

This Instrument Prepared By:  
Joseph G. Stewart, Esquire  
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Suite 3100, SouthTrust Tower  
420 North 20th Street  
Birmingham, Alabama 35203

Send Tax Notice To: ✓  
City of Helena, Alabama  
P. O. Box 262  
Helena, Alabama 35080  
Attention: Office of the Mayor

STATE OF ALABAMA     )  
SHELBY COUNTY         )

**WARRANTY DEED**

KNOW ALL MEN BY THESE PRESENTS, That for Ten Dollars and No/100 Dollars (\$10.00) and other good and valuable consideration paid to the undersigned, Riverwoods Properties, LLC, an Alabama limited liability company (the "Grantor"), by the City of Helena, Alabama, an Alabama municipal corporation (the "Grantee"), receipt of which is acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee the real estate situated in Shelby County, Alabama, described on Exhibit A hereto which is made a part hereof by this reference.

Subject To:

1. Title to all minerals within and underlying the premises, together with mining rights and other rights, privileges and immunities relating thereto;
2. Memorandum of Oil and Gas Lease between Total Minatone Corporation and Cabot Oil & Gas Corporation dated August 8, 1991, recorded in Real 370, page 923 in the Office of the Judge of Probate of Shelby County, Alabama (the "Probate Office");
3. Railroad right of way as set out in Deed Book 311, pages 301 and 297 in the Probate Office; and

4. The terms and provisions of the Deed of Easement from CSX Transportation, Inc. to Grantor recorded as Instrument 20030814000535930 in the Probate Office (the "Deed of Easement").

This instrument conveys to Grantee title to the "Bridge", as defined in that certain Agreement dated May 12, 2003 (the "Agreement"), by and among CSX Transportation, Inc., Grantor, and Grantee, as contemplated by the terms of the Agreement. Grantor assigns to Grantee all of its right, title and interest in and to the "Bridge". By its acceptance of this instrument, Grantee accepts the "Bridge" as a dedicated public right of way.

Grantor assigns to Grantee all of Grantor's right, title and interest under the Deed of Easement.

