

This instrument prepared by: Jack P. Stephenson, Jr., 420 20th Street North, Suite 31001
Birmingham, Alabama 35203

STATE OF ALABAMA)
SHELBY COUNTY)


20031223000824270 Pg 1/9 36.00
Shelby Cnty Judge of Probate, AL
12/23/2003 13:01:00 FILED/CERTIFIED

WARRANTY DEED

WHEREAS, Eddleman-Thornton, LLC, an Alabama manager managed limited liability company (the "Grantor"), is the owner of certain real property located in Shelby County, Alabama (the "Property"); and

WHEREAS, the members of Grantor adopted a Plan of Liquidation (the "Plan") to authorize the liquidation and dissolution of Grantor; and

WHEREAS, under the Plan all of the assets of Grantor are to be distributed from Grantor to its members subject to the liabilities associated therewith;

WHEREAS, by separate assignments, the members of Grantor assigned their right to receive the distribution of the Property to Chelsea Park Management, LLC, an Alabama limited liability company, and Chelsea Park Management, LLC thereafter assigned its right to receive the distribution of the Property to Chelsea Park Properties, Ltd., an Alabama limited partnership (the "Grantee"); and

WHEREAS, the Grantee has requested Grantor to convey the Property directly to Grantee pursuant to said assignments;

mortgage value
NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS: That in consideration of the foregoing recitals, and the payment of TEN AND NO/100 DOLLARS (\$10.00) to the Grantor, in hand paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto Grantee fee simple title in and to certain real estate situated in Shelby County, Alabama, being more particularly described on Exhibit A, which is attached hereto as Exhibit A and incorporated herein by this reference.

This Property is conveyed subject to the mortgage recorded in Instrument #20020719000338740 in the Probate Office of Shelby County, Alabama, given by Grantor to Compass Bank as security for a loan having an outstanding balance of approximately \$6,785,323 which Grantee has agreed to assume.

This conveyance is also subject to:

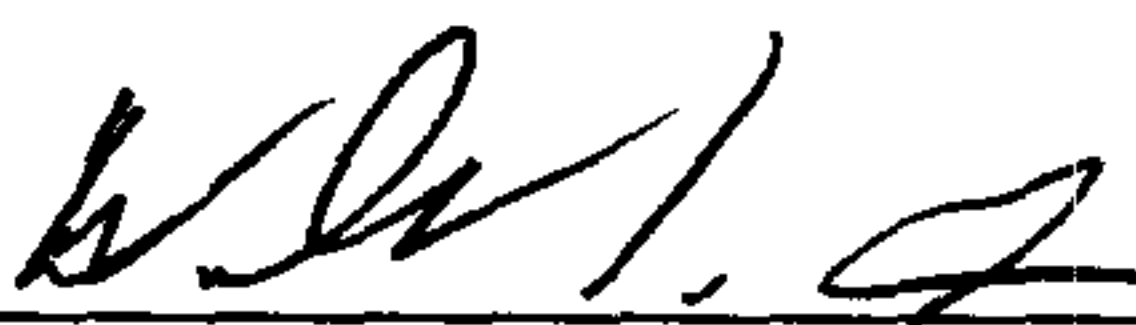
1. Easements and restrictions of record;
2. 2004 ad valorem taxes which have accrued but are not yet due and payable.

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

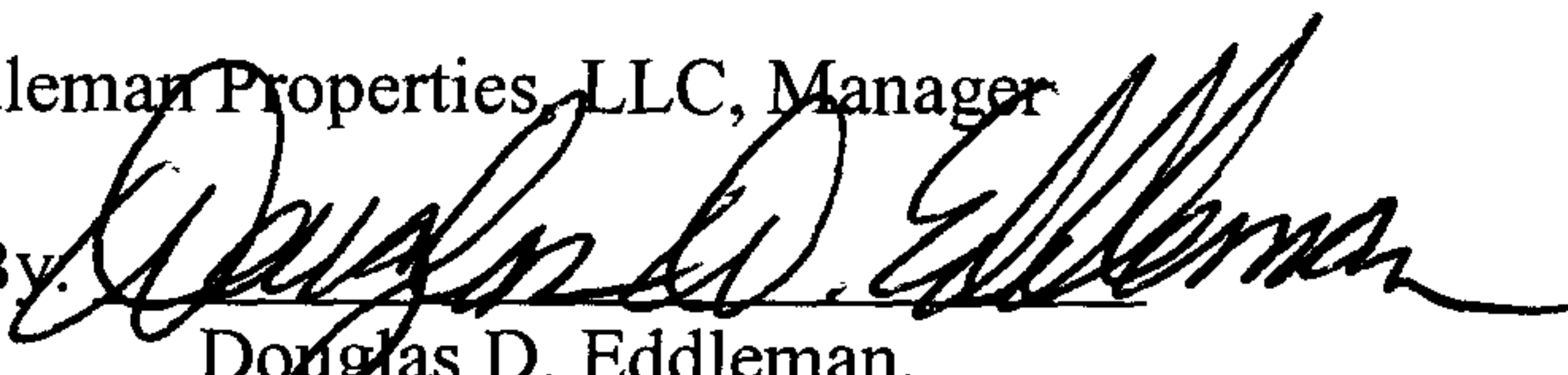
And said Grantor does, for itself, its successors and assigns, covenant with the Grantee, its successors and assigns, that it is lawfully seized in fee simple of said premises; that said premises are free from all encumbrances, unless otherwise stated above; that it has a good right to sell and convey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

