

\$1,825,000.00 of the purchase
price was paid from the proceeds
of a mortgage loan closed
simultaneously herewith

THIS INSTRUMENT WAS PREPARED BY:

Burt W. Newsome
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P.O. Box 382753
Birmingham, Alabama 35238

STATE OF ALABAMA)
)
SHELBY COUNTY)

SPECIAL WARRANTY DEED

That in consideration of ONE MILLION TWO HUNDRED THOUSAND DOLLARS (\$1,200,000.00) to the undersigned paid by Grantee herein, the receipt of which is hereby acknowledged, the undersigned M & F BANK F/K/A FIRST NATIONAL BANK OF SHELBY COUNTY, a bank organized under the laws of the State of Alabama (hereinafter called the Grantor), has granted, bargained and sold, and does by these presents grant, bargain, sell and convey unto BRANCHWOOD PROPERTIES & ASSOCIATES, LLC (hereinafter referred to as Grantee), its successors and assigns, the following described real estate situated in Shelby County, Alabama, to-wit :

COMMENCE AT THE SOUTHEAST CORNER OF THE NORTHWEST ¼ OF THE SOUTHEAST ¼ OF SECTION 34, TOWNSHIP 21 SOUTH, RANGE 2 WEST, SHELBY CONTY, ALABAMA, AND RUN NORTH 00 DEGREES 27 MINUTES 59 SECONDS EAST FOR 135.50 FEET TO THE POINT OF BEGINNING BEING ON THE NORTH RIGHT OF WAY OF ALABAMA HIGHWAY #70 FROM SAID POINT OF BEGINNING, CONTINUE NORTH 00 DEGREES 27 MINUTES 59 SECONDS EAST FOR 1190.93 FEET; THENCE RUN NORTH 88 DEGREES 05 MINUTES 18 SECONDS WEST FOR 315.42 FEET THENCE RUN SOUTH 00 DEGREEES 39 MINUTES 16 SECONDS WEST FOR 861.07 FEET; THENCE RUN SOUTH 86 DEGREES 01 MINUTES 42 SECONDS EAST FOR 163.70 FEET; THENCE RUN SOUTH 03 DEGREES 43 MINUTES 38 SECONDS WEST FOR 343.31 FEET TO THE NORTH RIGHT OF WAY OF ALABAMA HIGHWAY #70; THENCE RUN ALONG NORTH RIGHT OF WAY NORTH 85 DEGREES 34 MINUTES 02 SECONDS EAST FOR 174.92 FEET TO THE POINT OF BEGINNING.

ALSO:

A 30 FOOT INGRESS, EGRESS AND UTILITY EASEMENT BEING DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF THE NW ¼ OF THE SE ¼ OF SECTION 34, TOWNSHIP 21 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA AND RUN NORTH 00 DEGREES 27 MINUTES 59 SECONDS EAST FOR 135.50 FEET TO THE NORTH RIGHT OF WAY OF ALABAMA HIGHWAY #70 AND THE POINT OF BEGINNING OF A 30 FOOT INGRESS, EGRESS AND UTILITY EASEMENT; FROM SAID POINT OF BEGINNING, RUN NORTH 00 DEGREES 27 MINUTES 59 SECONDS EAST FOR 1026.23 FEET. SAID EASEMENT BEING 30 FEET IN WIDTH AND LEFT OF THE ABOVE DESCRIBED LINE. ACCORDING TO THE SURVEY OF MICHAEL G. MOATES, DATED DECEMBER 28, 2004.

LESS AND EXCEPT THE FOLLOWING:

COMMENCE AT THE SOUTHEAST CORNER OF THE NW ¼ OF THE SE ¼ OF

SECTION 34, TOWNSHIP 21 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA AND RUN NORTH 00 DEGREES 27 MINUTES 59 SECONDS EAST FOR 135.50 FEET TO THE NORTH RIGHT OF WAY OF ALABAMA HWY 70, THENCE LEAVING SAID RIGHT OF WAY, RUN NORTH 00 DEGREES 27 MINUTES 59 SECONDS EAST FOR 1026.23 FEET TO THE POINT OF BEGINNING. FROM SAID POINT OF BEGINNING, CONTINUE NORTH 00 DEGREES 27 MINUTES 50 SECONDS EAST FOR 164.71 FEET, THENCE RUN NORTH 88 DEGREES 05 MINUTES 18 SECONDS WEST FOR 314.42 FEET, THENCE RUN SOUTH 00 DEGREES 39 MINUTES 15 SECONDS WEST FOR 173.58 FEET. THENCE RUN SOUTH 89 DEGREES 41 MINUTES 59 SECONDS EAST FOR 315.89 FEET TO THE POINT OF BEGINNING.

The property is located in Shelby County at 6918 Highway 70, Calera, AL 35040.

This deed is subject to all matters of public record which would affect title vesting hereby in the Grantee under the present laws of the State of Alabama, including Sections 6-5-248 and 6-5-253, *Code of Alabama*.

No word, words, or provisions of this instrument are intended to operate as or imply covenants of warranty except the following: Grantor does hereby specially warrant the title to said property against the lawful claims of all persons claiming by, through or under the Grantor.

This property is being sold on an AS IS, WHERE IS basis, and with all faults. This property is also being sold subject to any easements, encumbrances, and exceptions reflected in the records of the office of the Judge of Probate of the county in which the above described property is located. This property is being sold without warrant of recourse, expressed or implied as to title, use and/or enjoyment and is being sold subject to the right of redemption of all parties entitled thereto.

TO HAVE AND TO HOLD the above described property, together with all rights and privileges incident or appurtenant thereto, unto BRANCHWOOD PROPERTIES & ASSOCIATES, LLC, its successors and assigns forever, it being the intention of the parties to this conveyance that on the event of the Grantee's dissolution, the entire interest in fee simple shall pass to the successors and assigns of the Grantee. This conveyance is made under the express authority of *Code of Alabama*, 1975, Section 35-4-7, as amended.

IN WITNESS WHEREOF, M & F BANK F/K/A FIRST NATIONAL BANK OF SHELBY COUNTY, a bank organized under the laws of the State of Alabama, has caused this conveyance to be executed in its name by its undersigned officer, and its seal affixed this the 30th day of May, 2008.

M & F BANK F/K/A FIRST NATIONAL

BANK OF SHELBY COUNTY

By: [Signature]

Its: Senior Vice-President

STATE OF ALABAMA

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SHELBY COUNTY

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I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Craig Nelson as Senior Vice-President of M & F Bank, whose name is signed to the foregoing special warranty deed, and who is known to me, acknowledged before me on this day, that being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this ____ day of _____, 2008.

[Signature]

Notary Public

My commission expires: 1/14/12