

This instrument prepared by:

Peter E. Barber  
Wallace, Jordan, Ratliff & Brandt, L.L.C.  
800 Shades Creek Parkway, Suite 400  
Birmingham, Alabama 35209

Send Tax Notices To:

Cahaba River Road, L.L.C.  
3500 Blue Lake Drive, Suite 200  
Birmingham, AL 35243

**WARRANTY DEED**

STATE OF ALABAMA )

SHELBY COUNTY )

**KNOW ALL MEN BY THESE PRESENTS**, That in consideration of the sum of ONE MILLION SEVENTY THOUSAND AND NO/100 DOLLARS (\$1,070,000.00) to the undersigned grantor, **CAROLISA, LLC**, an Alabama limited liability company (the "GRANTOR"), in hand paid by the grantee herein, the receipt of which is hereby acknowledged, the GRANTOR does hereby **GRANT, BARGAIN, SELL AND CONVEY** unto **CAHABA RIVER ROAD, L.L.C.**, an Alabama limited liability company (the "GRANTEE"), that certain real estate situated in Jefferson County, Alabama, and described as follows:

Lots 1 and 3, according to the Survey of Owen's Industrial Park, as recorded in Map Book 8, Page 181, in the Probate Office of Shelby County, Alabama.

Subject to the following Permitted Exceptions:

1. 2005 property taxes not yet due and payable.
2. Covenants, conditions, setbacks, restriction, limitations and agreements as set forth in Real 75, Page 920, recorded in the Probate Office of Shelby County, Alabama.
3. Right-of-way granted to Alabama Power Company recorded in Real 157, Page 549.
4. Title to all mineral within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto as recorded in Real 123, Page 803 and Real 123, Page 797, recorded in said Probate Office.

Together with all rights, tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.


**TO HAVE AND TO HOLD** to said GRANTEE, its successors and assigns, forever.

And the GRANTOR does, for itself, its successors and assigns, covenant with the GRANTEE, its successors and assigns, that GRANTOR is lawfully seized in fee simple of said premises; that they are free from all encumbrances, except as otherwise noted above; that GRANTOR has a good right to sell and convey the same as aforesaid; that GRANTOR, 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.

*All funds Payed by Mortgage*

**IN WITNESS WHEREOF**, Stephen L. Butler, as a duly authorized Member of the GRANTOR in accordance with the Certified Resolutions attached to this deed as Exhibit A, has executed this deed as such Member on behalf of GRANTOR as an instrument under seal, this the 15th day of December, 2004.

**CAROLISA, LLC**, an  
Alabama limited liability company

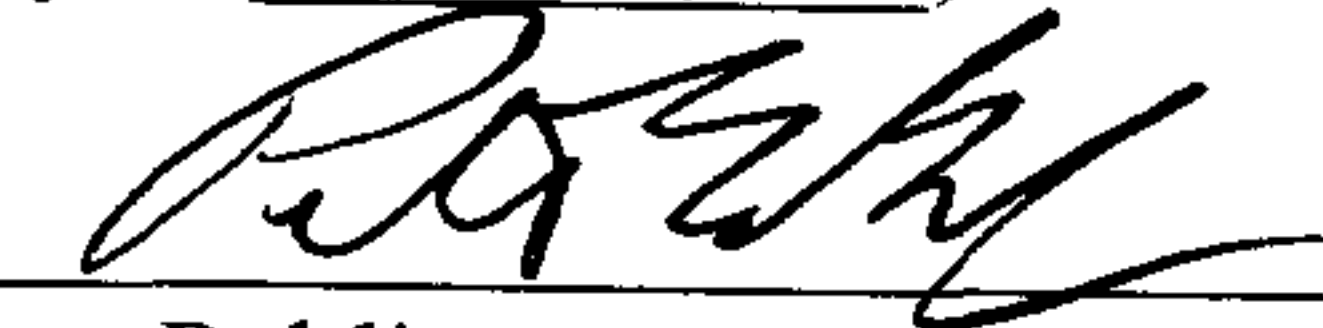
By:   
Stephen L. Butler  
Its duly authorized Member

STATE OF ALABAMA        )

COUNTY OF JEFFERSON    )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Stephen L. Butler, whose name as a duly authorized Member of Carolisa, LLC, a limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents thereof, he, as such Member and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal, this the 15<sup>th</sup> day of December, 2004.