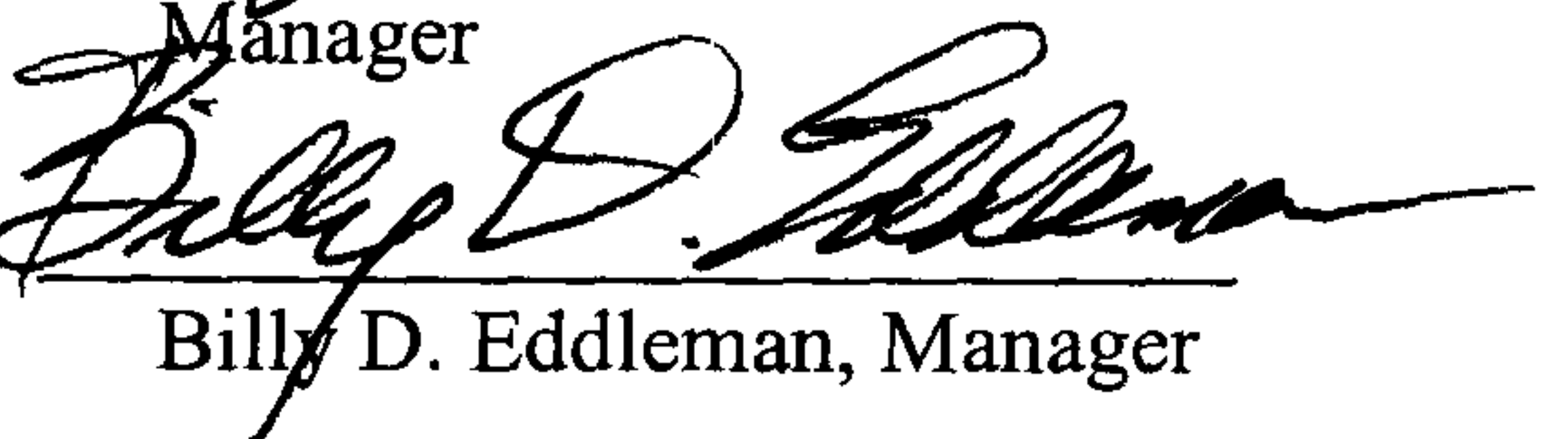
IN WITNESS WHEREOF, the said Grantor has duly executed this conveyance on this the 19 day of December, 2003.

EDDLEMAN-THORNTON, LLC
By its managers:

By: 
William L. Thornton, III, Manager

By: Eddleman Properties, LLC, Manager

By: 
Douglas D. Eddleman,
Manager

By: 
Billy D. Eddleman, Manager

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County in said State hereby certify that William L. Thornton, III, whose name as manager of Eddleman-Thornton, LLC, an Alabama manager managed 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 this conveyance, he, as such manager and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand and seal on this 19th day of December, 2003.

Susan S. Turner
NOTARY PUBLIC
My Commission Expires: 7/27/07

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Douglas D. Eddleman and Billy D. Eddleman, whose names as managers of Eddleman Properties, LLC, an Alabama manager managed limited liability company, as manager of Eddleman-Thornton, LLC, an Alabama manager managed limited liability company, are signed to the foregoing conveyance, and who are known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, they, in their capacities as such managers, and with full authority, executed the same voluntarily for and as an act of said limited liability company acting in its capacity as manager as aforesaid on the day the same bears date.

