

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

STATE OF ALABAMA)

COUNTY OF SHELBY)

Know all men by these presents, that for and in consideration of the sum of ~~Ten~~ ^{consideration} ~~Dollars~~ ^{#75,000.00}, and other good and valuable consideration, in hand paid to **Calera Alabama Elks Lodge #2703 of the Benevolent and Protective Order of Elks of the United States of America**, a(n) _____

_____ ("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 limited liability company ("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 20th day of December, 2007.

**CALERA ALABAMA ELKS LODGE #2703
OF THE BENEVOLENT AND
PROTECTIVE ORDER OF ELKS OF THE
UNITED STATES OF AMERICA**

Witness

Panel J. Hill

By:

Donald D. Morla
Member, Board of Trustees

Witness

Panel J. Hill

By:

Becky Lucas
Member, Board of Trustees

Witness

Panel J. Hill

By:

Lay Chandler
Member, Board of Trustees

Witness

Panel J. Hill

By:

[Signature]
Member, Board of Trustees

Witness

Panel J. Hill

By:

James C. Lucas
Member, Board of Trustees

Shelby County, AL 01/04/2008
State of Alabama

Deed Tax: \$75.00



20080104000005270 2/7 \$104.00
Shelby Cnty Judge of Probate, AL
01/04/2008 01:30:35PM FILED/CERT

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Donald D. Morlan, whose name as a Member of the Board of Trustees of **Calera Alabama Elks Lodge #2703 of the Benevolent and Protective Order of Elks of the United States of America**, a(n) _____

_____, 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 organization, acting in his capacity as a Board Member as aforesaid.

Given under my hand this 20th day of December, 2007.

Pamela J. Hill
Notary Public

[Notarial Seal]

My Commission expires: PAMELA J HILL
Notary Public, State of Alabama
My Commission Exp. Dec. 16, 2008

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Becky Lucas, whose name as a Member of the Board of Trustees of **Calera Alabama Elks Lodge #2703 of the Benevolent and Protective Order of Elks of the United States of America**, a(n) _____

_____, 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 organization, acting in his capacity as a Board Member as aforesaid.

Given under my hand this 20th day of December, 2007.

Pamela J. Hill
Notary Public

[Notarial Seal]

My Commission expires: PAMELA J HILL
Notary Public, State of Alabama
My Commission Exp. Dec. 16, 2008

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Larry Chandler, whose name as a Member of the Board of Trustees of **Calera Alabama Elks Lodge #2703 of the Benevolent and Protective Order of Elks of the United States of America**, a(n) _____

_____, 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 organization, acting in his capacity as a Board Member as aforesaid.

Given under my hand this 20th day of December, 2007.

Pamela J. Hill
Notary Public

[Notarial Seal]

My Commission expires:

PAMELA J HILL
~~Notary Public, State of Alabama~~
My Commission Exp. Dec. 16, 2008

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Steve SNYDER, whose name as a Member of the Board of Trustees of **Calera Alabama Elks Lodge #2703 of the Benevolent and Protective Order of Elks of the United States of America**, a(n) _____

_____, 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 organization, acting in his capacity as a Board Member as aforesaid.

Given under my hand this 20th day of December, 2007.

Pamela J. Hill
Notary Public

[Notarial Seal]

My Commission expires:

PAMELA J HILL
~~Notary Public, State of Alabama~~
My Commission Exp. Dec. 16, 2008

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that JAMES C. LUCAS, whose name as a Member of the Board of Trustees of **Calera Alabama Elks Lodge #2703 of the Benevolent and Protective Order of Elks of the United States of America**, a(n) _____

_____, 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 organization, acting in his capacity as a Board Member as aforesaid.

Given under my hand this 20th day of December, 2007.

Pamela J. Hill
Notary Public

[Notarial Seal]

PAMELA J HILL
My Commission expires: ~~Notary Public, State of Alabama~~
My Commission Exp. Dec. 16, 2008



20080104000005270 5/7 \$104.00
Shelby Cnty Judge of Probate, AL
01/04/2008 01:30:35PM FILED/CERT

EXHIBIT A

Description of Property

The following described parcel of land located in Shelby County, Alabama:

A parcel of land lying in the SE 1/4 of the NE 1/4 and the NE 1/4 of the SE 1/4 of Fractional Section 20, Township 22 South, Range 2 West, and more particularly described as follows: Starting at the Southeast corner of said Fractional Section 20, Township 22 South, Range 2 West, run Northerly a distance of 705.3 feet to the centerline of the Southern Railroad; thence turn an angle of 69 degrees 09 minutes to the right and run Northeasterly 325.32 feet to the center of the intersection of said Southern Railroad with 18th Street; thence turn an angle of 66 degrees 08 minutes to the left and run Northerly 1390.5 feet to the West side of the pavement of said 18th Street; thence turn an interior angle of 89 degrees 00 minutes to the right and run Westerly to, and then along a 6-foot high chain link fence of the ABEX Corp., a distance of 660.2 feet to a corner of said fence; thence turn an interior angle of 89 degrees 52 minutes to the right and run Southerly along said fence a distance of 228.02 feet to the point of beginning; thence continue along said fence a distance of 349.1 feet to a corner in said fence; thence turn an angle of 90 degrees 00 minutes to the right and run Westerly a distance of 450.3 feet to a corner in said fence; thence turn an interior angle of 88 degrees 36 minutes to the left and run Northerly a distance of 318.1 feet to an iron marker; thence turn an interior angle of 95 degrees 25 minutes to the left and run Easterly a distance of 443.6 feet to the point of beginning.

Said parcel of land lies in the SE 1/4 of the NE 1/4 and the NE 1/4 of the SE 1/4, Fractional Section 20, Township 22 South, Range 2 West, Shelby County, Alabama.



20080104000005270 6/7 \$104.00
Shelby Cnty Judge of Probate, AL
01/04/2008 01:30:35PM FILED/CERT

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.



20080104000005270 7/7 \$104.00
Shelby Cnty Judge of Probate,AL
01/04/2008 01:30:35PM FILED/CERT