

PREPARED BY:
Smith, Anderson, Blount, Dorsett,
Mitchell & Jernigan, L.L.P.
P.O. Box 2611
Raleigh, N.C. 27601[No Title Opinion]

Shelby County, AL 08/01/2013
State of Alabama
Deed Tax: \$850.00

THIS INSTRUMENT SHOULD BE RETURNED TO:
Grantee

20130801000313520 1/6 \$879.00
Shelby Cnty Judge of Probate, AL
08/01/2013 01:35:18 PM FILED/CERT

STATE OF ALABAMA)
SHELBY COUNTY)

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS:

THAT THE PANTRY, INC., a Delaware corporation ("Grantor"), having a mailing address of 305 Gregson Drive, Cary, North Carolina 27511, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) cash, and other good and valuable consideration to Grantor in hand paid by RWW INVESTMENTS, INC., an Alabama corporation ("Grantee"), whose mailing address is 416 First Avenue SE, Cullman, Alabama 35055, the receipt and legal sufficiency of which are hereby acknowledged, has and by these presents does grant, bargain, sell, and convey unto Grantee, in fee simple, all those certain lots or parcels of land situated in Shelby County, Alabama and more particularly described as follows:

See Exhibit A attached hereto and incorporated herein by reference (collectively, the "Property").

Source of Title: Instrument #20070323000132330

The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine, or neuter as required by context.

PROVIDED, HOWEVER, that this conveyance is made and accepted subject to those matters described on Exhibit B attached hereto and made a part hereof by this reference for all purposes.

TO HAVE AND TO HOLD the aforesaid Property, subject to the exceptions and reservations stated herein, together with all privileges and appurtenances thereto belonging to Grantor, unto the said Grantee, Grantee's successors and assigns forever.

Grantor does hereby bind itself and its successors to Warrant and Forever Defend all and singular the Property unto the said Grantee, against every person whomsoever lawfully claiming by, through or under the said Grantor subject, however, to those matters described on Exhibit B hereto.

IN WITNESS WHEREOF, The Pantry, Inc., a Delaware corporation, has caused these presents to be executed by its duly authorized officer, effective as of July 25, 2013.

ATTEST:

