

Mail tax notice to:

Shelby County, Alabama
Mr. Alex Dudchock, County Manager
P.O. Box 467
Columbiana, AL 35051

This instrument was prepared by:

M. Beth O'Neill
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 AmSouth Harbert Plaza
Birmingham, Alabama 35203

STATE OF ALABAMA)
SHELBY COUNTY)

AMENDMENT TO STATUTORY WARRANTY DEED

THIS AMENDMENT TO STATUTORY WARRANTY DEED (the "Amended Deed"), dated as of January 31, 2006, is made by and between BAPTIST HEALTH SYSTEM, INC., an Alabama nonprofit corporation ("BHS"), and SHELBY COUNTY, ALABAMA, a political subdivision of the State of Alabama (the "County").

RECITALS

A. BHS heretofore executed and delivered that certain Statutory Warranty Deed dated October 19, 1999, in favor of the County, which deed was filed for record in the Office of the Judge of Probate of Shelby County, Alabama (the "Probate Office") as Instrument #1999-43304 (the "Deed"). The Deed conveyed to the Grantee all the right, title and interest of Grantor in and to the real property and real property interests described in **Exhibit A** attached hereto and made a part hereof (the "Property").

B. The Deed contains (1) certain use restrictions, (2) certain restrictions against mortgaging or encumbering the Property, (3) a right of reversion in favor of BHS, and (4) a purchase option in favor of BHS on the occurrence of certain events. In the event BHS sells certain real property that is adjacent to the Property, the right of reversion in favor of BHS terminates.

C. On October 19, 1999, simultaneously with the execution of the Deed, the County executed in favor of BHS, an Option Agreement (the "Option") that contains (1) an agreement by BHS to repurchase the Property from the County, (2) certain use restrictions, (3) certain restrictions against mortgaging or encumbering the Property, and (4) a right of reversion in favor of BHS. In the event BHS sells certain real property that is adjacent to the Property, the right of reversion in favor of BHS and the use restrictions on the Property terminate.

D. The Deed and the Option were intended to contain the same rights and restrictions, but the documents contain certain inconsistencies.

E. In order to facilitate the sale of the Property by the County to a third party, BHS and the County have agreed (1) to terminate the Option by executing the Termination of Option Agreement, (2) to execute this Amended Deed, and (3) to enter into a Letter Agreement setting

forth certain agreements between the parties with respect to the foregoing and the sale of the Property.

NOW, THEREFORE, in consideration of the premises, the execution and delivery of the Termination of the Option Agreement and Letter Agreement, Ten and 00/100 Dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged and agreed, the parties do hereby agree that the Deed shall be amended as follows:

1. The last two paragraphs of the Deed beginning with "TO HAVE AND TO HOLD to the Grantee" and "Any and all warranties," respectively, are hereby deleted, and the following paragraphs are substituted in lieu thereof:

TO HAVE AND TO HOLD the said Property unto the Grantee, its successors and assigns, together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining and unto its successors and assigns forever.

This deed is executed without warranty or representation of any kind on the part of the Grantor, express or implied, except as against acts done or suffered by the Grantor that are not specifically excepted herein.

2. Except as expressly set forth herein to the contrary, the Deed shall remain in full force and effect and unchanged.

IN WITNESS WHEREOF, each of the parties hereto have executed or caused this Agreement to be executed by its duly authorized officer on the day and year first above written.

BAPTIST HEALTH SYSTEM, INC.

By: Beth O'Brien
Name: Beth O'Brien
Title: CEO


SHELBY COUNTY, ALABAMA

By: Lindsey Allison
Name: LINDSEY ALLISON
Title: CHAIRMAN - CIV. COM.

SHELBY COUNTY, ALABAMA

By: Alex Dudchock
Name: ALEX DUDCHOCK
Title: Co. Mgr.

STATE OF ALABAMA)
COUNTY OF JEFFERSON)


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Shelby Cnty Judge of Probate, AL
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I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Beth O'Brien, whose name as CEO of Baptist Health System, Inc., an Alabama nonprofit 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 said 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 and official seal this the 31st day of January, 2006.

Doretha H. Green
Notary Public

AFFIX SEAL

My commission expires: 3-12-07

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Lindsay Ellison and Alex Hudchock, whose name as Chapman and Co. Managers of Shelby County, Alabama, a political subdivision of the State of Alabama, 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, as such officer and with full authority, executed the same voluntarily for and as the act of said political subdivision of the State of Alabama.


Given under my hand and official seal this the 18th day of January, 2006.

Kim W. Reynolds
Notary Public

AFFIX SEAL

My commission expires: KIM W. REYNOLDS, CAP
Notary Public Alabama State at Large
No. 871677
Qualified In Shelby County
Commission Expires October 21, 2008