  
\_\_\_\_\_  
Notary Public

My Commission Expires ~~July 15, 2006~~  
NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

**EXHIBIT A**

**CERTIFIED RESOLUTIONS OF CAROLISA, LLC**

STATE OF ALABAMA )

SHELBY COUNTY )

**Certified Resolutions  
Of All of the Members of  
Carolisa, LLC**

**Adopted by Unanimous Written Consent**

The undersigned, constituting all of the Members of Carolisa, LLC, an Alabama limited liability company (the "Company"), do hereby signify their unanimous consent to the following transactions and do hereby adopt the following resolutions relating thereto:

**RESOLVED**, by all of the Members of Carolisa, LLC (the "Company") that the Company shall sell that certain real property located in Jefferson County, Alabama and more particularly described on Exhibit A to these resolutions (the "Property") to Cahaba River Road, LLC (the "Purchaser") for \$1,070,000.00 pursuant to the terms and conditions of the Sales Contract dated September 21, 2004 between the Company and the Purchaser; and

**RESOLVED FURTHER**, by all of the Members of the Company that Stephen L. Butler, a Member of the Company, be and he hereby is authorized, empowered and directed, for and on behalf of the Company, to sell the Property to the Purchaser, and to execute and deliver to the Purchaser a General Warranty Deed, a Seller's Affidavit and Indemnity, an Assignment of Leases, a Non-Foreign Affidavit, a Closing Statement and such other agreements and instruments as Stephen L. Butler shall deem to be appropriate under the circumstances, the decision of Stephen L. Butler in that regard to be binding on the Company in all respects.

**Certification**

The foregoing resolutions of the Members of the Company shall not be affected or limited in any manner by the subsequent disability, incompetency, incapacity, or dissolution of a Member of the Company. The undersigned do hereby ratify and confirm all of the acts of Stephen L. Butler which may be done by virtue of these resolutions.

The undersigned do further represent, warrant and covenant as follows:

1. The Articles of Organization of the Company filed in the records of the Judge of Probate of Jefferson County, Alabama as Instrument No. 9404-697 are in full force and effect and have not been amended, rescinded or changed in any manner and that the undersigned are the only current Members of the Company.

2. RHK Partnership and Clark Building Co., Inc. sold their respective membership interests in and to the Company to Engel Realty Company, Inc. and to other current members of the Company and RHK Partnership and Clark Building Co., Inc. are no longer members of the Company.

3. The Operating Agreement of the Company empowers the Members of the Company to sell the Property and to grant to Stephen L. Butler the authority and power as a Member of the Company to sell the Property. The Company is managed by its Members.

4. The Members do not believe the Owens Industrial Park Architectural Committee is still in existence. The Members believe all improvements on the Property comply with any restrictive covenants that affect the Property.

These Certified Resolutions of Carolisa, LLC and the representations and warranties given by the Members of the Company herein are given to induce Cahaba River Road, LLC to Purchase the Property and to induce LAWYERS TITLE INSURANCE CORPORATION to issue its title insurance policy or policies without exception related to the authority of the Company to convey the Property, and the Members agree to indemnify and hold LAWYERS TITLE INSURANCE CORPORATION harmless of and from any and all loss, cost, damage and expense of every kind, including attorneys' fees, which said LAWYERS TITLE INSURANCE CORPORATION shall or may suffer or incur or become liable for under its said policy or policies now to be issued, or any reissue, renewal or extension thereof, directly or indirectly, as a result of any misrepresentation herewith.

