

THIS INSTRUMENT PREPARED BY AND UPON
RECORDING SHOULD BE RETURNED TO:

Stephen R. Monk, Esq.
/ c/o Daniel Realty Corporation
10 Inverness Center Parkway
P. O. Box 43250
Birmingham, Alabama 35243

THIRD AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR MEADOW BROOK CORPORATE PARK SOUTH

THIS THIRD AMENDMENT TO DECLARATION made as of the
28th day of March, 1988 by DANIEL U.S. PROPERTIES LIMITED
PARTNERSHIP, a Virginia limited partnership formerly known
as Daniel U.S. Properties, Ltd. (the "Developer").

R E C I T A L S:

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WHEREAS, the Developer has heretofore entered into a Declaration of Covenants, Conditions and Restrictions for Meadow Brook Corporate Park South dated as of September 1, 1985, and recorded in Book 064, at Page 91, in the Probate Office of Shelby County, Alabama, which has been amended by First Amendment to Declaration of Covenants, Conditions and Restrictions for Meadow Brook Corporate Park South dated as of April 1, 1986, and recorded in Book 095, at Page 826, in the Probate Office of Shelby County, Alabama, which has been amended by Second Amendment to Declaration of Covenants, Conditions and Restrictions for Meadow Brook Corporate Park South dated as of July 23, 1988, and recorded in Book 141, at Page 784, in the Probate Office of Shelby County, Alabama (the original Declaration, together with the First and Second Amendments, are hereinafter collectively referred to as the "Declaration"). Capitalized terms not otherwise defined herein shall have the same meanings given them in the Declaration; and

WHEREAS, the Property subject to the Declaration has been subdivided along with additional property which Developer now desires to submit and subject to the terms and provisions of the Declaration; and

WHEREAS, the Developer desires to amend the Declaration to (i) subject additional property to the covenants, conditions and restrictions of the Declaration, as provided in Section 2.02 thereof and (ii) revise and restate Exhibits A and B to the Declaration to reflect the additional property subjected to the Declaration.

NOW, THEREFORE, in consideration of the premises, the Developer does hereby agree as follows:

1. Amendment to Exhibit A. Exhibit A/Revised 7/22/87 attached to and incorporated into the Declaration is hereby deleted in its entirety and "EXHIBIT A/Revised 3/ /88" attached hereto and incorporated herein by reference is substituted in lieu thereof.

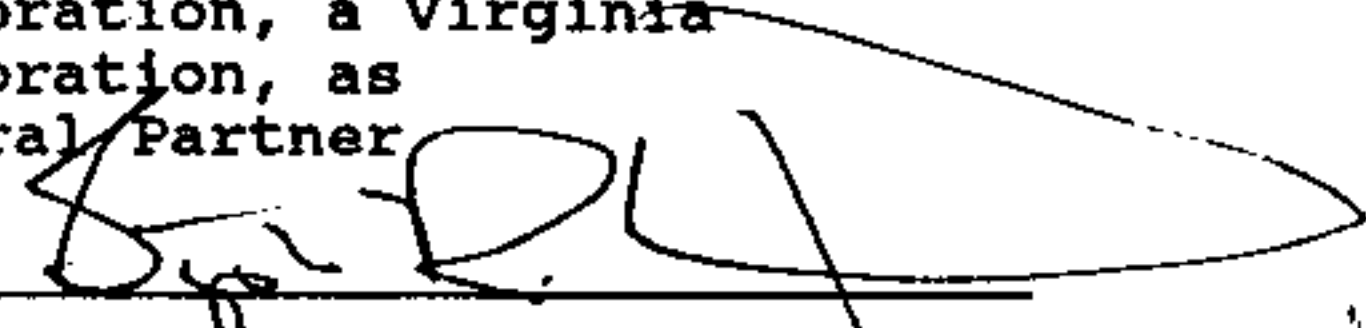
2. Amendment to Exhibit B. Exhibit B/Revised 7/22/87 attached to and incorporated into the Declaration is hereby deleted in its entirety and "EXHIBIT B/Revised 3/ /88" attached hereto and incorporated herein by reference is substituted in lieu thereof.

3. Full Force and Effect. Except as expressly modified and amended hereby, all of the terms and conditions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Developer has caused this Third Amendment to be executed as of the day and year first above written.

DANIEL U.S. PROPERTIES LIMITED
PARTNERSHIP, a Virginia limited
partnership

By: Daniel Realty Investment
Corporation, a Virginia
corporation, as
General Partner

By: 

Its: Senior Vice President

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STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that STEPHEN R. MONK whose name as SENIOR VICE PRESIDENT of Daniel Realty Investment Corporation, a Virginia corporation, as general partner of Daniel U.S. Properties Limited Partnership, a Virginia limited partnership, 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 said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, in its capacity as General Partner as aforesaid.

