

STATE OF ALABAMA
SHELBY COUNTY

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Send tax notices to.
Capital Real Estate Investments LLC
4225 Executive Square, Suite 1070
LaJolla, CA 92037
Attention: Randy Rivera

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid to the undersigned **FAROOQI PROPERTIES, LLC**, a Nevada limited liability company (the "Grantor"), in hand paid by Grantee (as defined below), the receipt of which is acknowledged, the said Grantor does GRANT, BARGAIN, SELL AND CONVEY unto **CAPITAL REAL ESTATE INVESTMENTS LLC**, an Alabama limited liability company ("Capital"), an undivided twenty-one percent (21%) interest, and unto **PACIFICA KATIE AVENUE LLC**, a Nevada limited liability company ("Pacifica," collectively with Capital, the "Grantee"), an undivided seventy-nine percent (79%) interest in that certain real estate situated in Shelby County, Alabama, which is more particularly described in Exhibit A attached hereto and made a part hereof (the "Property").

It is expressly understood and agreed that this Statutory Warranty Deed is made subject to those certain exceptions more particularly set forth in Exhibit B attached hereto and made a part hereof (the "Exceptions").

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

This Statutory Warranty 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.


[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Grantor has hereto set its signature and seal on the date of the acknowledgment of the Grantor's signature below, to be effective as of July 31, 2006.

GRANTOR:

FAROOQI PROPERTIES, LLC,
a Nevada limited liability company

By: [Signature]
Name: Nasir Farooqi
Its: President


20060807000381480 2/4 \$861.50
Shelby Cnty Judge of Probate, AL
08/07/2006 03:10:02PM FILED/CERT

STATE OF Alabama)
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said county in said State, hereby certify that Nasir Farooqi, whose name as the president of Farooqi Properties, LLC, a Nevada 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 of said instrument, he, as such representative 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 31 day of July, 2006.

[Signature: Sonya A. Grode]
Notary Public

AFFIX SEAL

My commission expires: My Commission Expires 9/24/2007



20060807000381480 3/4 \$861.50
Shelby Cnty Judge of Probate, AL
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Exhibit A

Description of Land

A part of the Southwest quarter of the Southwest quarter of Section 25, Township 20 South, Range 3 West and the Southeast quarter of the Southeast quarter of Section 26, Township 20 South, Range 3 West more particularly described as follows: Begin at the Southwest corner of Section 25 and run East along the South line of said Section 25 a distance of 130.60 feet to a point on the Westerly right-of-way line of U.S. Highway 31; thence turn an angle to the left of 75°29' and run Northerly along said Westerly right-of-way line a distance of 34.0 feet to the point of beginning of the tract herein described; thence continue along said Westerly right-of-way line a distance of 166.0 feet to a point; thence turn an angle to the left of 90°00' and run Westerly a distance of 269.93 feet to a point on the Easterly right-of-way line of the Louisville and Nashville Railroad; thence turn an angle to the left of 97°38'30" and run Southerly along said Easterly right-of-way line a distance of 167.49 feet to a point; thence turn an angle to the left of 82°21'30" and run Easterly a distance of 247.66 feet to the point of beginning.

And being further described as:

A part of the Southwest 1/4 of the Southwest 1/4 of Section 25, Township 20 South, Range 3 West and the Southeast 1/4 of the Southeast 1/4 of Section 26, Township 20 South, Range 3 West more particularly described as follows:

Begin at the Southwest Corner of Section 25 and run N 90°00'00" E along the South line of said Section 25 a distance of 130.60 feet to a point on the Westerly right of way line of U.S. Highway 31; thence run N 14°31'00" E along said westerly right of way line a distance of 34.0 feet to the point of beginning of the tract herein described; thence continue N 14°30'57" E a distance of 166.00 feet to a point on the said westerly right-of-way of U.S. Highway 31; thence leaving the said westerly right-of-way of U.S. Highway 31, run N 75°29'00" W for a distance of 269.93 feet to a point on the easterly right-of-way line of the Louisville and Nashville Railroad; thence run S 06°52'30" W and run along said Easterly right-of-way line of the Louisville and Nashville Railroad a distance of 167.49 feet to a point; thence run S 75°29'00" E a distance of 247.66 feet back to the point of beginning.

Exhibit B

Exceptions

1. The lien of ad valorem taxes for the year 2006 and subsequent years.
2. Any applicable zoning ordinances.
3. Right of Way granted to Alabama Power Company by instrument recorded in Book 113, page 95, in the Probate Office of Shelby County, Alabama.
4. Mineral and mining rights and rights incident thereto recorded in Deed Book 292, page 49, in the Probate Office of Shelby County, Alabama.
5. The following matters disclosed by Survey prepared by Derek L. Harvel, ARLS No. 18387 of Harvel & Associates, Inc., dated November 5, 2000, and last revised December 15, 2000, as Job No. 00356:
 - a) Curbing on the southerly side of subject property encroaches onto adjoining property.
 - b) Rights of others for access and ingress/egress purposes across the subject premises to the private service road located at the northeasterly corner of subject premises.
6. Use Restrictions and Purchase Covenants as defined and described in the Franchise Agreement and as set forth in the Special Warranty Deed into Farooqi Properties, LLC, a Nevada limited liability company, filed for record January 18, 2001 at 9:45 A.M. and recorded in Instrument 2001101909, in the Probate Office of Shelby County, Alabama.

Shelby County, AL 08/07/2006
State of Alabama

Deed Tax: \$841.50