Given under my hand and official seal this 19th day of December 2003.

Susan S. Turner
NOTARY PUBLIC
My Commission Expires: 7/27/07

EXHIBIT A

REAL PROPERTY LEGAL DESCRIPTION: PARCEL D

STATE OF ALABAMA
SHELBY COUNTY

Commence at the Southeast corner of Section 25, Township 19 South, Range 1 West and run in a Northerly direction along the East boundary thereof for a distance of 1520.68 feet to the POINT OF BEGINNING; thence deflect right 90 degrees 25 minutes 04 seconds and run in a Southeasterly direction for a distance of 377.14 feet; thence deflect right 106 degrees 42 minutes 20 seconds and run in a Southwesterly direction for a distance of 170.43 feet; thence deflect left 104 degrees 08 minutes 30 seconds and run in a Southeasterly direction for a distance of 1012.54 feet; thence deflect right 86 degrees 52 minutes 54 seconds and run in a Southerly direction for a distance of 3050.19 feet to a point on the Northern most right of way line of CSX Railroad (100' R.O.W.); thence deflect right 54 degrees 28 minutes 42 seconds and run in a Southwesterly direction along said right of way line for a distance of 1616.10 feet to a point on a spiral curve turning to the right, thence deflect right 47 degrees 02 minutes 56 seconds to chord for a chord length of 2729.66 feet; thence run in a Northwesterly direction along a line tangent to said curve, and along said right of way line for a distance of 774.69 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Northeasterly direction along said right of way line for a distance of 100.00 feet; thence deflect left 90 degrees 00 minutes 00 seconds and run in a Northwesterly direction for a distance of 50.00 feet; thence deflect left 90 degrees 00 minutes 00 seconds and run in a Southwesterly direction along said right of way line for a distance of 81.09 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Northwesterly direction for a distance of 54.91 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Southwesterly direction for a distance of 18.91 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Northwesterly direction for a distance of 51.13 feet to a point on a curve turning to the right, said curve having a radius of 1437.68 feet, a central angle of 28 degrees 22 minutes 20 seconds and a chord length of 704.67 feet, thence run in a Northwesterly direction along the arc of said curve and along said right of way line for a distance of 711.92 feet; thence run in a Northwesterly direction along a line tangent to said curve and along said right of way line for a distance of 1365.12 feet to a point on a curve turning to the left, said curve having a radius of 1052.32 feet, a central angle of 34 degrees 57 minutes 45 seconds and a chord length of 632.22 feet; thence run in a Northwesterly direction along the arc of said curve and along said right of way line for a distance of 642.13 feet to a point on the North boundary of the Southeast one-quarter of the Southwest one-quarter of said Section 25, thence leaving said right of way line deflect right 109 degrees 50 minutes 08 seconds from chord of said curve and run in a Easterly direction along said quarter-quarter line for a distance of 2317.34 feet to the Southeast corner of the Northwest one-quarter of the Southeast one-quarter; thence deflect left 89 degrees 06 minutes 37 seconds and run in a Northerly direction along the East boundary of the said quarter-quarter line for a distance of 211.78 feet, thence deflect right 88 degrees 45 minutes 19 seconds and run in a Northeasterly direction for a distance of 245.90 feet; thence deflect right 49 degrees 09 minutes 34 seconds and run in a Southeasterly direction for a distance of 127.72 feet to a point on a curve to the right, said curve having a radius of 1542.53 feet, a central angle of 09 degrees 28 minutes 12 seconds, a chord length of 254.67 feet and a deflection angle left of 78 degrees 26 minutes 38 seconds to the chord of said curve; thence run in a Northeasterly direction along the arc of said curve for a distance of 254.96 feet to a point on a curve to the right, said curve having

a radius of 345.60 feet, a central angle of 72 degrees 24 minutes 59 seconds, a chord length of 408.31 feet and a deflection angle right of 34 degrees 59 minutes 38 seconds to the chord of said curve; thence run in a Southeasterly direction along the arc of said curve for a distance of 436.81 feet; thence deflect right from chord of said curve 31 degrees 25 minutes 20 seconds and run in a Southeasterly direction for a distance of 120.47 feet; thence deflect left 85 degrees 22 minutes 39 seconds and run in a Northeasterly direction for a distance of 93.28 feet; thence deflect right 49 degrees 51 minutes 10 seconds and run in a Southeasterly direction for a distance of 206.88 feet to the POINT OF BEGINNING. Less and except the following described property:

