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(RECORDING INFORMATION ONLY ABOVE THIS LINE)

This Instrument was prepared by: R. Shan Paden
PADEN & PADEN
Attorneys at Law
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Birmingham, Alabama 35244

SEND TAX NOTICE TO:
ARLEN HOFFMAN
269 VILLAGE DRIVE
CALERA, ALABAMA 35040

STATE OF ALABAMA)

COUNTY OF SHELBY)

JOINT TENANTS WITH RIGHT OF SURVIVORSHIP

STATUTORY WARRANTY DEED

Know All Men by These Presents: That in consideration of ONE HUNDRED NINETEEN THOUSAND TWO HUNDRED FIFTY DOLLARS and 00/100 (\$119,250.00) DOLLARS to the undersigned grantor, SHELBY SPRING STOCK FARMS, INC. and WATERFORD, L.L.C., in hand paid by the GRANTEES herein, the receipt of which is hereby acknowledged, the said GRANTOR, does by these presents, grant, bargain, sell and convey unto ARLEN HOFFMAN and STEPHANIE HOFFMAN, HUSBAND AND WIFE, (herein referred to as GRANTEES, as joint tenants, with right of survivorship, whether one or more) the following described real estate, situated in SHELBY County, Alabama, to-wit:

Lot 42, according to the Survey of Waterford Village, Sector 4, as recorded in Map Book 33, Page 86, in the Probate Office of Shelby County, Alabama.

SUBJECT TO:

1. TAXES FOR THE YEAR 2004 WHICH CONSTITUTE A LIEN BUT ARE NOT YET DUE AND PAYABLE UNTIL OCTOBER 1, 2005.
2. ORDINANCE WITH THE CITY OF CALERA AS RECORDED IN INSTRUMENT 2000-0006.
3. RIGHT OF WAY TO SHELBY COUNTY, AS RECORDED IN DEED BOOK 240, PAGE 36.
4. TITLE TO ALL MINERALS WITHIN AND UNDERLYING THE PREMISES, TOGETHER WITH ALL MINING RIGHTS AND OTHER RIGHTS, PRIVILEGES AND IMMUNITIES RELATING THERETO AS RECORDED IN INSTRUMENT #1995-1640 AND REAL 345 PAGE 744.
5. TERMS AND CONDITIONS AS RECORDED IN INSTRUMENT 1995, PAGE 1640 ARTICLES OF WATERFORD HOME OWNERS ASSOCIATION, AS RECORDED IN INSTRUMENT 2001, PAGE 12817.
6. ARTICLES OF WATERFORD HOME OWNERS ASSOCIATION, AS RECORDED IN INST. 2001, PAGE 12817.
7. ARTICLES OF ORGANIZATION OF WATERFORD, LLC, AS RECORDED IN INSTRUMENT 1999, page 49065.

8. RESTRICTIVE COVENANTS TO BE FILED FOR RECORD.
9. DECLARATION OF RESTRICTIONS, COVENANTS AND EASEMENTS, AS RECORDED IN INSTRUMENT 2000, PAGE 40215 AND AMENDED IN INSTRUMENT 2001, PAGE 12819.
10. GRANT TO THE STATE OF ALABAMA FOR RAILROAD AS RECORDED IN REAL 278, PAGE 5.
11. RELEASE OF DAMAGES AS RECORDED IN 1995-1640 AND REAL 345 PAGE 744.
12. A 8 FOOT EASEMENT ON SOUTH AS SHOWN BY RECORDED MAP.
13. EASEMENT AND RIGHT OF WAY WITH ALABAMA POWER COMPANY, AS RECORDED IN INSTRUMENT 2004-35497.
14. 15 FOOT ALLEY EASEMENT ON THE REAR OF SAID PROPERTY, AS SHOWN ON RECORDED MAP.
15. RESTRICTIONS, AS SET FORTH IN INS. 2004-46705.
16. RIGHT OF WAY TO ALABAMA POWER COMPANY AS SET FORTH IN INST. 2004-35497.

