

This instrument was prepared by:
Ryan C. Stewart
Balch & Bingham LLP
P. O. Box 306
Birmingham, Alabama 35201

SEND TAX NOTICE TO:
USA Rail, LLC
c/o O'Neil Transportation Services, Inc.
P. O. Box 170205
Birmingham, AL 35217-0205
Attention: _____

GENERAL WARRANTY DEED



20071129000542300 1/5 \$24.00
Shelby Cnty Judge of Probate, AL
11/29/2007 12:51:05PM FILED/CERT

STATE OF ALABAMA)

COUNTY OF SHELBY)

Know all men by these presents, that for and in consideration of the sum of One Million Nine Hundred Twenty-Five Thousand Dollars (\$1,925,000), and other good and valuable consideration, in hand paid to **Rose Lake, LLC**, an Alabama limited liability company ("Grantor"), the receipt and sufficiency of which are hereby acknowledged, Grantor grants, bargains, sells and conveys, subject to the matters set forth on Exhibit B hereto, unto **USA Rail, LLC**, an Alabama corporation ("Grantee"), the real property described on Exhibit A hereto together with all easements and other appurtenances thereto ("Property").

To have and to hold to the Grantee, its successors and assigns forever.

And said Grantor does for itself, its successors and assigns, covenant with said Grantee, its successors and assigns, that it is lawfully seized in fee simple of said premises, that they are free from all encumbrances, that it has a good right to sell and convey the same as aforesaid, and that it will and its successors and assigns shall, warrant and defend the same to the said Grantee, its successors and assigns forever, against the lawful claims of all persons.

In witness whereof, Grantor has hereunto caused this instrument to be executed effective as of the 29th day of October, 2007.

Witness

Bruce A. Beutham

ROSE LAKE, LLC,
an Alabama limited liability company

By: H. R. Cook
H. R. COOK, Member

Witness

M. T. D.

ZEG CORP., Member

By: Joseph L. Zegoullis
Its President

Witness

[Signature]

ROSE LAKE RAIL, INC., Member

By: [Signature]
Its President



20071129000542300 2/5 \$24.00
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STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that H. R. Cook, whose name as Member of **Rose Lake, LLC**, an Alabama 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 the instrument, 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 this 29th day of October, 2007.

Bruce A. Buttram
Notary Public

[Notarial Seal]

