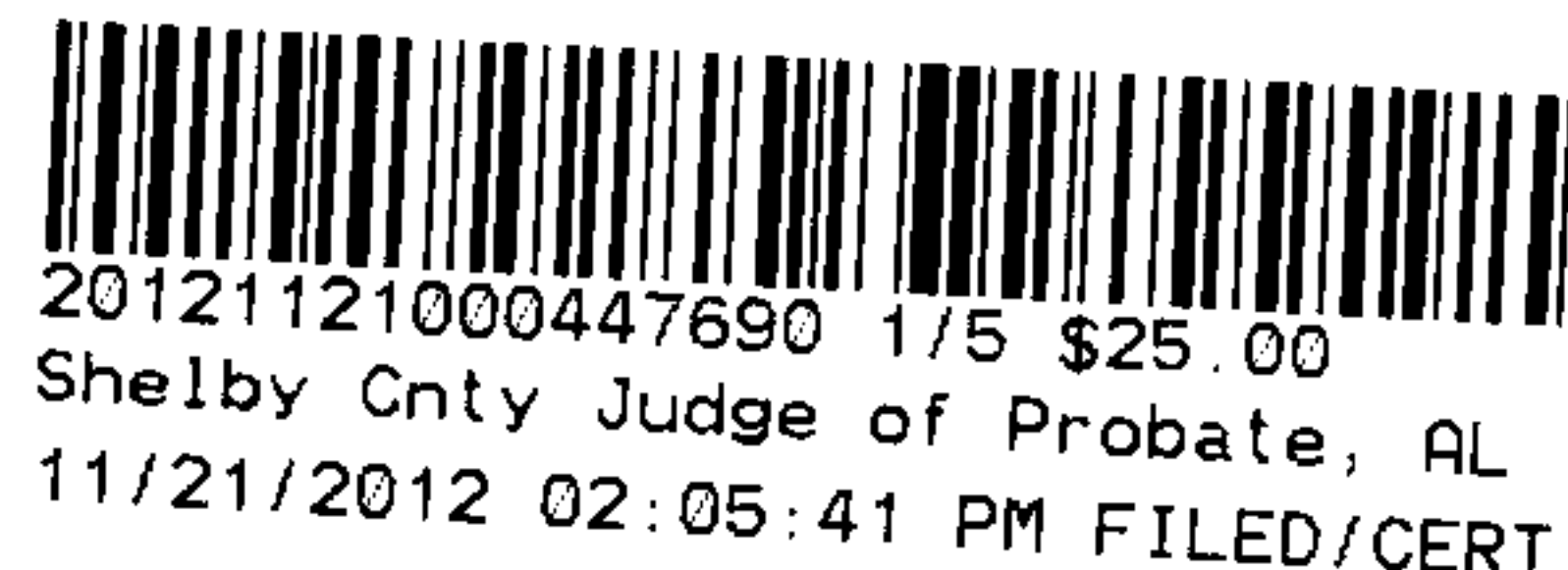


Ray D. Gibbons, Esq.
Gibbons Graham LLC
100 Corporate Parkway, Suite 125
Birmingham, Alabama 35242



STATUTORY WARRANTY DEED

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

KNOW ALL PERSONS BY THESE PRESENTS:

That in consideration of Ten and No/100 Dollars (\$10.00) to the undersigned **PROCTOR HOLDINGS, LLC**, a dissolved Alabama limited liability company, by and through its sole member **DONALD R. PROCTOR** (the "Grantor"), whose address is 101 N. Lake Drive, Birmingham, Alabama 35242, in hand paid by **THORNTON CUSTOM HOMES & REMODELING, INC.**, an Alabama corporation (the "Grantee"), whose address is 5300 Cahaba River Road, Suite 200, Birmingham, Alabama 35243, the receipt of which is hereby acknowledged, Grantor does by these presents, grant, bargain, sell and convey unto Grantee that certain real estate situated in Shelby County, Alabama, and more particularly described on the attached Exhibit "A".

SUBJECT TO exceptions, if any, listed on the attached Exhibit "A".

TO HAVE AND TO HOLD to Grantee, its heirs, successors and assigns forever.

And subject to the foregoing, Grantor does for itself, its successors and assigns, covenant with Grantee, its successors and assigns, that it will warrant and its successors and assigns will warrant and forever defend the right and title to the said premises unto Grantee, its successors and assigns, against the claims of all persons owning, holding, or claiming by, through, or under Grantor, which claims are based upon matters occurring subsequent to Grantor's acquisition of the premises, and prior to the time of delivery of this deed.

* * * * *

IN WITNESS WHEREOF, Grantor has hereto set its signature and seal, this the 16 day of October, 2012.