The Pantry, Inc.,
a Delaware corporation

Name: Aaron Brooks
Print Name: Aaron Brooks

By: B. Clyde Prestar
Name: B. Clyde Prestar
Its: SVP, CFO

Name: John Little
Print Name: John Little

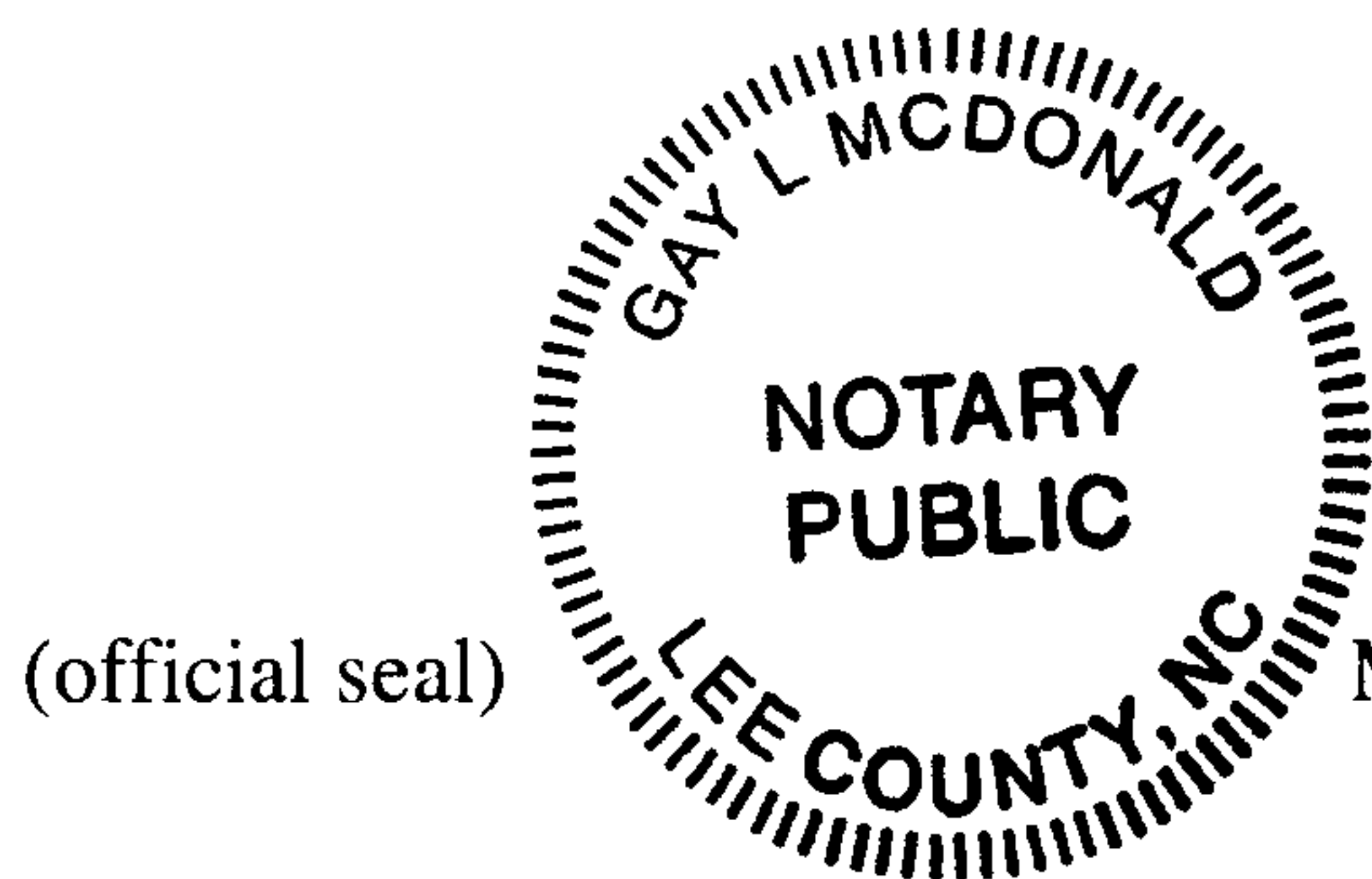
The State of North Carolina }

Wake County }

ACKNOWLEDGMENT

I, Gay L. McDonald, a Notary Public for said County in said State, hereby certify that B. Clyde Prestar, whose name as Senior VP, CFO of The Pantry, Inc., a Delaware corporation, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 25 day of July, 2013.