\$119,250.00 of the consideration herein was derived from a mortgage closed simultaneously herewith.

TO HAVE AND TO HOLD unto the said GRANTEES as joint tenants, with right of survivorship, their heirs and assigns, forever; it being the intention of the parties to this conveyance, that (unless the joint tenancy hereby created is severed or terminated during the joint lives of the grantees herein) in the event one grantee herein survives the other, the entire interest in fee simple shall pass to the surviving grantee, and if one does not survive the other, then the heirs and assigns of the grantees herein shall take as tenants in common.

IN WITNESS WHEREOF, the said CHRIS GREENE AS CLOSING AGENT OF SHELBY SPRING STOCK FARMS, INC. and WATERFORD, L.L.C., has hereunto subscribed her name on this the 29th day of December, 2004.

SHELBY SPRING STOCK FARMS, INC.


CHRIS GREENE, CLOSING AGENT

WATERFORD, L.L.C.

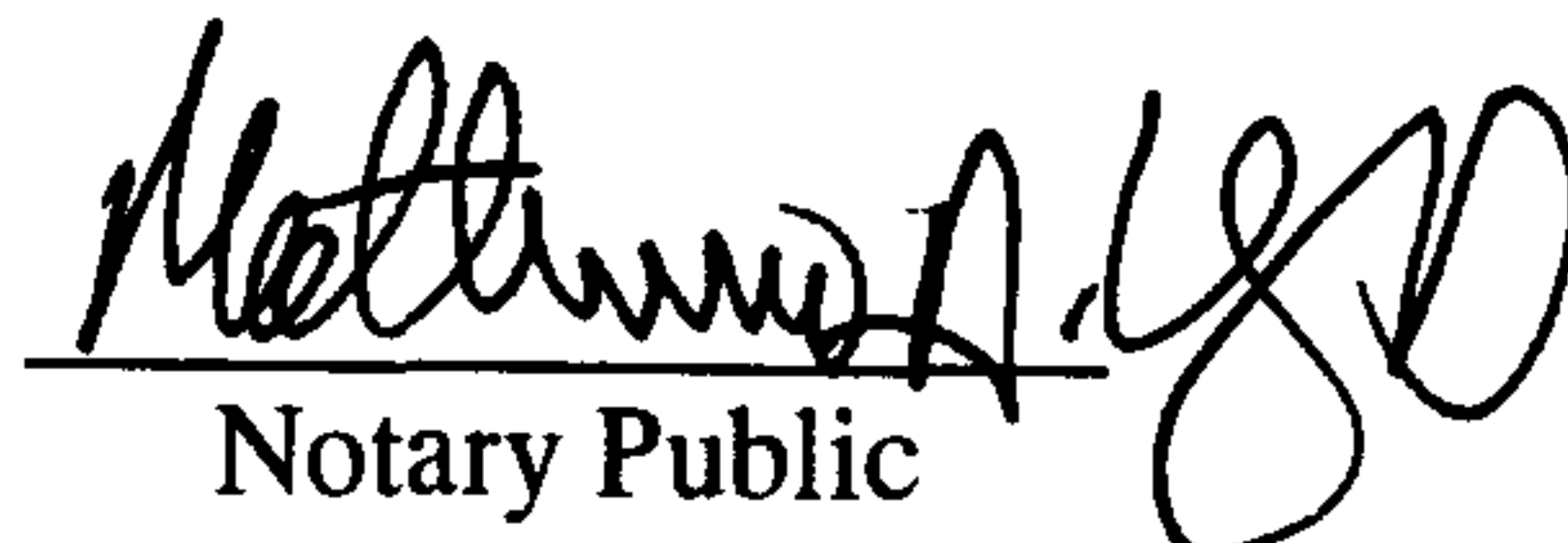

CHRIS GREEN, CLOSING AGENT

STATE OF ALABAMA)
COUNTY OF SHELBY)

ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that CHRIS GREENE, whose name as CLOSING AGENT of SHELBY SPRING STOCK FARMS, INC., 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, he or she, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand this the 29th day of December, 2004.