LESS AND EXCEPT

A parcel of land situated in the Southeast Quarter of the Southeast Quarter of Section 25, Township 19 South, Range 1 West, Shelby County, Alabama and being more particularly described as follows:

Commence at a stone monument at the Southeast corner of Section 25, Township 19 South, Range 1 West, Shelby County, Alabama and run on a state plane bearing (Alabama West Zone State Plane Bearing NAD 83) of North 36 Degrees 15 Minutes 36 Seconds West for a distance of 1,154.97 feet to the point of beginning of the property herein described; thence 15 Degrees 10 Minutes 07 Seconds left and run North 51 Degrees 25 Minutes 43 Seconds West for a distance of 70.00 feet; thence 90 Degrees 00 Minutes left and run South 38 Degrees 34 Minutes 17 Seconds West for a distance of 142.85 feet; thence 90 Degrees 00 Minutes left and run South 51 Degrees 25 Minutes 43 Seconds East for a distance of 70.00 feet; thence 90 Degrees 00 Minutes left and run North 38 Degrees 34 Minutes 17 Seconds East for a distance of 142.85 feet to the point of beginning. All bearings in the above description are Alabama West Zone State Plane Bearings NAD 83.

LESS AND EXCEPT

BELL SOUTH MOBILITY INGRESS AND EGRESS EASEMENT

An easement being 35.00 feet in width for ingress, egress and utilities on, over and across part of the East One Half of the Southeast Quarter of Section 25, Township 19 South, Range 1 West and part of the West One Half of the Southwest Quarter of Section 30, Township 19 South, Range 1 East, all in Shelby County, Alabama and being more particularly described as follows: Commence at a stone monument at the Southeast corner of Section 25, Township 19 South, Range 1 West, Shelby County, Alabama and run on a state plane bearing (Alabama West Zone State Plane Bearing NAD 83) of North 36 Degrees 15 Minutes 36 Seconds West for a distance of 1,154.97 feet; thence 15 Degrees 10 Minutes 07 Seconds left and run North 51 Degrees 25 Minutes 43 Seconds West for a distance of 17.50 feet to the point of beginning of the centerline of said easement being 35.00 feet in width for ingress, egress and utilities and being 17.50 feet each side the following described centerline; thence 90 Degrees 00 Minutes right and run North 38 Degrees 34 Minutes 17 Seconds East along said centerline for a distance of 173.90 feet to the beginning of a curve to the right, said curve to the right having a radius of 670.39 feet and a central angle of 08 Degrees 31 Minutes 51 Seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 99.82 feet to the end of said curve to the right; thence at tangent to said curve run North 47 Degrees 06 Minutes 08 Seconds East along said centerline for a distance of 84.96 feet to the beginning of a curve to the right, said

curve having a radius of 2,354.20 feet and a central angle 02 Degrees 26 Minutes; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 99.98 feet to the end of said curve to the right; thence at tangent to said curve run North 49 Degrees 32 Minutes 08 Seconds East along said centerline for a distance of 244.70 feet to the beginning of a curve to the left, said curve to the left having a radius of 138.99 feet and a central angle of 24 Degrees 21 Minutes 38 Seconds; thence in a Northeasterly direction along the arc of said curve to the left and said centerline for a distance of 59.09 feet to the end of said curve to the left; thence at tangent to said curve run North 25 Degrees 10 Minutes 30 Seconds East along said centerline for a distance of 06.19 feet to the beginning of a curve to the right, said curve to the right having a radius of 221.07 feet and a central angle of 20 Degrees 30 Minutes 45 Seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 79.14 feet to the end of said curve to the right; thence at tangent to said curve run North 45 Degrees 41 Minutes 15 Seconds East along said centerline for a distance of 163.93 feet to the beginning of a curve to the left, said curve to the left having a radius of 419.84 feet and a central angle of 13 Degrees 34 Minutes 59 Seconds; thence in a Northeasterly direction along the arc of said curve to the left and said centerline for a distance of 99.53 feet to the end of said curve to the left; thence at tangent to said curve run North 32 Degrees 06 Minutes 6 Seconds East along said centerline for a distance of 141.81 feet to the beginning of a curve to the right, said curve to the right having a radius of 228.92 feet and a central angle of 17 Degrees 23 Minutes 08 Seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 69.46 feet to the end of said curve to the right; thence at tangent to said curve run North 49 Degrees 29 Minutes 24 Seconds East along said centerline for a distance of 264.90 feet to the beginning of a curve to the right, said curve to the right having a radius of 233.03 feet and a central angle of 24 Degrees 13 Minutes 13 seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 98.51 feet to the end of said curve to the right; thence at tangent to said curve run North 73 Degrees 42 Minutes 37 Seconds East along said centerline for a distance of 37.23 feet to the beginning of a curve to the left, said curve to the left having a radius of 215.37 feet and a central angle of 38 Degrees 24 Minutes 03 Seconds; thence in a Northeasterly direction along the arc of said curve to the left and said centerline for a distance of 144.34 feet to the end of said curve to the left; thence at tangent to said curve run North 35 Degrees 18 Minutes 34 Seconds East along said centerline for a distance of 95.75 feet to a point on the South edge of the asphalt pavement of the East bound lanes of U.S. Highway No. 280, said point being the point of ending of the Centerline of said easement being 35.00 feet in width for ingress, egress and utilities. Except that part of said easement lying within the right of way of U.S. Highway No. 280. All bearings in the above description are Alabama West Zone State Plane bearings NAD 83.