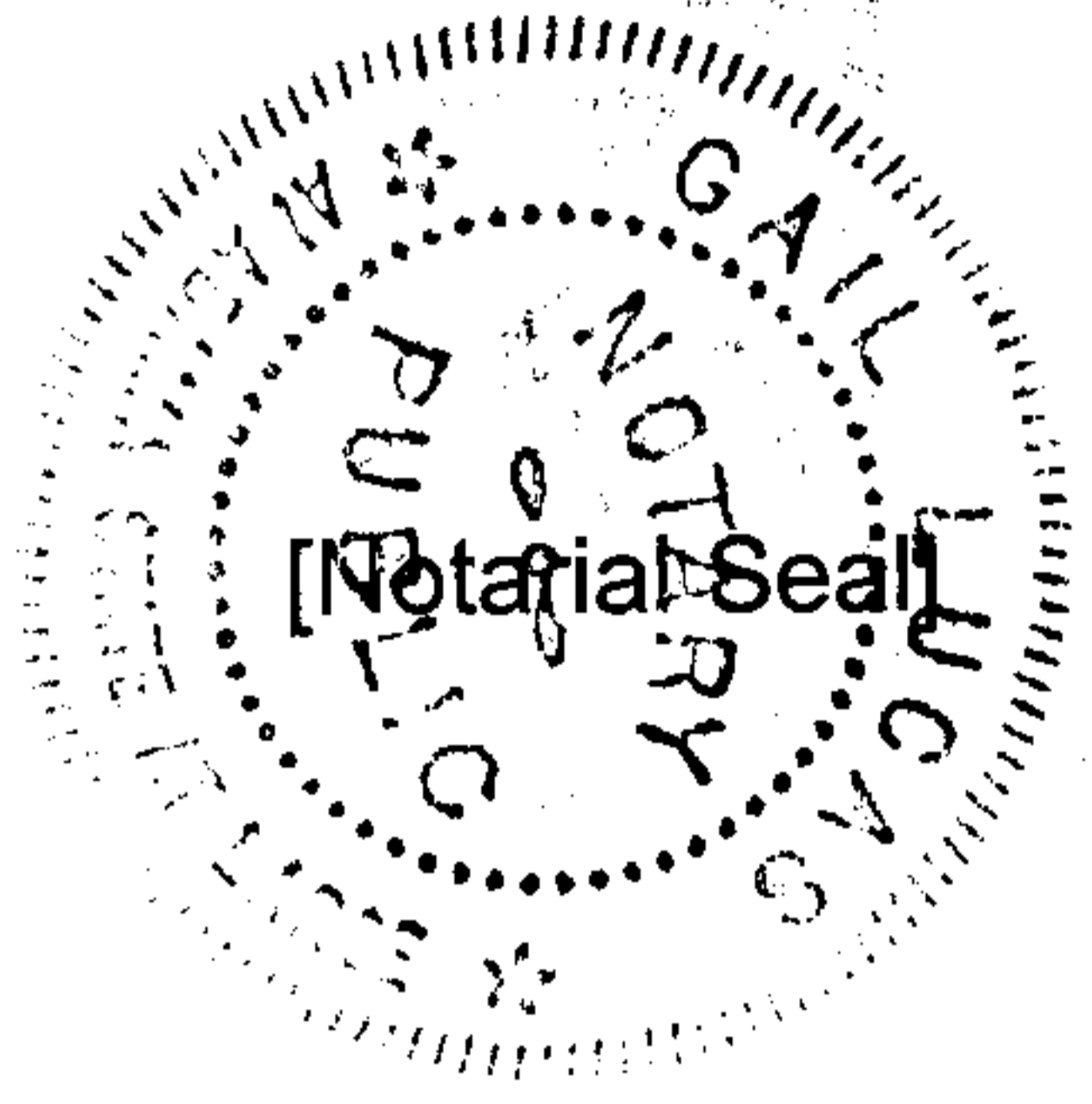
My Commission expires: 2/26/09

20071129000542300 3/5 \$24.00
Shelby Cnty Judge of Probate, AL
11/29/2007 12:51:05PM FILED/CERT

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Joseph Zegarelli, whose name as President of Zeg Corp., an Alabama corporation, as Member of **Rose Lake, LLC**, an Alabama 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 the instrument, he, as such President and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as Member as aforesaid.

Given under my hand this 29th day of October, 2007.