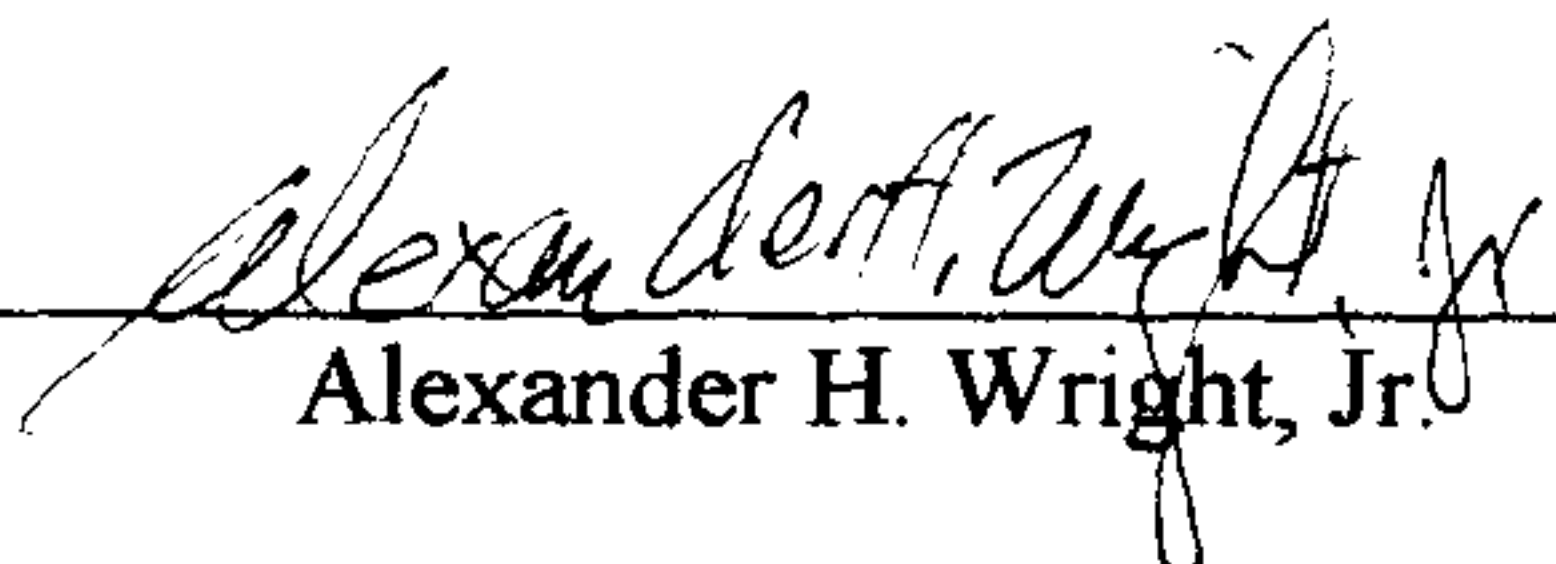
These Certified Resolutions may be executed in several counterparts and all so executed shall constitute one agreement, binding on all the parties hereto even though all the parties are not signatories to the original or the same counterpart.

These Certified Resolutions are intended to be under the seal of all the Members and shall have the effect of a sealed instrument in accordance with the law. Executed by the undersigned effective as of the \_\_\_\_ day of December, 2004.


