, Township 19 South, Range 1 West; thence proceed N00°32'10"W along said West line of Section 5 for 278.46 feet to the **POINT OF BEGINNING**.

Said parcel contains 6.94 Acres, more or less.

EXHIBIT B

PERMITTED ENCUMBRANCES

1. Ad valorem taxes for the year 2003 and subsequent years, a lien not yet due and payable.
2. All easements, rights of way, and encumbrances of record.
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.
4. The following Mortgage, Assignment of Rents, and UCC Financing Statement (collectively, the "Compass Bank Security Documents"):
 - (a). That certain Future Advance Mortgage, Assignment of Rents and Leases and Security Agreement executed by AIG Baker Brookstone, L.L.C., a Delaware limited liability company, to Compass Bank, an Alabama banking corporation, dated November 13, 2002, filed in the Office of the Judge of Probate of Shelby County, Alabama under Instrument Number 20021113000565880 on November 13, 2002.
 - (b). That certain Assignment of Rents and Leases executed by AIG Baker Brookstone, L.L.C., a Delaware limited liability company, to Compass Bank, an Alabama banking corporation, dated November 13, 2002, filed in the Office of the Judge of Probate of Shelby County, Alabama under Instrument Number 20021113000565890 on November 13, 2002.
 - (c). That certain UCC Financing Statement executed by AIG Baker Brookstone, L.L.C., a Delaware limited liability company, to Compass Bank, an Alabama banking corporation, dated November 13, 2002, filed in the Office of the Judge of Probate of Shelby County, Alabama under Instrument Number 20021113000565900 on November 13, 2002.