Notary Public

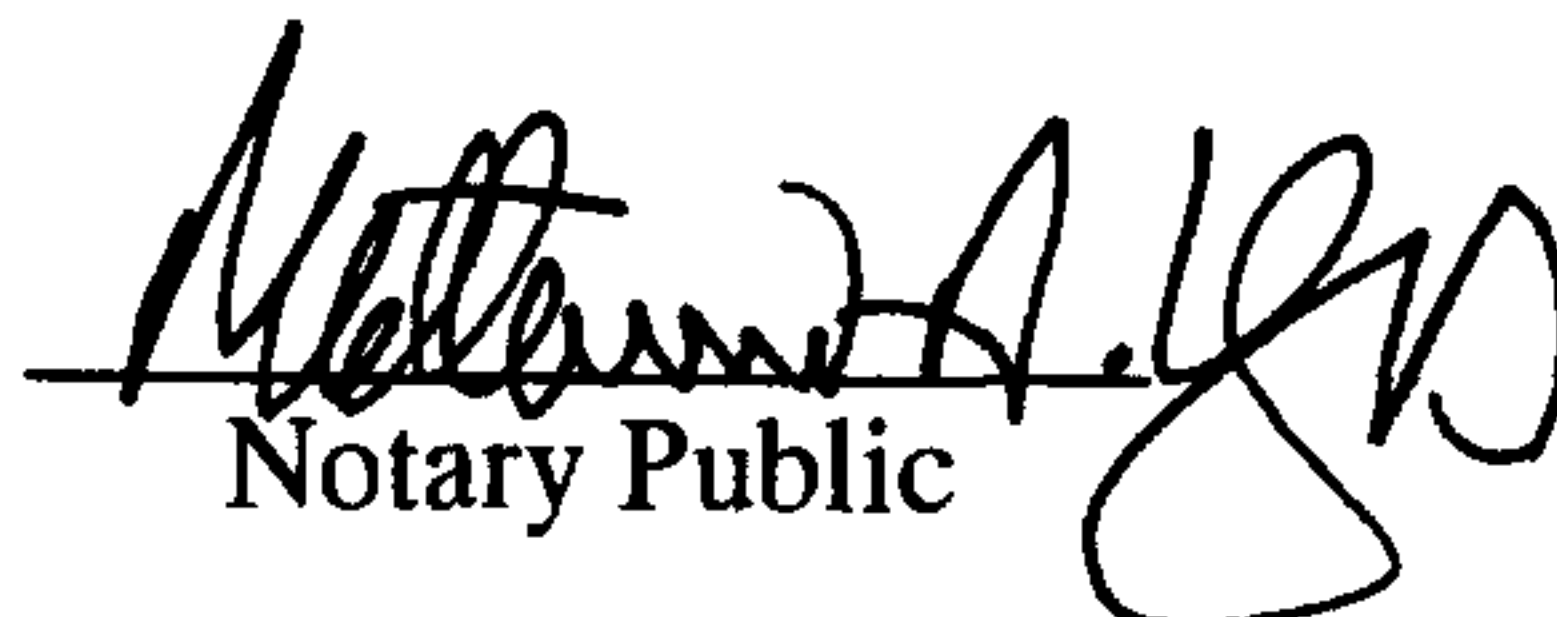
My commission expires: 9/12/2005

STATE OF ALABAMA)
COUNTY OF SHELBY)

ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that CHRIS GREENE, whose name as CLOSING AGENT of WATERFORD, LLC., an Alabama Limited 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 the conveyance, he or she, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand this the 29th day of December, 2004.


Notary Public

My commission expires: 9/12/2005