

This instrument was prepared by:
William S. Wright
Balch & Bingham, LLP
1901 Sixth Avenue North
Suite 2600
Birmingham, AL 35203-2628

SEND TAX NOTICE TO:
RMB Holdings, LLC
7059 Bredstock Ct.
Birmingham, AL 35242
Attn: Michael R. Washburn

WARRANTY DEED

STATE OF ALABAMA)

COUNTY OF SHELBY)

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of EIGHT HUNDRED THIRTY THOUSAND and No/100 Dollars (\$830,000.00) to the undersigned **RED MOUNTAIN BANCSHARES, INC.**, a Delaware corporation (the "Grantor"), in hand paid by **RMB HOLDINGS, LLC**, an Alabama limited liability company (the "Grantee"), the receipt whereof is acknowledged, Grantor does hereby **GRANT, BARGAIN, SELL and CONVEY** unto Grantee, the following described real estate situated in Shelby County, Alabama (the "Property"), together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining:

Inverness Center, Site 24C, including Existing Access Road, as recorded in Map Book 24, Page 3, in the Probate Office of Shelby County, Alabama;

TO HAVE AND TO HOLD unto the Grantee, its successors and assigns in fee simple forever;

all of the purchase price was paid from the proceeds of a mortgage loan closed simultaneously herewith.

SUBJECT, HOWEVER, to the following:

1. Ad valorem taxes and assessments for the year 2004 and thereafter, which are not yet due and payable;
2. Mineral and mining rights owned by others;
3. Declaration of Covenants, Maintenance, Right of Repurchase, General Restrictions, Enforcement, Duration and Amendment and Reciprocal Negative Easements as set out in Deed recorded in Instrument #1998-24495 in the Probate Office of Shelby County, Alabama;
4. Easement agreement between Metropolitan Life Insurance Company and HealthSouth Real Property Corporation recorded in Instrument #1994-23 in the Probate Office of Shelby County, Alabama;

5. Easement agreement between Metropolitan Life Insurance Company and Prime Hospitality Corporation recorded in Instrument #1996-23103 in the Probate Office of Shelby County, Alabama;

6. Supplemental Deed and Agreement recorded in Book 365, Page 876; Deed and Agreement recorded in Book 314, Page 561 and Assignment and Agreement recorded in Book 328, Page 64 in the Probate Office of Shelby County, Alabama;

7. Building line and other matters shown on map recorded in Map Book 24, Page 3 in the Probate Office of Shelby County, Alabama;

8. Common Area Maintenance Agreement in Instrument #1998-24496 in the Probate Office of Shelby County, Alabama;

9. Right of Way granted to Alabama Power Company by instrument(s) recorded in Deed Book 182, Page 51 in the Probate Office of Shelby County, Alabama; and

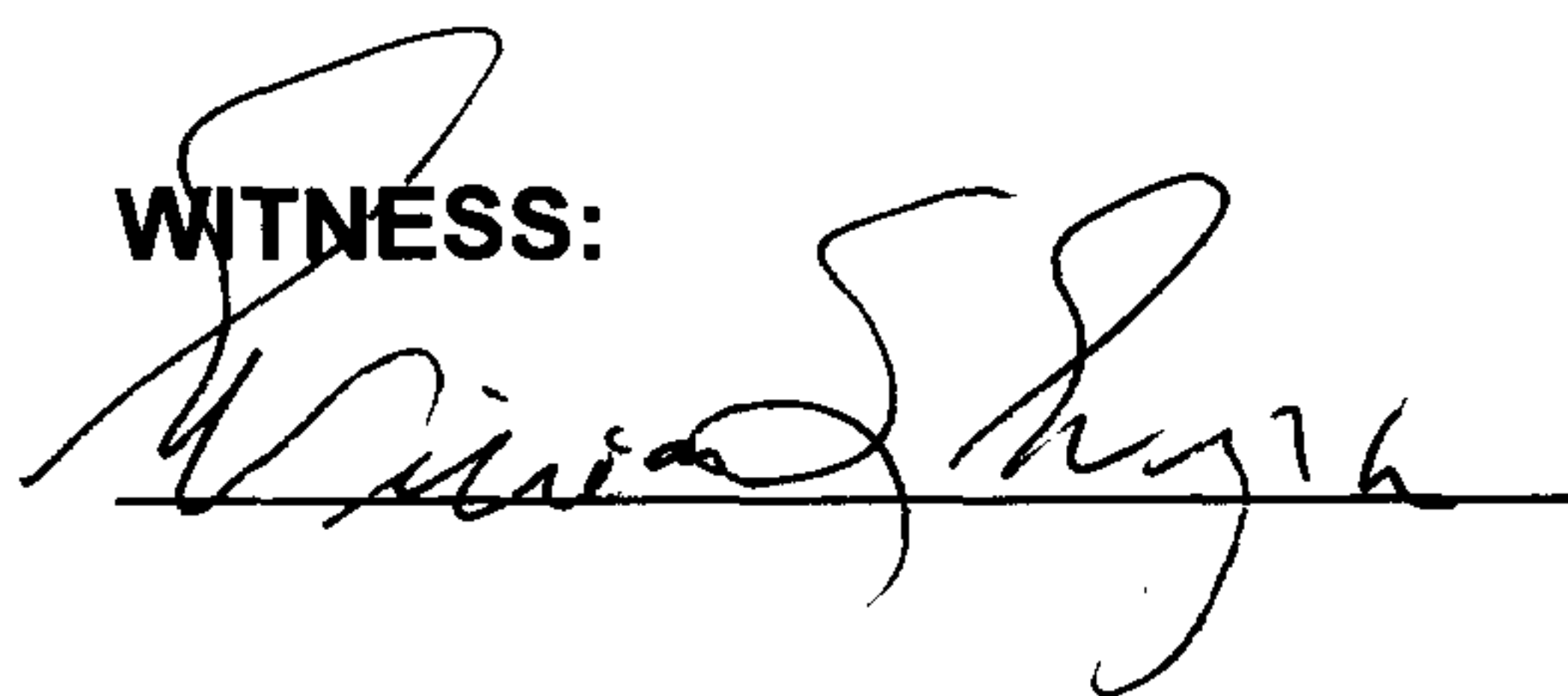
10. Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto, together with any release of liability for injury or damage to persons or property as a result of the exercise of such rights as recorded in Deed Book 5, Page 355 in the Probate Office of Shelby County, Alabama.