Gay L. McDonald
Gay L. McDonald, Notary Public

My commission expires: 6/5/14

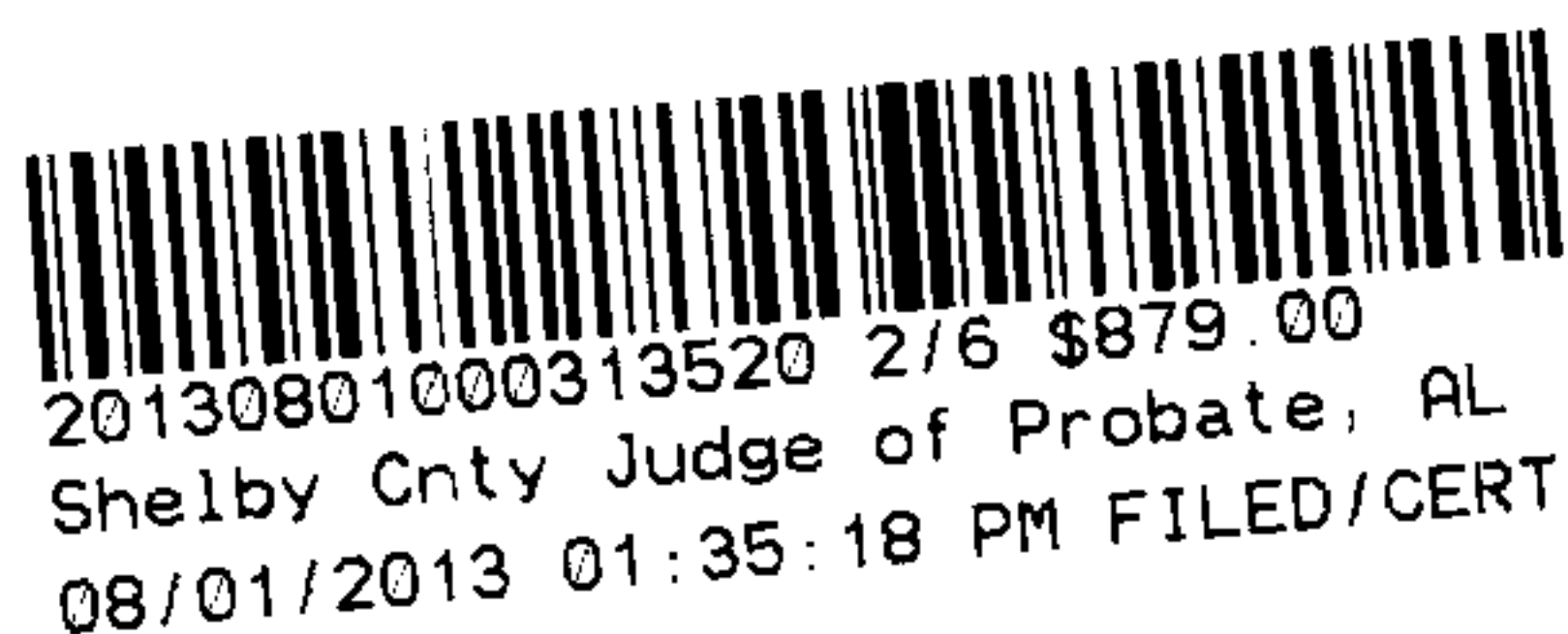


Exhibit A
Legal Description

Commence at the SE corner of Section 24, Township 20 South, Range 3 West; thence run North along the East line of said Section for 2003.27 feet to the Southerly right of way of I-65; thence $59^{\circ} 08' 18''$ left run Northwesterly along said right of way for 372.95 feet to the Westerly right of way of McCain Parkway and the point of beginning; thence continue last described course for 297.07 feet to a concrete monument; thence $18^{\circ} 35'$ left continue along said right of way for 107.36 feet; thence $98^{\circ} 36'$ left run Southerly along said right of way 655.69 feet to the center of Pig Pen Creek; thence $80^{\circ} 59' 35''$ left run Easterly along said creek for 242.10 feet to the Westerly right of way of McCain Parkway; thence $93^{\circ} 28' 48''$ left to tangent of a curve to the right, having a radius of 1014.95 feet, run along said curve and right of way for 168.93 feet; thence continue along said right of way for 389.17 feet to the point of beginning.