Given under my hand and official seal, this the 28th, day of MARCH, 1988.

Shirley H. Ellis
NOTARY PUBLIC

My Commission Expires:
My Commission Expires February 5, 1990

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CONSENT OF OWNERS

DANIEL MEADOW BROOK ONE LIMITED PARTNERSHIP, a Virginia limited partnership, as Leasehold Owner of Lots 2 and 4, according to the subdivision plat known as Meadow Brook Corporate Park South, Phase II, dated February, 1988, DANIEL MEADOW BROOK III LIMITED PARTNERSHIP, a Virginia limited partnership, as Owner of Lot 1, according to the subdivision plat known as Meadow Brook Corporate Park South, Phase I, dated October, 1987 and DANIEL U.S. PROPERTIES LIMITED PARTNERSHIP, a Virginia limited partnership, as the Owner of Lots 2 and 4, according to the subdivision plat known as Meadow Brook Corporate Park South, Phase II, dated February, 1988 and all other portions of the Property described in Exhibit A attached hereto, all of which have been subjected to the covenants, conditions and restrictions of the Declaration, hereby enter into this Third Amendment solely for the purpose of consenting to each of the foregoing amendments to the Declaration.

Dated as of the 28th day of March, 1988.

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DANIEL MEADOW BROOK ONE LIMITED PARTNERSHIP, a Virginia limited partnership

By: Daniel Realty Investment Corporation - Meadow Brook One, a Virginia corporation, its General Partner

By: James W. Blum
Its: SE. V.P.

DANIEL MEADOW BROOK III LIMITED PARTNERSHIP, a Virginia limited partnership

By: Daniel Realty Corporation, an Alabama corporation, its General Partner

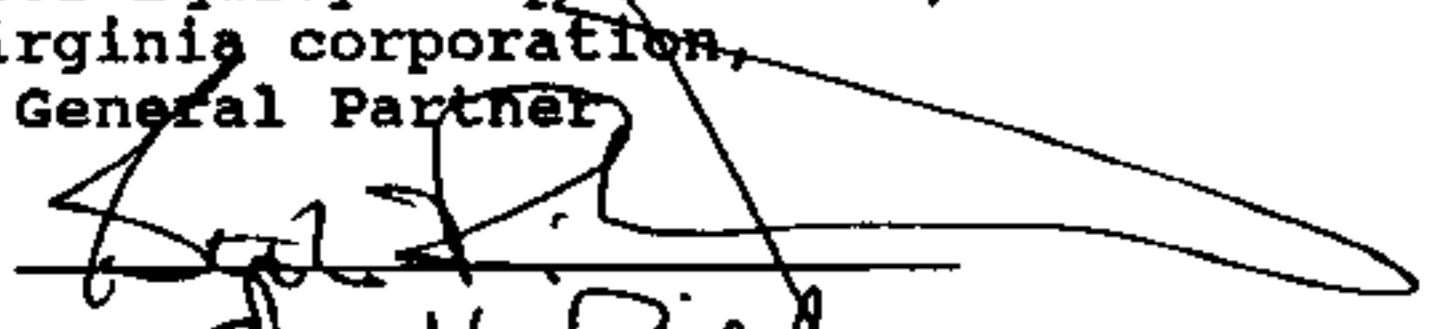
By: James W. Blum
Its: SE. V.P.

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By: Daniel Realty Company,
a New York general partnership,
Its General Partner