PROCTOR HOLDINGS, LLC, a dissolved Alabama limited liability company, by and through **SERVISFIRST BANK**, acting as Attorney-in-Fact for **DONALD R. PROCTOR**, as Sole Member, under Special Power of Attorney dated September 6, 2012

SERVISFIRST BANK, an Alabama Banking Corporation
Attorney-in-Fact for **DONALD R. PROCTOR**

By:

Name: Clark Ginsmeister
Its: Vice President

STATE OF Alabama
COUNTY OF Jefferson

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Clark Ginsmeister in his/her capacity as Vice President of **SERVISFIRST BANK**, an Alabama Banking Corporation, acting as Attorney-in-Fact for **DONALD R. PROCTOR** as Sole Member of **PROCTOR HOLDINGS, LLC**, a dissolved Alabama limited liability company, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me that, being informed of the contents of such instrument, (s)he, as such Attorney-in-Fact and with full authority, executed the same voluntarily for and as the act of said banking corporation.

Given under my hand and official seal, this the 16 day of October, 2012.

[SEAL]

Lester C. Moon

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Mar 19, 2016
BONDED THRU NOTARY PUBLIC UNDERWRITERS

EXHIBIT "A"

Lot 9B according to the "Resurvey of Lots 9 & 10 of the Amended Map of Heatherwood 5th Sector and Acreage" recorded in Map Book 42, Page 65 in the Office of the Judge of Probate of Shelby County, Alabama, and as also recorded in Map Book 234, Page 6 in the Office of the Judge of Probate of Jefferson County, Alabama, which is a resurvey of Lots 9 and 10 as shown on the plat recorded in Map Book 40, Page 128, recorded in the Office of the Judge of Probate of Shelby County, Alabama, as amended by the amended plat recorded at Map Book 41, Page 86 in the Office of the Judge of Probate of Shelby County, Alabama.

Subject to the following:

1. All taxes for the year 2013 and subsequent years, not yet due and payable.
2. Any encroachment, encumbrance, violation, variation, or adverse circumstances affecting the title that would be disclosed by an accurate and complete survey of the Land.
3. Rights or claims of parties in possession not shown by the public records.
4. Easements, or claims of easements, not shown by the public records.
5. Any lien or right to a lien, for services, labor, or material hereto or hereafter furnished, imposed by law and not shown by the public records.
6. Taxes or special assessments which are not shown as existing liens by the public records.
7. Any reappraisal, adjustment, and/or escape taxes which may become due by virtue of any action of the Tax Assessor, Tax Collector, or Board of Equalization.
8. Any prior reservation or conveyance, together with release of damages, of minerals of every kind and character, including, but not limited to oil, gas, sand and gravel in, on, and under subject property. Anything to the contrary notwithstanding this commitment and the final policy does not attempt to set out the manner in which any oil, gas, or mineral rights, or any in rights relating thereto are vested, including drilling, right of entry, or other rights, privileges and immunities relating thereto, together with any release of liability or damage to persons or property as a result of the exercise of such rights.
9. Subject to all matters as set forth as shown on the plat recorded in Book 40, Page 128, Book 41, Page 86, and Book 42, Page 65 of the Office of the Judge of Probate of Shelby County, Alabama and Book 234, Page 6 the Office of the Judge of Probate of Jefferson County, Alabama.
10. Subject to restrictions and right of ways as shown in the Deed recorded in Instrument # 20090819000320140 in the Office of the Judge of Probate of Shelby County, Alabama.
11. Covenants, Conditions, Restrictions and Easements, in Declaration of Protective Covenants for Heatherwood Homeowner's Association, Inc. recorded in Instrument #20030411000221760, Instrument #20050104000002410, Instrument Number 20070111000016540, Instrument Number 20070403000151280, Instrument Number 20100204000035140, and Instrument Number 20100615000189470, and as set forth in as set forth in Deed(s) recorded in Book 142, Page 51 and in Book 146, page 237, in the Probate Office of Shelby County, Alabama.
12. Non-Exclusive Assignment of Sign Rights, recorded in Instrument #20030411000221770, in the Probate Office of Shelby County, Alabama.
13. Reservations and rights recorded in Quitclaim Deed recorded as Instrument #20030411000221750, and in Corrected Quitclaim Deed recorded in Instrument #20060307000106860, in the Probate Office of Shelby County, Alabama.
14. Heatherwood Homeowner Association Bylaws, recorded in Instrument #20050329000142990, in the Probate Office of Shelby County, Alabama.
15. Right of Way to Shelby County, recorded in Book 290, Page 552 and Page 243, Page 93 in the Probate Office of Shelby County, Alabama.