Cottingham & Foshee Construction Co.,  
an Alabama general partnership

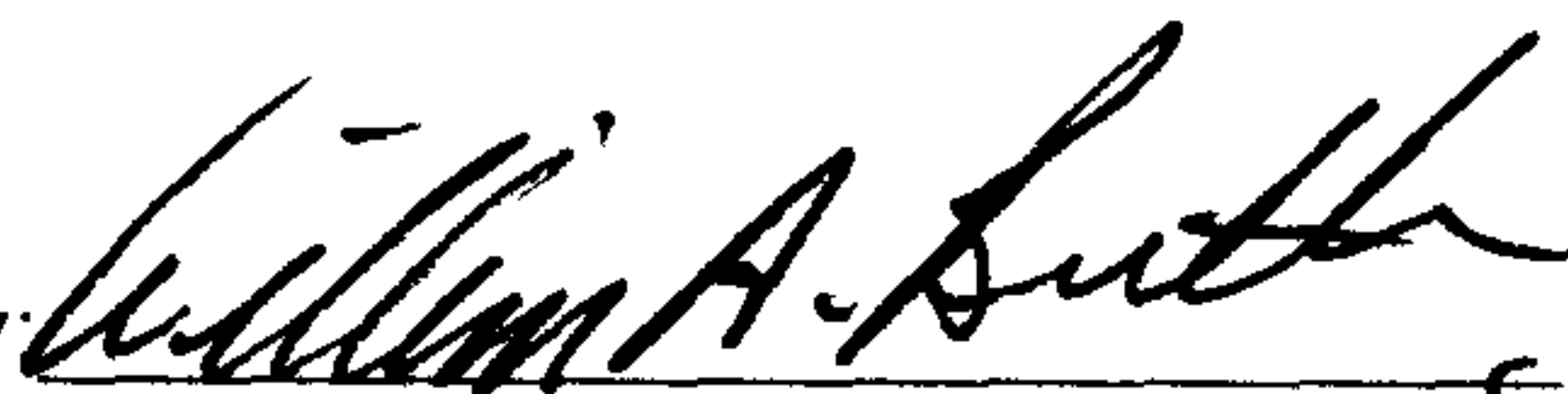
 (SEAL)  
Hannelore M. Morton

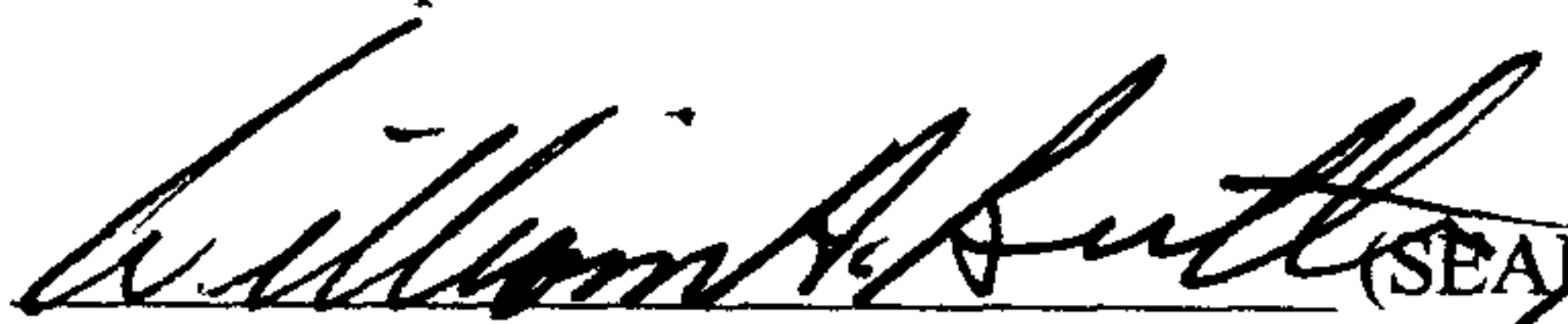
By:  (SEAL)  
Its General Partner  
Its General Partner

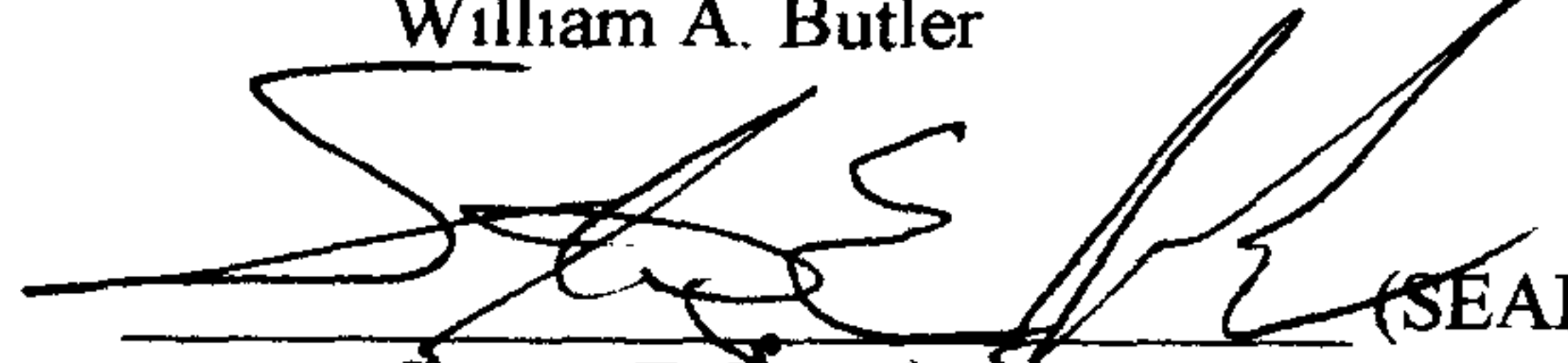
 (SEAL)  
Alexander H. Wright, Jr.