Being a portion of the premises conveyed to Grantor by deed dated February 10, 2000, recorded in the Probate Office of Shelby County, Alabama as Instrument Number 2000-04450.

**REAL PROPERTY LEGAL DESCRIPTION:
PARCEL E**

STATE OF ALABAMA
SHELBY COUNTY

A parcel of land situated in the Southeast one-quarter of the Northeast one-quarter, the Northeast one-quarter of the Northeast one-quarter, the Northwest one-quarter of the Northeast one-quarter of Section 1, Township 20 South, Range 1 West, part of the Northwest quarter of Section 6, Township 20 South, Range 1 East, part of the Southeast quarter and part of the Southwest one-quarter of the Northeast one-quarter of Section 36, Township 19 South, Range 1 West and part of the West one-half of the Southwest one-quarter of Section 31, Township 19 South, Range 1 East, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast corner of said Section 1 and run North along the East line for a distance of 2664.09 feet to the Southeast corner of the Southeast one-quarter of the Northeast one-quarter of said Section 1 and the POINT OF BEGINNING; thence turn an exterior angle of 179 degrees 59 minutes 56 seconds and run in a Northerly direction along the East line of said quarter-quarter for a distance of 1332.06 feet to the Northeast corner of said quarter-quarter; thence turn an exterior angle of 89 degrees 39 minutes 18 seconds to the left and run in an Easterly direction along the North line of the Southwest one-quarter of the Northwest one-quarter of Section 6, Township 20 South, Range 1 East for a distance of 470.53 feet to a point on the Eastern most right of way line of Old Messer Road (60' right of way) and to a point on a curve to the left, said curve having a radius of 281.51 feet, a central angle of 19 degrees 46 minutes 56 seconds, a chord length of 96.71 feet; thence run along arc of said curve for a distance of 97.20 feet; thence turn an interior angle of 170 degrees 06 minutes 32 seconds to the right from chord and run in a Southeasterly direction along said Eastern most right of way for a distance of 222.78 feet to a point on a curve to the left, said curve having a radius of 164.43 feet, a central angle of 35 degrees 06 minutes 24 seconds, a chord length of 99.18 feet; thence run along arc of said curve and along the Northern most right of way of Old Messer Road for a distance of a distance of 100.75 feet; thence run along a line tangent to said curve in a Southeasterly direction for a distance of 55.40 feet to a point on a curve to the left, said curve having a radius of 270.00 feet, a central angle of 27 degrees 46 minutes 55 seconds, a chord length of 129.64 feet; thence run along arc of said curve and along said Northern most right of way for a distance of 130.92 feet; thence run along a line tangent to said curve in a Southeasterly direction for a distance of 149.79 feet; thence turn an interior angle of 185 degrees 44 minutes 14 seconds to the right and run in a Southeasterly direction along said Northern most right of way line for a distance of 216.52 feet to a point on a curve to the left, said curve having a radius of 170.00 feet, a central angle of 43 degrees 55 minutes 13 seconds, a chord length of 127.15 feet; thence run along arc of said curve and along said Northern most right of way line for a distance of 130.31 feet; thence turn an exterior angle of 201 degrees 57 minutes 37 seconds to the left from chord and run in a Northeasterly direction along said Eastern most right of way line for a distance of 162.61 feet; thence turn an interior angle of 301 degrees 22 minutes 49 seconds to the right and run in a Southerly direction for a distance of 689.39 feet to a point on the Northern most right of way line of Pumpkin Swamp Road; thence turn an interior angle of 45 degrees 03 minutes 32 seconds to the right and run in a Northeasterly direction along said Northern most right of way for distance of 442.68 feet to the point of commencement of a curve to the left, said curve having a radius of 1160.00 feet, a central angle of 05 degrees 23 minutes 25 seconds, a chord length of 109.09 feet; thence run along arc of said curve and along said Northern most