EXHIBIT A
Legal Description


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A parcel of land situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and run in an Easterly direction along the South line of said Section a distance of 1336.01 feet to a 1 1/2 inch open pipe at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence deflect an angle to the left of 132 deg. 49 min. 41 sec. and run in a Northwesterly direction a distance of 102.14 feet; thence deflect an angle to the left of 5 deg. 01 min. 08 sec. and run in a Northwesterly direction a distance of 112.31 feet; thence deflect an angle to the right of 3 deg. 57 min. 03 sec. and run right in a Northwesterly direction a distance of 102.30 feet to the point of beginning of the herein described parcel; thence continue along the last described course in a Northwesterly direction a distance of 192.00 feet; thence turn an interior angle of 105 deg. 41 min. 08 sec. and run to the right in a Northeasterly direction 628.60 feet to a point on the Southwesterly right of way of U. S. Highway 280, also being a point on a curve; thence turn an interior angle of 91 deg. 51 min. 43 sec. to tangent and run to the right in a Southeasterly direction along said right of way and along the arc of a curve to the right having a radius of 2714.79 feet and a central angle of 5 deg. 42 min. 14 sec. a distance of 270.26 feet; thence turn an interior angle of 89 deg. 27 min. 27 sec. from the tangent of last described curve and run to the right in a Southwesterly direction a distance of 174.46 feet; thence turn an interior angle of 94 deg. 23 min. 04 sec. and run to the right in a Northwesterly direction a distance of 57.56 feet; thence turn an interior angle of 265 deg. 36 min. 56 sec. and run to the left in a Southwesterly direction a distance of 226.42 feet; thence turn an interior angle of 184 deg. 59 min. 51 sec. and run to the left in a Southwesterly direction a distance of 276.15 feet to the point of beginning; being situated in Shelby County, Alabama.

Together with beneficial rights to non-exclusive access easement(s) as set out herein:

Parcel A

A 60.0 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

From the Southwest corner of said Section 32, run North 89 deg. 42 min. 31 sec. East along the South line of said Section for a distance of 1336.01 feet to the SE corner of the SW 1/4 of the SW 1/4 of said Section; thence turn an angle to the left of 132 deg. 49 min. 41 sec. and run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet; thence turn an angle to the left and run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet; thence turn an angle to the right and run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to the point of beginning of the easement herein described; thence turn an angle to the right and run North 30 deg. 07 min. 38 sec. East for a distance of 60.38 feet; thence turn an angle to the left and run

North 66 deg. 20 min. 00 sec. West for a distance of 574.69 feet to a point on the East right of way line of Alabama Highway No. 119; thence turn an angle to the left and run South 23 deg. 05 min. 18 sec. West along said East right of way line for a distance of 60.00 feet; thence turn an angle to the left and run South 66 deg. 20 min. 00 sec. East for a distance of 567.31 feet to the point of beginning; being situated in Shelby County, Alabama.

Parcel B

A 50.0 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement lying 25 feet on either side of and parallel to the following described centerline:

Commence at the Southwest corner of said Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the Southwest corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 424.98 feet to the point of beginning of the centerline easement herein described; thence run North 59 deg. 52 min. 22 sec. West for a distance of 87.25 feet to a point of curvature; thence run along the arc of said curve to the left having a central angle of 51 deg. 26 min. 31 sec. and a radius of 200.00 feet in a Northwesterly to Southwesterly direction for a distance of 179.57 feet; thence run South 68 deg. 41 min. 07 sec. West for a distance of 2.26 feet to a point of curvature; thence run along the arc of a curve to the right having a central angle of 46 deg. 44 min. 53 sec. and a radius of 230.00 feet in a Southwesterly to Northwesterly direction for a distance of 187.66 feet to a point; thence run North 64 deg. 34 min. 01 sec. West for a distance of 196.36 feet, more or less, to a point on the Easterly right of way of Alabama Highway No. 119 and the end of the herein described centerline easement.

Parcel E

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 449.98 feet to a point; thence run South 59 deg. 52 min. 22 sec. East for a distance of 199.20 feet to the point of beginning of the herein described easement; thence continue South 59 deg. 52 min. 22 sec. East for a distance of 57.56 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the left in a Northeasterly direction for a distance of 174.46 feet to a point on the Southwesterly right of way of U. S. Highway No. 280, said point lying on a curve to the right having a central angle of 2 deg. 06 min. 39 sec. and a radius of 2714.79 feet; thence deflect 90 deg. 32 min. 33 sec. to the right to the tangent of said curve and run along the arc of said curve and along said Southwesterly right of way line for a distance of 100.01 feet; thence deflect 88 deg. 25 min. 55 sec. from the tangent of the last described curve and run to the right in a Southwesterly direction for a distance of 216.05 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the right in a Northwesterly direction for a distance of 157.86 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the right in a Northeasterly direction for a distance of 50.15 feet to the

point of beginning; being situated in Shelby County, Alabama.

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Subject to reservation and non-beneficial rights to non-exclusive access easement(s) as set out herein:

Parcel C

A 50.0 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement lying 25 feet on either side of and parallel to the following described centerline:

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 424.98 feet to the point of beginning of the centerline easement herein described; thence run South 59 deg. 52 min. 22 sec. East for a distance of 197.29 feet to the end of the herein described centerline easement.

Parcel D

A 20 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement being more particularly described as follows:

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 09 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 449.98 feet to a point; thence deflect 90 deg. 00 min. 00 sec. and run to the right in a Southeasterly direction for a distance of 236.70 feet to the point of beginning of the easement herein described; thence deflect 85 deg. 36 min. 56 sec. and run to the left in an Northeasterly direction for a distance of 175.74 feet to a point on the Southerly right of way of U. S. Highway No. 280, said point lying on a curve to the right having a central angle of 0 deg. 25 min. 20 sec. and a radius of 2714.79 feet; thence deflect 90 deg. 57 min. 53 sec. to the tangent of said curve and run to the right along the arc of said curve and along said right of way in a Southeasterly direction a distance of 20.00 feet to a point; thence deflect 90 deg. 32 min. 33 sec. from the tangent of the last described curve and run to the right in a Southwesterly direction a distance of 174.46 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the right in a Northwesterly direction for a distance of 20.06 feet to the point of beginning; being situated in Shelby County, Alabama.

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