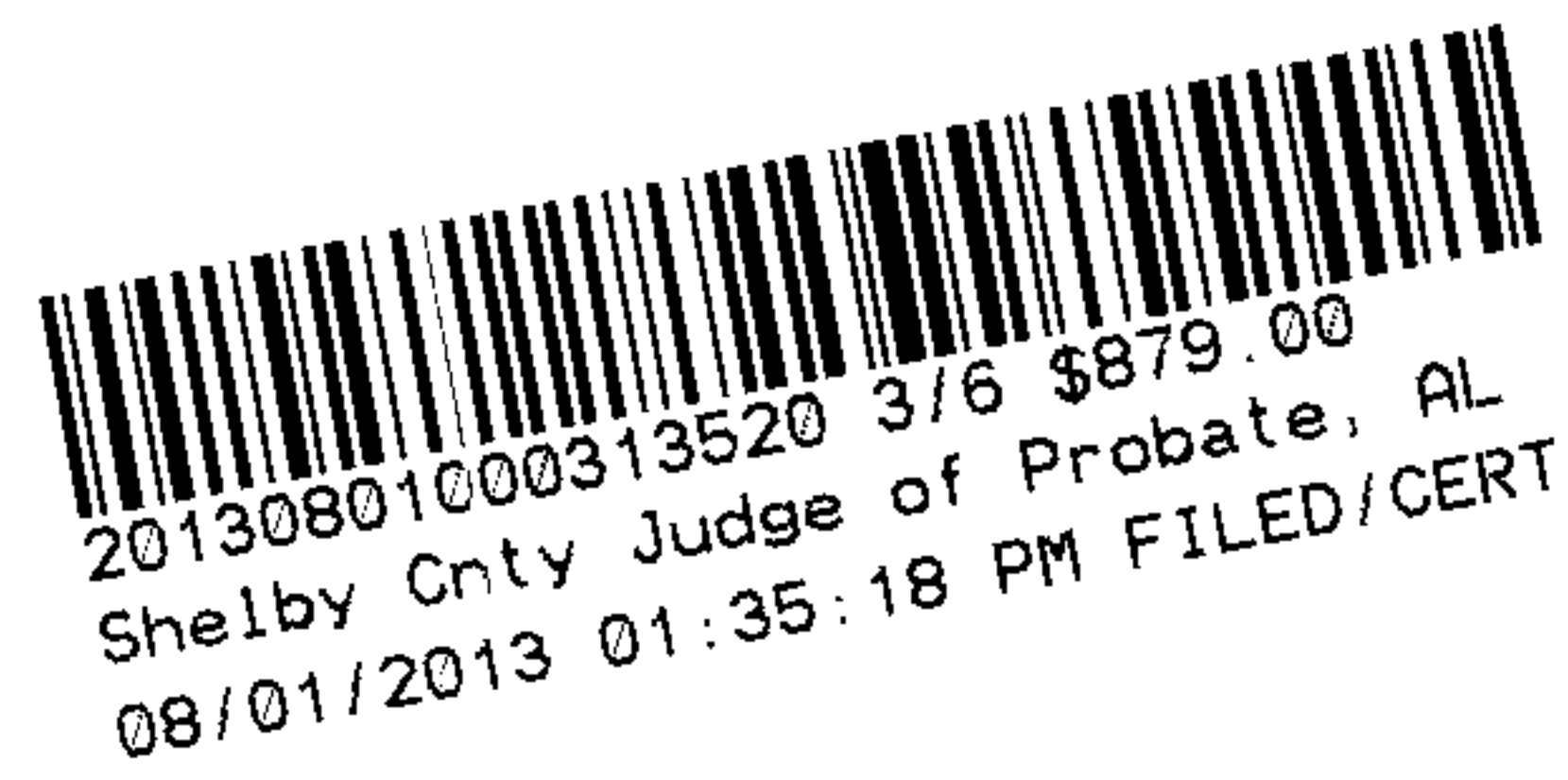
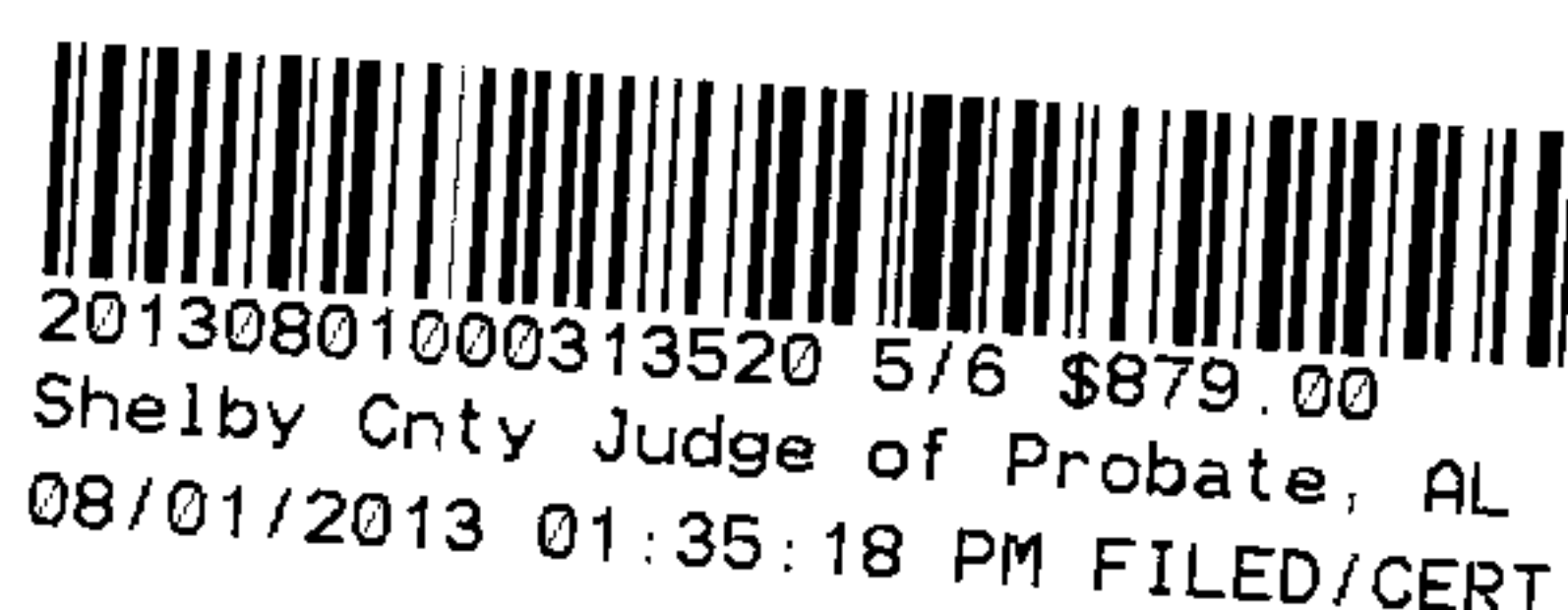