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

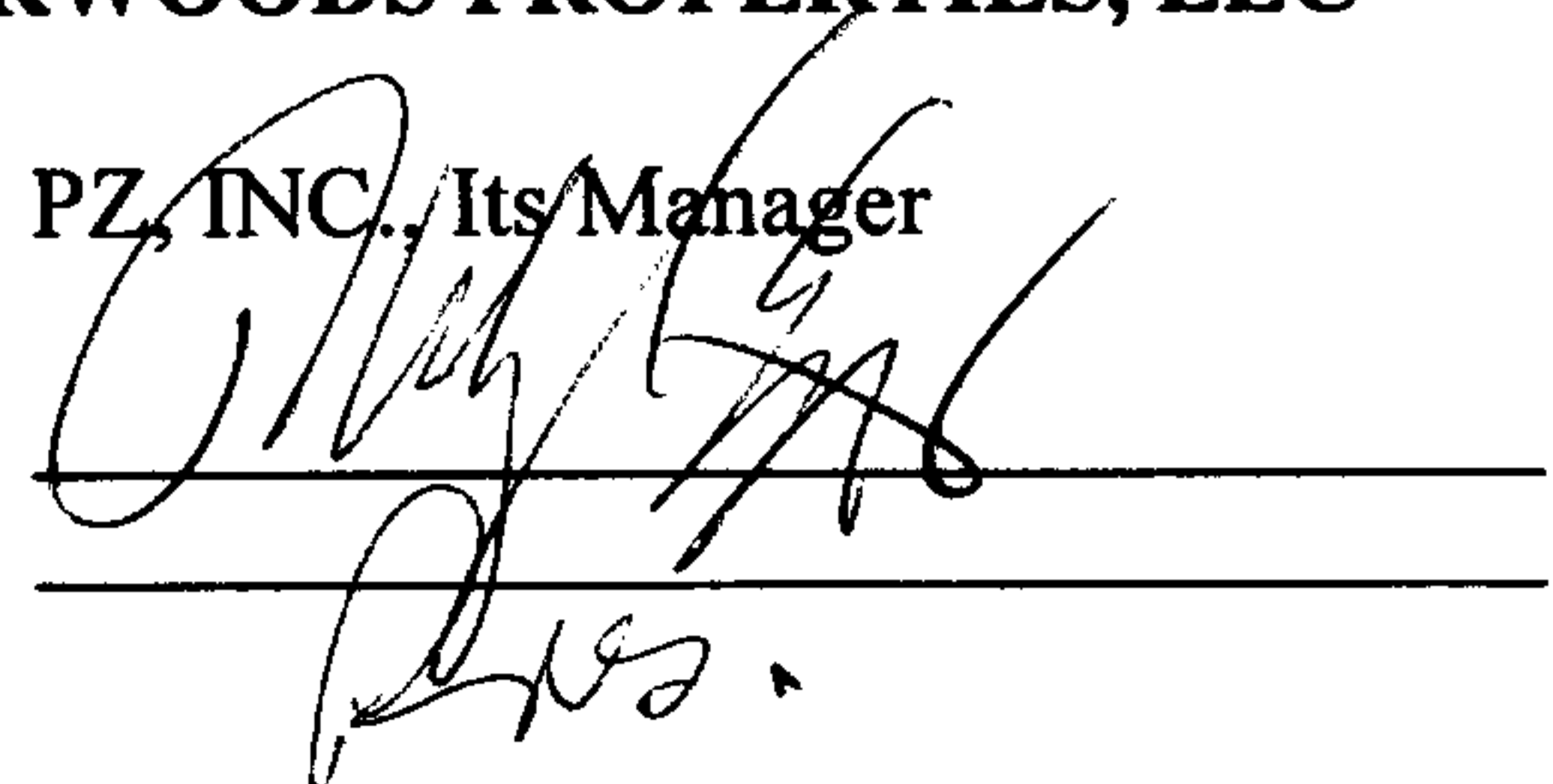
And the Grantor does for itself and its successors and assigns covenant with the Grantee, its successors and assigns, that it is lawfully seized in fee simple of said premises; that they are free from all encumbrances unless otherwise noted above; that it has a good right to sell and convey the same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

IN WITNESS WHEREOF, Riverwoods Properties, LLC has caused this deed to be duly executed on this 14<sup>th</sup> day of October, 2003.

**RIVERWOODS PROPERTIES, LLC**

By: PZ, INC., Its Manager

By:  
Its:

The block contains two handwritten signatures. The first signature is written over a horizontal line and appears to be "PZ, INC.". The second signature is written below the first, also over a horizontal line, and appears to be "Riverwoods Properties, LLC".