16. Easement recorded in Book 119, Page 887 in the Probate Office of Shelby County, Alabama.
17. Right of Way recorded in Book 318, Page 16 in the Public Records of Shelby County, Alabama.
18. Right of Way granted by United States Steel Corporation to Shelby County, Alabama for public road recorded January 13, 1975 in Official Records Document Number 19750131000004980, in the Public Records of Shelby County, Alabama.
19. Right of Way granted by United States Steel Corporation to Alabama Power Company recorded 2/26/1979 in Official Records Document Number 19790226000023200, in the Public Records of Shelby County, Alabama.
20. Right of Way granted to South Central Bell Telephone Company recorded October 24, 1980 in Official Records Document Number 198001024000121690, in the Public Records of Shelby County, Alabama.
21. Right of Way granted by United States Steel Corporation to Alabama Power Company recorded August 28, 1981, in Official Records Book 337, Page 267, in the Public Records of Shelby County, Alabama.
22. Right of Way granted by United States Steel Corporation to Alabama Power Company recorded April 25, 1986, in Official Records Book 75, Page 707, in the Public Records of Shelby County, Alabama.
23. Right of Way granted by USX Corporation to South Central Bell recorded March 4, 1987, in Official Records Book 119, Page 887, in the Public Records of Shelby County, Alabama.
24. Right of Way granted by USX Corporation to Alabama Power Company recorded August 30, 1980, in Official Records Book 270, Page 91, in the Public Records of Shelby County, Alabama.
25. Easement for Golf Cart Paths and Sign recorded July 25, 2000 in Official Records Book 2000, Page 24963 in the Public Records of Shelby County, Alabama.
26. Right of Way recorded in Book 329, Page 423, in the Probate Office of Shelby County, Alabama.
27. Mineral and Mining Rights and rights incident thereto recorded in Instrument #20040323000148620, and Instrument #20049323000148630, in the Probate Office of Shelby County, Alabama.
28. Agreement as recorded in Instrument 20040323000148640, in the Probate Office of Shelby County, Alabama.
29. Domestic Limited Liability Company Articles of Dissolution recorded in Instrument 20111228000392410 on December 28, 2011, in the Probate Office of Shelby County, Alabama.
30. Transfer and Waiver recorded in Instrument 20030411000221780, in the Probate Office of Shelby County, Alabama.
31. Articles of Incorporation of Heather Homeowners Association, Inc. recorded in Book 30, Page 842 in the Probate Office of Shelby County, Alabama.
32. Settlement Agreement recorded in Instrument #20030411000221790, in the Probate Office of Shelby County, Alabama.
33. Right of Way (Sewer) granted to City of Hoover, Jefferson County, Alabama recorded January 7, 2011 in Official Records Book 201101, Page 6204 of the Public Records of Jefferson County, Alabama.
34. Restrictions as set forth in Real Volume 1292, Page 912 in the Public Records of Jefferson County, Alabama.
35. Agreement with Jefferson County Department of Health as recorded in Real Volume 1316, Page 461 in the Probate Office of Jefferson County, Alabama.
36. Easement for ingress and egress recorded 08/01/2008 in Official Records 200809, Page 275 of the Public Records of Jefferson County, Alabama.
37. Ordinance Annexation recorded in Book 201102, Page 10022, in the Probate Office of Jefferson County, Alabama.
38. Rights of upstream and downstream riparian owners to the use and flow of the water of the Cahaba River.
39. Any unpaid common or maintenance charges and/or dues to Heatherwood Homeowner's Association against the Land.

Real Estate Sales Validation Form

This Document must be filed in accordance with Code of Alabama 1975, Section 40-22-1

Grantor's Name Proctor Holdings, LLC
Mailing Address 101 N. Lake Drive
Birmingham, AL 35243

Grantee's Name Thornton Custom Homes &
Mailing Address Remodeling, Inc.
5300 Cahaba River Rd., Ste 200
Birmingham, AL 35243

Property Address 543 Greenbrier Way
Birmingham, AL 35244
(Lot 9B Heatherwood)

Date of Sale October 16, 2012
Total Purchase Price \$ 446,500.00

or
Actual Value \$

or
Assessor's Market Value \$

The purchase price or actual value claimed on this form can be verified in the following documentary evidence: (check one) (Recordation of documentary evidence is not required)

☐ Bill of Sale
☐ Sales Contract
☒ Closing Statement

☐ Appraisal
☐ Other

If the conveyance document presented for recordation contains all of the required information referenced above, the filing of this form is not required.

Instructions

Grantor's name and mailing address - provide the name of the person or persons conveying interest to property and their current mailing address.

Grantee's name and mailing address - provide the name of the person or persons to whom interest to property is being conveyed.

Property address - the physical address of the property being conveyed, if any

Date of Sale - the date on which interest to the property was conveyed.

Total purchase price - the total amount paid for the purchase of the property, both real and personal, being conveyed by the instrument offered for record.

Actual value - if the property is not being sold, the true value of the property, both real and personal, being conveyed by the instrument offered for record. This may be evidenced by an appraisal conducted by a licensed appraiser or the assessor's current market value.

If no proof is provided and the value must be determined, the current estimate of fair market value, excluding current use valuation, of the property as determined by the local official charged with the responsibility of valuing property for property tax purposes will be used and the taxpayer will be penalized pursuant to Code of Alabama 1975 § 40-22-1 (h).

I attest, to the best of my knowledge and belief that the information contained in this document is true and accurate. I further understand that any false statements claimed on this form may result in the imposition of the penalty indicated in Code of Alabama 1975 § 40-22-1 (h).

Date 10-23-2012

Print Christina A. Graham

Sign

Christina A. Graham
(Grantor/Grantee/Owner/Agent) circle one

Unattested

(verified by)

Form RT-1