Exhibit B
Permitted Exceptions

1. The lien of real estate taxes, taxes imposed by special assessment and water, sewer, vault public space and other public charges which are not yet due and payable.
2. All applicable laws (including zoning, building ordinances and land use regulations
3. All matters which would be disclosed by a personal inspection or an accurate survey of the Property.
4. All easements, restrictions, covenants, agreements, conditions, or other matters of record, provided the same do not prohibit the Property from being used in the manner in which it is used by Grantor on the date hereof, including, without limitation, the following:
 - a. Restrictions, covenants and conditions as set out in instrument recorded in Real Book 331, Page 621 in the Probate Office of Shelby County, Alabama;
 - b. Transmission Line Permit to Alabama Power Company as shown by instrument recorded in Deed Book 126, Page 292 and Deed Book 127, Page 398 and Deed Book 184, Page 417 in the Probate Office of Shelby County, Alabama;
 - c. Easement to South Central Bell as shown by instrument recorded in Real Book 119, Page 870 filed in the Probate Office of Shelby County, Alabama;
 - d. Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto, including those set out in Deed Book 23, Page 525, Deed Book 36, Page 426 in the Probate Office of Shelby County, Alabama;
 - e. All existing, future or potential common law or statutory rights of access between the right of way of I-65 and the Property as conveyed and relinquished to the State of Alabama;
 - f. Rights of other, if any, to the use of Pig Pen Creek;
 - g. Riparian and other rights created by the fact that the Property fronts on Pig Pen Creek;
 - h. Terms and conditions of the unrecorded lease between Silverstar Management Corporation and Advantage Outdoor Advertising, LLC dated April 15, 2005 as to the billboard located on the Property and Declaration of Easement for Maintenance and Letting of Billboard between Grantor and Grantee dated March 21, 2007 and filed for record in Instrument #20070323000132340;
 - i. The following matters as set out in that certain deed filed for record in Instrument #20070323000132330: a) encroachment of fence(s) onto and/or off of the land along the boundary of the Property and I-65; b) sign pole near the boundary of I-

65; c) overhead power lines which serve the sign pole;

- j. That certain right of way to Alabama Power Company as filed for record in Book 170, Page 237 in the Probate Office of Shelby County, Alabama;
- k. That certain right of way for public road to Shelby County as filed for record in Book 180, Page 605 in the Probate Office of Shelby County, Alabama;
- l. That certain Permit Pole Line to Alabama Power Company as filed for record in Book 195, Page 282 in the Probate Office of Shelby County, Alabama;
- m. That certain Right of Way Easement to Colonial Pipeline Company as filed for record in Book 222, Page 826 in the Probate Office of Shelby County, Alabama;
- n. That certain Right of Way Easement to Colonial Pipeline Company as filed in Book 222, Page 830 in the Probate Office of Shelby County, Alabama;
- o. That certain Right of Way Easement to Colonial Pipeline Company as filed in Book 268, Page 811 in the Probate Office of Shelby County, Alabama;
- p. That certain Right of Way to State of Alabama as filed in Book 300, Page 301 in the Probate Office of Shelby County, Alabama; and
- q. That certain Easement for sewer mains to the City of Pelham as filed in Book 1999, Page 18778 in the Probate Office of Shelby County, Alabama.



Real Estate Sales Validation Form

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

Grantor's Name The Pantry, Inc.
Mailing Address 305 Gregson Drive
Cary, NC 27511

Grantee's Name RWW Investments, Inc.
Mailing Address 416 1st Avenue SE
Cullman, AL 35055

Property Address Hwy 52 & I-65
Pelham, AL
VACANT land

Date of Sale 7/29/2013

Total Purchase Price \$ 850,000.00

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 _____


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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 available.

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 7/29/13

Print RWW Investments, Inc.
Ray W. Williams, Jr., President

Unattested _____

Sign [Signature]
(Grantor/Grantee/Owner/Agent) circle one

(verified by)

Print Form

Form RT-1