right of way line for a distance of 109.13 feet; thence run along a line tangent to said curve in a Northeasterly direction along said Northern most right of way for a distance of 637.36 feet to a point on a curve to the left, said curve having a radius of 453.00 feet, a central angle of 17 degrees 37 minutes 37 seconds, a chord length of 138.82 feet; thence run along arc of said curve and along said Northern most right of way for a distance of 139.37 feet to a point on a curve to the right, said curve having a radius of 750.00 feet, a central angle of 12 degrees 07 minutes 21 seconds, an exterior angle of 182 degrees 45 minutes 08 seconds from chord to chord for a chord length of 158.39 feet, thence run along arc of said curve and along said Northern most right of way for a distance of 158.68 feet; thence leaving said Northern most right of way, run in a Northwesterly direction along the meanderings of the centerline of said creek for a distance of 5270.00 feet to a point on the Southern most right of way line of CSX Railroad (100' right of way); thence run in a Southwesterly direction along said Southern most right of way for a distance of 808.55 feet to a point on a spiral curve turning to the right, said curve having an interior angle of 224 degrees 25 minutes 35 seconds to the right to chord with a chord length of 2658.93 feet to a point on the Northeastern most right of way of County Road 439; thence turn an interior angle of 50 degrees 02 minutes 00 seconds to the right from chord of said spiral curve and run in a Southeasterly direction along said Northeasterly right of way for a distance of 125.72 feet to the point of commencement of a curve to the right, said curve having a radius of 88.11 feet, a central angle of 90 degrees 46 minutes 54 seconds, a chord length of 125.45 feet; thence run along arc of said curve and along the Eastern most right of way line of said County Road 439 for a distance of 139.60 feet; thence run along a line tangent to said curve and along said Eastern most right of way for a distance of 54.24 feet; thence turn an interior angle of 170 degrees 03 minutes 08 seconds to the right and run in a Southwesterly direction along said Eastern most right of way for a distance of 95.51 feet to a point on the Western most boundary of the Southwest one-quarter of the Northeast one-quarter of Section 36, Township 19 South, Range 1 West; thence turn an interior angle of 131 degrees 39 minutes 55 seconds to the right and run in a Southerly direction along said Western most boundary for a distance of 2551.08 feet to the Southwest corner of the Southwest one-quarter of the Southeast one-quarter of said Section; thence turn an interior angle of 181 degrees 10 minutes 47 seconds to the right and run in a Southerly direction along the West line of the Northwest one-quarter of the Northeast one-quarter of Section 1, Township 20 South, Range 1 West for a distance of 1123.55 feet; thence turn an interior angle of 88 degrees 37 minutes 13 seconds to the right and run in an Easterly direction for a distance of 420.00 feet; thence turn an interior angle of 274 degrees 32 minutes 41 seconds to the right and run in a Southwesterly direction for a distance of 210.00 feet to a point on the North line of the Southwest one-quarter of the Northeast one-quarter of Section 1, Township 20 South, Range 1 West; thence turn an interior angle of 85 degrees 21 minutes 01 seconds to the right and run in an Easterly direction along said North line for a distance of 897.33 feet to the Northeast corner of said quarter-quarter; thence turn an exterior angle of 88 degrees 49 minutes 27 seconds to the left and run in a Southerly direction along the East line of said quarter-quarter for a distance of 1332.78 feet to the Southeast corner of said quarter-quarter; thence turn an interior angle of 88 degrees 57 minutes 00 seconds to the right and run in an Easterly direction along the South line of the Southeast one-quarter of the Northeast one-quarter for a distance of 1312.03 feet to the POINT OF BEGINNING.

Less and except that portion lying within County Road 439 (Liberty Road) and any portion which may lie in Old Messer Road.

Being a portion of the Premises conveyed to Grantor by deed dated February 10, 2000, recorded in the Probate Office of Shelby County, Alabama as Instrument Number 2000-04450.

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