

THIS INSTRUMENT WAS PREPARED BY:

GAIL LIVINGSTON MILLS, ESQ.
BURR & FORMAN LLP
3100 SOUTHTRUST TOWER
BIRMINGHAM, AL 35203

SEND TAX NOTICE TO:

AIG BAKER PELHAM, L.L.C.
1701 LEE BRANCH LANE
BIRMINGHAM, AL 35242

STATE OF ALABAMA
COUNTY OF SHELBY

)
)

*in consideration
of 1,094,400.00
RE*

GENERAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That for and in consideration of the sum of **TEN DOLLARS (\$10.00)** and other good and valuable consideration to the undersigned grantor, **JEAN L. BARNES**, an unmarried woman ("Grantor"), in hand paid by **AIG BAKER PELHAM, L.L.C.**, a Delaware limited liability company ("Grantee"), the receipt and sufficiency whereof are hereby acknowledged, Grantor does hereby grant, bargain, sell, and convey unto Grantee all of her right, title and interest in and to that certain real estate (the "Property") situated in Shelby County, Alabama, to-wit:

Parcel I:

A parcel of land located in Section 24, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Begin at the Southeast corner of the SE 1/4 of the NW 1/4 of Section 24, Township 20 South, Range 3 West; thence run North along the East line of the said 1/4-1/4 section to the South line of the Seaboard Coastline Railroad right of way; thence run Northwesterly along said right of way 1215 feet; thence Southwest 205 feet; thence run Southerly to the South line of the said 1/4-1/4 section; thence run East along said South line to the point of beginning.

Parcel II:

A parcel of land located in Section 24, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Begin at the point of intersection of the East line of U.S. Highway 31 and the South line of the NW 1/4 of Section 24; thence run North along the said East line of said Highway 31 to its intersection with the South line of the Seaboard Coastline Railroad; thence run Easterly along the said South line of said Railroad 250 feet; thence run Southwest 56 feet; thence run in a Westerly direction 130 feet; thence run East 70 feet; thence run in a Southeasterly direction 359.54 feet; thence run in a Northeasterly direction 30 feet; thence run South to the said 1/4 line; thence run West along the same line to the point of beginning.

Subject, however, to the following matters (the "Permitted Encumbrances").

1. Taxes and assessments for the year 2005, and subsequent years, a lien not yet due and payable.
2. Easements to the City of Pelham as recorded in Instrument #1999-18773; Instrument #1999-18774; Instrument #1999-18775; Instrument #1999-18776; Instrument #1999-18777; Instrument #1999-18778; Instrument #1999-18779; Instrument #1999-18780; Instrument #1999-18781; Instrument #1999-18782; Instrument #1999-18783; Instrument #1999-18784; Instrument #1999-18785; Instrument #1999-18786, in the Probate Office of Shelby County, Alabama.

3. Less and except any part within Condemnation Case #19-278 and as recorded in Instrument #1993-3440; Instrument #1993-3441; Instrument #1993-3442, and Instrument #1993-8462, in the Probate Office of Shelby County, Alabama.

4. Agreement between the City of Pelham and Colonial Pipe Line Company as recorded in Instrument #1999-5027, in the Probate Office of Shelby County, Alabama.

5. Easements to Colonial Pipe Line Company as recorded in Deed Book 222, Page 826; Deed Book 222, Page 830; Deed Book 225, Page 741; Deed Book 268, Page 811, and terms and conditions contained in Real Volume 288, Page 944, in the Probate Office of Shelby County, Alabama.

6. Right of Way to Shelby County as recorded in Deed Book 205, Page 90, in the Probate Office of Shelby County, Alabama.

7. Title to all minerals within and underlying the Property, together with all mining rights and other rights, privileges and immunities relating thereto, together with any release of liability for injury or damage to persons and property as a result of the exercise of such rights as recorded in Deed Book 160, Page 198, in the Probate Office of Shelby County, Alabama.

8. Right of Way for Interstate Highway No. I-65, as set forth in Lis Pendes Book 5, Page 400, in the Probate Office of Shelby County, Alabama.

9. Easement to Alabama Power Company as recorded in Deed Book 225, Page 232, Instrument #1999-22220 and Instrument #1999-22221, in the Probate Office of Shelby County, Alabama.

10. Right of Way for Atlantic Coastline Railroad as recorded in Deed Book 36, Page 394; Deed Book 36, Page 453; Deed Book 36, Page 541; Deed Book 36, Page 566; Deed Book 40, Page 98; Deed Book 40, Page 488; Deed Book 41, Page 63; Deed Book, 41; Page 53; Deed Book 41, Page 315; Deed Book 46, Page 163; Deed Book 48, Page 400; Deed Book 0, Page 188; Deed Book 36, Page 256; Deed Book 36, Page 241 and Deed Book 36, Page 328, in the Probate Office of Shelby County, Alabama.

11. Denial of all existing, future, or potential common law or statutory rights of access between subject property and I-65, in the Probate Office of Shelby County, Alabama.

12. Right of Way to City of Pelham as recorded in Instrument #2001-12325 and Instrument #2001-12326, in the Probate Office of Shelby County, Alabama.

13. Right of Way granted to Alabama Power Company by instrument(s) recorded in Deed Book 131, Page 192, in the Probate Office of Shelby County, Alabama.

14. Right of Way to Shelby County, Alabama as recorded in Deed Book 300, Page 301, in the Probate Office of Shelby County, Alabama.

TO HAVE AND TO HOLD the Property unto the Grantee and the Grantee's successors and assigns, forever.

AND Grantor does hereby represent and warrant and covenant with the Grantee, Grantee's successors and assigns, that Grantor is lawfully seized in fee simple of the Property; that the Property is free from all encumbrances other than the Permitted Encumbrances; that Grantor has a good right to sell and convey the same as aforesaid; that Grantor and Grantor's heirs, successors, and assigns will warrant and defend the same to the said Grantee, Grantee's successors and assigns, forever against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, Grantor has executed this Deed on this 14th day of October, 2004.

GRANTOR:

20041015000571980 Pg 3/3 18.00
Shelby Cnty Judge of Probate, AL
10/15/2004 15:32:00 FILED/CERTIFIED

Jean L. Barnes
JEAN L. BARNES

STATE OF Alabama)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **Jean L. Barnes**, whose name 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, she executed the same voluntarily as of the day the same bears date.

Given under my hand and official seal this 14th day of October, 2004.

Regina H. Ellis
NOTARY PUBLIC
My Commission expires: 10-29-05