IN WITNESS WHEREOF, Grantor has hereunto caused this deed to be executed effective as of the 4th day of October, 2004.

GRANTOR:

RED MOUNTAIN BANCSHARES, INC.

WITNESS:



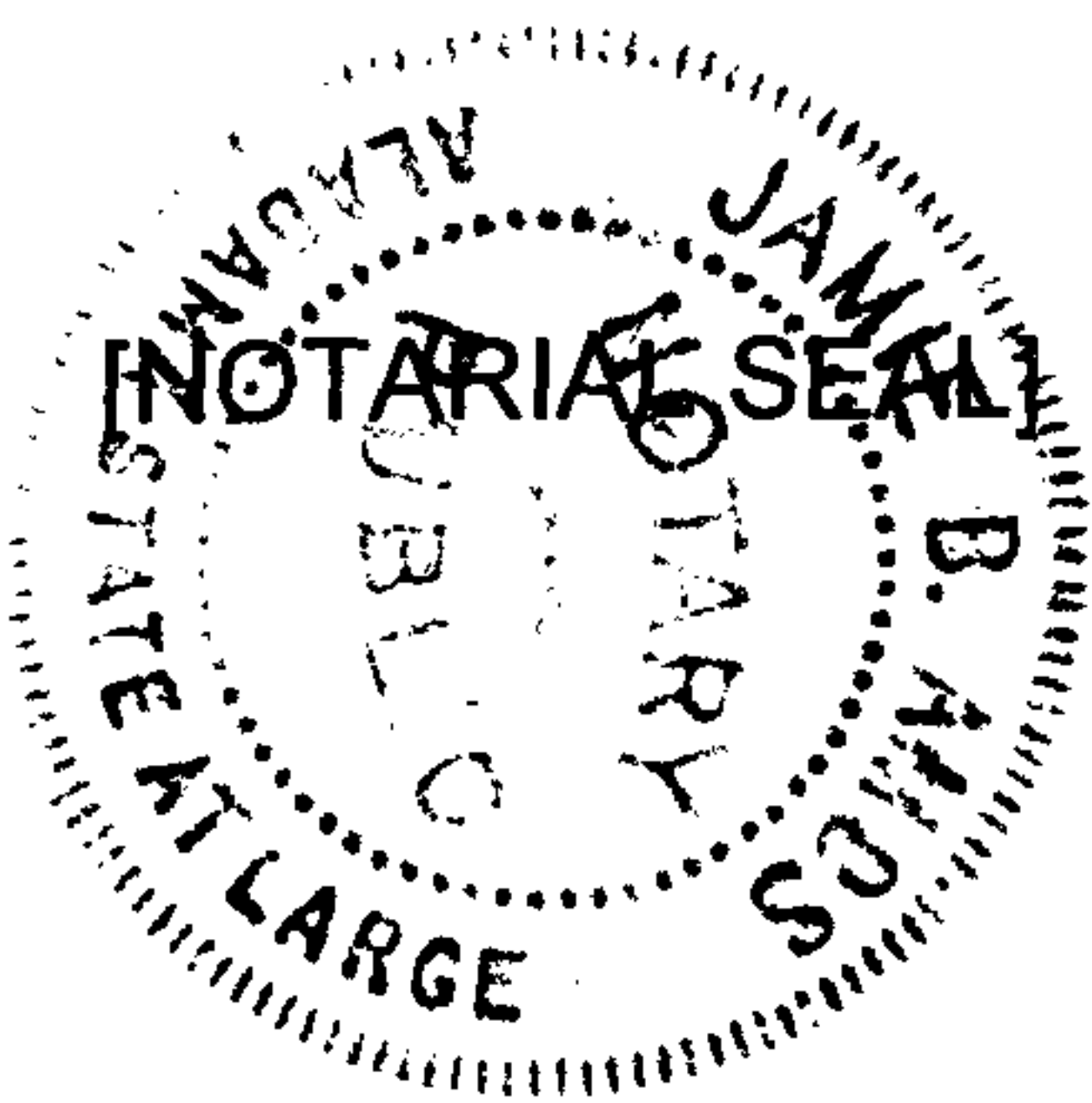
By: 
Its: PRESIDENT

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Michael R. Washburn, whose name as President for **RED MOUNTAIN BANCSHARES, INC.**, a Delaware corporation is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

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



Jamie B Amos

Notary Public

My Commission Expires on May 24, 2007

My commission expires: _____