Engel Realty Company, Inc.

 (SEAL)  
Stephen L. Butler

By:  (SEAL)  
Executive Vice President

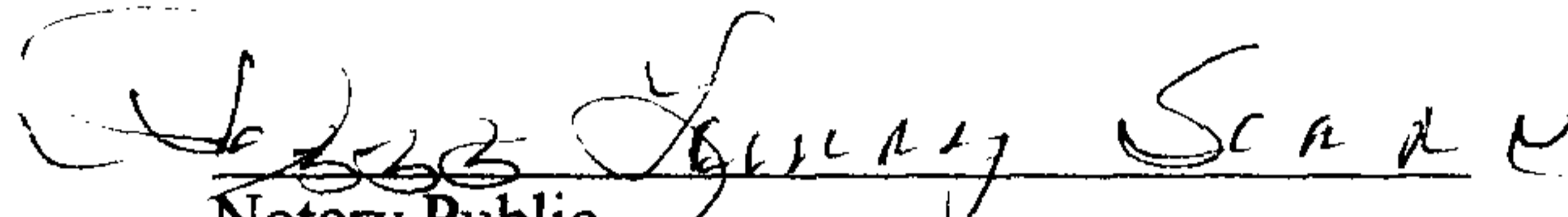
 (SEAL)  
William A. Butler

 (SEAL)  
Steven E. Bearden

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that **Hannelore M. Morton**, an individual whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6 day of November, 2004.

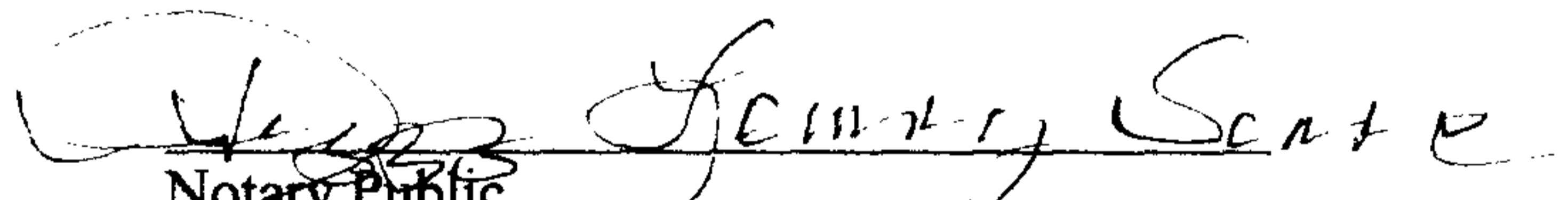
  
Notary Public

My Commission Expires **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**  
**MY COMMISSION EXPIRES: May 16, 2005**  
**BONDED THRU NOTARY PUBLIC UNDERWRITERS**

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that **Alexander H. Wright, Jr.**, an individual whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 9 day of November, 2004.


  
Notary Public

My Commission Expires **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**  
**MY COMMISSION EXPIRES: May 16, 2005**  
**BONDED THRU NOTARY PUBLIC UNDERWRITERS**

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that **Stephen L. Butler**, an individual whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 7 day of November, 2004.