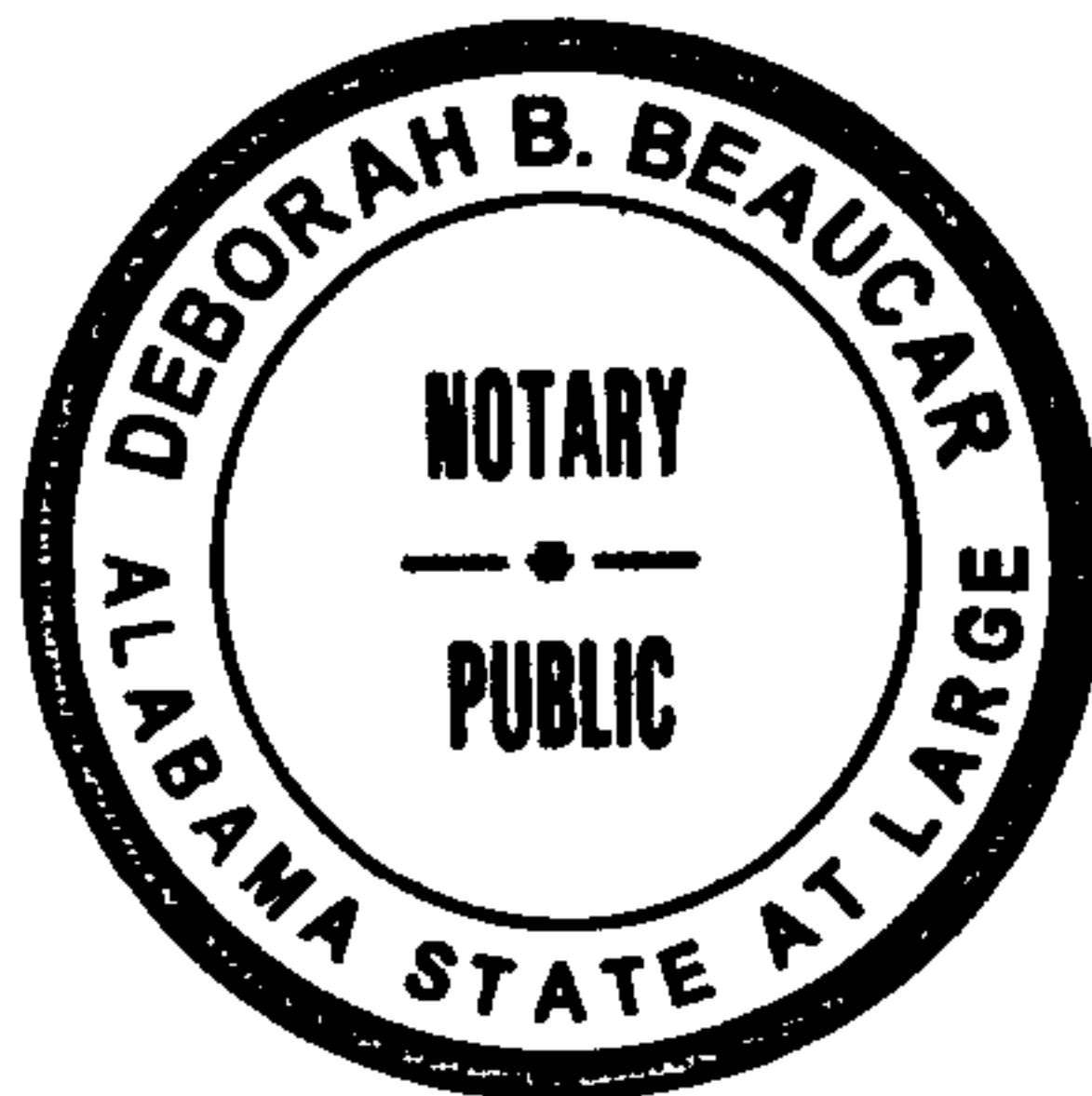
STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

I, the undersigned, a notary public in and for said county in said state hereby certify that Philip S. Zettler, whose name as Manager of PZ, Inc., an Alabama corporation, the Manager of Riverwoods Properties, LLC, an Alabama limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this date that, being informed of the contents of such instrument, he, as such officer, and with full authority, executed the same voluntarily on behalf of PZ, Inc., acting in its capacity as the Manager of Riverwoods Properties, LLC, for and as the act of said Riverwoods Properties, LLC, an Alabama limited liability company.

Given under my hand and official seal on this 14th day of October, 2003.

Deborah B. Beaucar  
Notary Public  
My Commission Expires: 11/6/05

[SEAL]



**EXHIBIT A**

A portion of the proposed Riverwoods Parkway situated in the SW 1/4 of the NE 1/4 of Section 17, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Begin at the Northernmost end of the centerline of Riverwoods Parkway, as shown on the Amended Map of Riverwoods Second Sector, as recorded in Map Book 29 page 121 in the Office of the Judge of Probate of Shelby County, Alabama; thence in a Northwesterly direction along the end of said Riverwoods Parkway right of way a distance of 50.00 feet to the Northernmost corner of said right of way; thence 90 deg. 00 min. 00 sec. to the right in a Northeasterly direction a distance of 299.12 feet to a point; thence 90 deg. 00 min. 00 sec. to the right in a Southeasterly direction a distance of 100.00 feet to a point; thence 90 deg. 00 min. 00 sec. to the right in the Southwesterly direction a distance of 299.12 feet to the Southernmost corner of the end of said Riverwoods Parkway; thence 90 deg. 00 min. 00 sec. to the right along the end of said Riverwoods Parkway a distance of 50.00 feet to the point of beginning; being situated in Shelby County, Alabama.