Gail Lucas
Notary Public

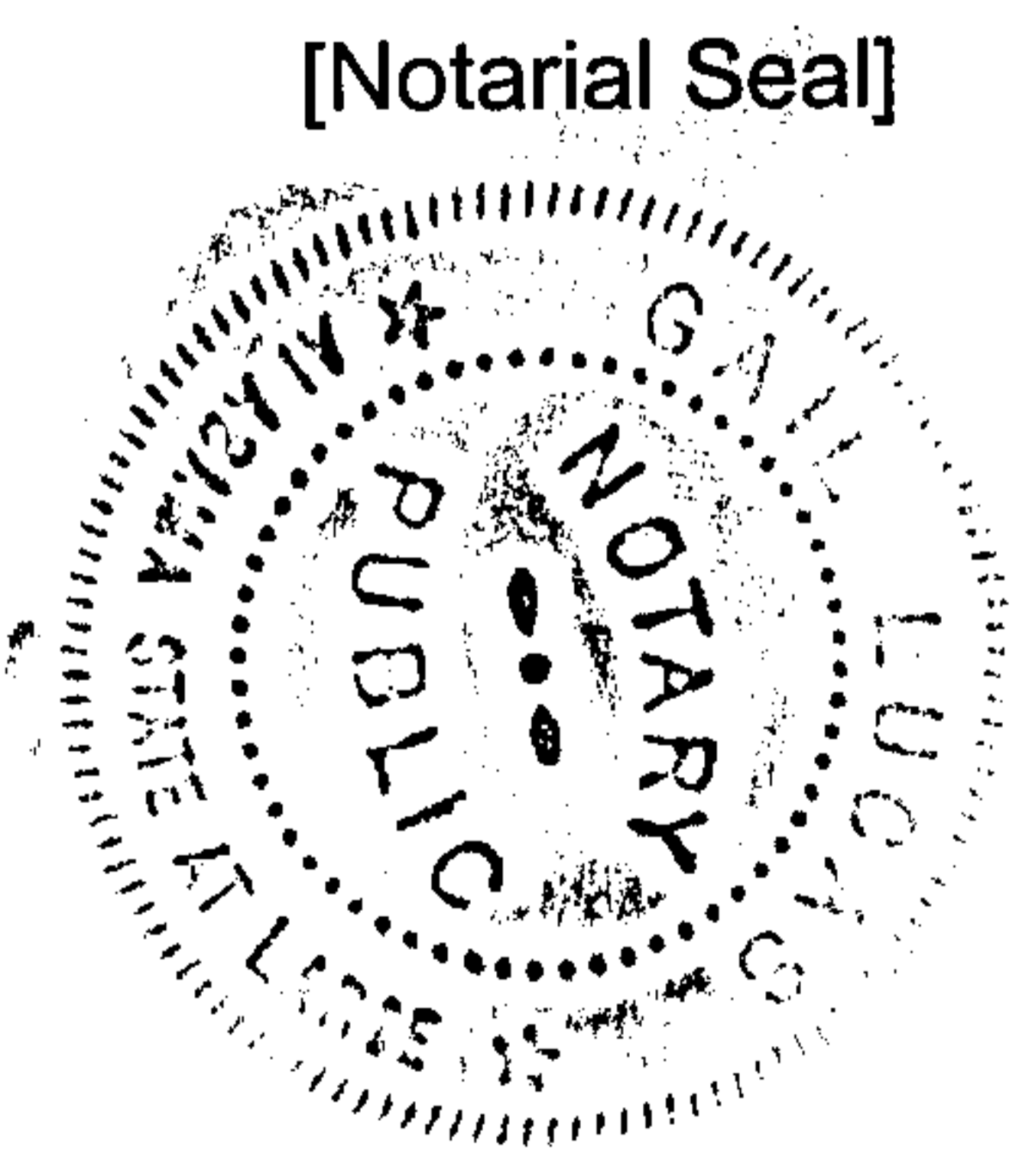
My Commission expires: _____

MY COMMISSION EXPIRES MARCH 16, 2009

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Dennis Cameron, whose name as President of Rose Lake Rail, Inc., an Alabama corporation, as Member of **Rose Lake, LLC**, an Alabama 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 the instrument, he, as such President and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as Member as aforesaid.

Given under my hand this 29th day of October, 2007.




Gail Lucas
Notary Public

My Commission expires: _____

MY COMMISSION EXPIRES MARCH 16, 2009

EXHIBIT A


20071129000542300 4/5 \$24.00
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Description of Property

A parcel of land situated in part of Sections 20 and 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:


Commence at the Southwest corner of Section 21, Township 22 South, Range 2 West, and run in a Northerly direction along the West line of said Section a distance of 755.27 feet to the Northwesternly right-of-way line of the Southern Railroad, being the point of beginning; thence 69 degrees 09 minutes right in a Northeasterly direction along said right-of-way, a distance of 292.32 feet; thence 00 degrees 01 minutes right in a Northeasterly direction a distance of 2,064.00 feet; thence 86 degrees 46 minutes left in a Northwesternly direction a distance of 175.28 feet to the Southerly right-of-way line of Woodbine Avenue; thence 93 degrees 14 minutes left in a Southwesterly direction along said right-of-way line a distance of 185.00 feet; thence 114 degrees 40 minutes right in a Northerly direction a distance of 454.68 feet; thence 90 degrees 00 minutes left in a Westerly direction a distance of 643.51 feet; thence 19 degrees 45 minutes 20 seconds right in a Northwesternly direction a distance of 54.95 feet; thence 70 degrees 14 minutes 40 seconds right in a Northerly direction a distance of 440.00 feet; thence 45 degrees 00 minutes left in a Northwesternly direction a distance of 200.00 feet; thence 45 degrees 00 minutes left in a Westerly direction a distance of 493.74 feet; thence 45 degrees left in a Southwesterly direction a distance of 329.67 feet to the Easterly right-of-way line of 18th Street; thence 45 degrees left in a Southerly direction along said right-of-way line a distance of 484.27 feet; thence 90 degrees right in a Westerly direction a distance of 260.00 feet; thence 90 degrees right in a Northerly direction a distance of 51.53 feet; thence 90 degrees left in a Westerly direction a distance of 435.34 feet; thence 90 degrees 08 minutes left in a Southerly direction a distance of 556.79; thence 90 degrees 08 minutes right in a Westerly direction a distance of 450.94 feet; thence 90 degrees left in a Southerly direction a distance of 304.00 feet; thence 90 degrees right in a Westerly direction a distance of 310.87 feet; thence 108 degrees 08 minutes 50 seconds left in a Southeasterly direction a distance of 293.40 feet; thence 03 degrees 21 minutes 20 seconds right in a Southeasterly direction a distance of 203.00 feet; thence 07 degrees 16 minutes 30 seconds left in a Southeasterly direction a distance of 210.18 feet; thence 02 degrees 18 minutes 40 seconds left in a Southeasterly direction a distance of 95.74 feet; thence 90 degrees 19 minutes 20 left in a Northeasterly direction a distance of 357.29 feet; thence 90 degrees 01 minutes right in a Southeasterly direction a distance of 210.01 feet to said Northwesternly right-of-way line of the Southern Railroad; thence 90 degrees left in a Northeasterly direction along said right-of-way line a distance of 480.14 feet to the point of beginning; being situated in Shelby County, Alabama.

All being situated in Shelby County, Alabama.

EXHIBIT B

Title Exceptions

1. General and special taxes or assessments for the year 2008 and subsequent years not yet due and payable.
2. Mineral and mining rights not owned by the Grantor, if any.



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