  
Notary Public

My Commission Expires **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**  
**MY COMMISSION EXPIRES: May 16, 2005**  
**BONDED THRU NOTARY PUBLIC UNDERWRITERS**

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that **William A. Butler**, an individual whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 10 day of December, 2004.

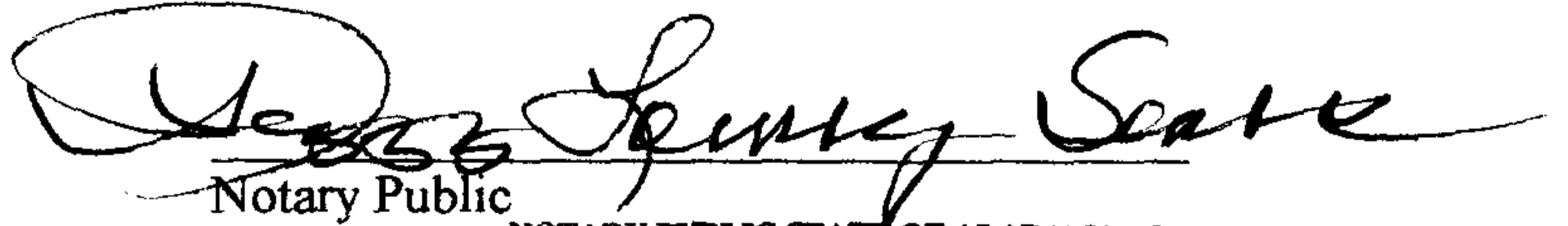
  
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: **May 16, 2005**  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that **Steven E. Bearden**, an individual whose name 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 10 day of December, 2004.

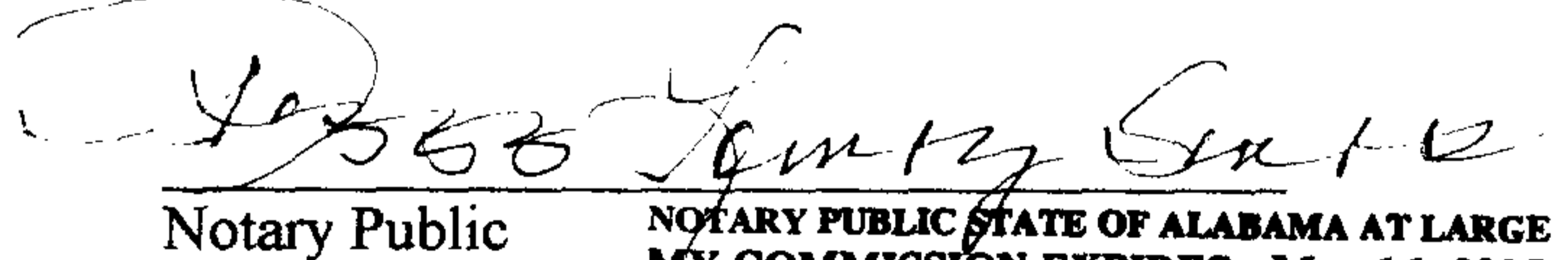
  
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: **May 16, 2005**  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Jam Peterson, whose name as General Partner of **Cottingham & Foshee Construction Co.**, an Alabama General Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents thereof, he, as such General Partner and with full authority, executed the same voluntarily for and as the act of said General Partnership.

Given under my hand and official seal, this the 7 day of December, 2004.

  
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: **May 16, 2005**  
BONDED THRU NOTARY PUBLIC UNDERWRITERS  
My Commission Expires: \_\_\_\_\_

STATE OF ALABAMA       )  
COUNTY OF JEFFERSON    )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William D. Butler whose name as Executive Vice President of Engel Realty Company, Inc., a 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 thereof, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 10 day of December, 2004.

  
Notary Public

My Commission **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**  
**EXPIRES: May 16, 2005**  
**BONDED THRU NOTARY PUBLIC UNDERWRITERS**



**Exhibit A**  
**To Resolutions of Carolisa, LLC**

**Legal Description**

Lots 1 and 3, according to the Survey of Owen's Industrial Park, as recorded in Map Book 8, Page 181, in the Probate Office of Shelby County, Alabama.