By: Daniel Equity Partners, L.P.,
a Virginia corporation,
Its Managing Partner

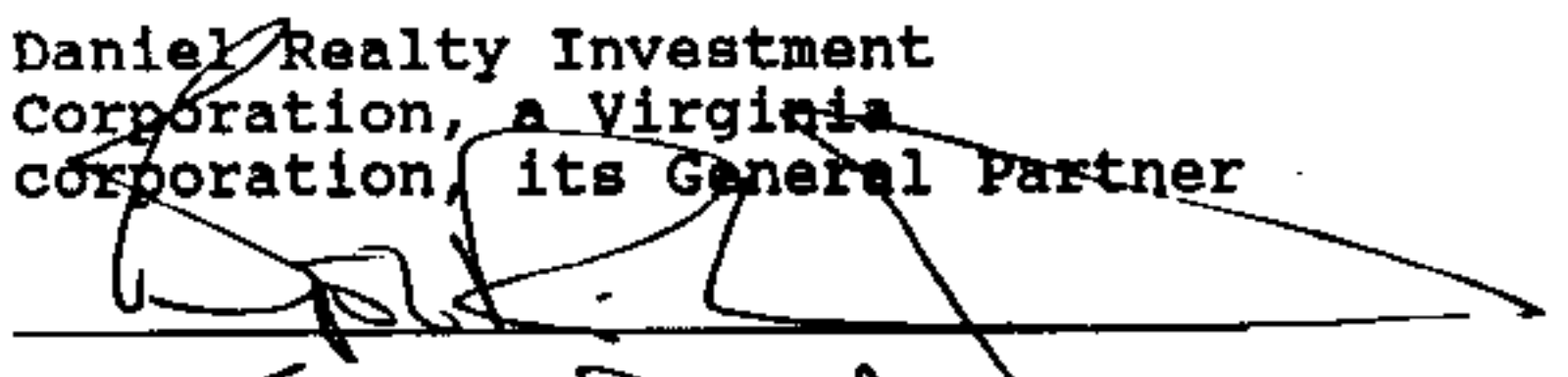
By: Daniel Equity Corporation I,
a Virginia corporation,
Its General Partner

By: 

Its: Senior Vice President

DANIEL U.S. PROPERTIES LIMITED
PARTNERSHIP, a Virginia limited
partnership

By: Daniel Realty Investment
Corporation, a Virginia
corporation, its General Partner

By: 

Its: Senior Vice President

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that JAMES W. KLUBER, whose name as SENIOR VICE PRESIDENT of DANIEL REALTY INVESTMENT CORPORATION-MEADOW BROOK ONE, a Virginia corporation, as General Partner of Daniel Meadow Brook One Limited Partnership, a Virginia limited partnership, 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 said instruments, he, as such officer and with full authority, executed the same voluntarily, for and as the act of said corporation, in its capacity as General Partner as aforesaid.

Given under my hand and official seal, this the 28th day of MARCH, 1988.

Sheila D. Ellis
Notary Public

My Commission Expires: 2/5/90

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that JAMES W. KLUBER, whose name as SENIOR VICE PRESIDENT of DANIEL REALTY CORPORATION, an Alabama corporation, as a General Partner of Daniel Meadow Brook III Limited Partnership, a Virginia limited partnership, 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 said instruments, he, as such officer and with full authority, executed the same voluntarily, for and as the act of said corporation, in its capacity as General Partner as aforesaid.

Given under my hand and official seal, this the 28th day of MARCH, 1988.

Sheila D. Ellis
Notary Public

My Commission Expires: 2/5/90

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STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that STEPHEN R. MONK, whose name as SENIOR VICE PRESIDENT of DANIEL EQUITY CORPORATION I, a Virginia corporation, as general partner of Daniel Equity Partners, L.P., a Virginia limited partnership which serves as Managing Partner of Daniel Realty Company, a New York general partnership, as a General Partner of Daniel Meadow Brook III Limited Partnership, a Virginia limited partnership, 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 said instruments, he, as such officer and with full authority, executed the same voluntarily, for and as the act of said corporation, in its capacity as General Partner as aforesaid.

Given under my hand and official seal, this the 28th day of MARCH, 1988.

Sheila D. Ellis
Notary Public

My Commission Expires: 2/5/90

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that STEPHEN R. MONK, whose name as SENIOR VICE PRESIDENT of DANIEL REALTY INVESTMENT CORPORATION, a Virginia corporation, as General Partner of DANIEL U.S. PROPERTIES LIMITED PARTNERSHIP, a Virginia limited partnership, 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 said instruments, he, as such officer and with full authority, executed the same voluntarily, for and as the act of said corporation, in its capacity as General Partner as aforesaid.

Given under my hand and official seal, this the 28th day of MARCH, 1988.

Sheila D. Ellis
Notary Public

My Commission Expires: 2/5/90

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CONSENT OF MORTGAGEES

UNITED STATES FIDELITY AND GUARANTY COMPANY, a Maryland corporation, and USF&G REALTY, INC., a Delaware corporation, as Mortgagees of Lots 2 and 4, according to the subdivision plat known as Meadow Brook Corporate Park South, Phase II, dated February, 1988 and AMSOUTH BANK N.A., a national banking association, as Mortgagees of Lot 1, according to the subdivision plat known as Meadow Brook Corporate Park South, Phase I, dated October, 1987 hereby enter into this Third Amendment to Declaration of Covenants, Conditions and Restrictions for Meadow Brook Corporate Park South in order to acknowledge and consent to each of the foregoing amendments to the Declaration.

Dated as of 25th day of March, 1988.

UNITED STATES FIDELITY &
GUARANTY COMPANY

By: Ronald O. Hyman
Its: Assistant Vice President

USF&G REALTY, INC.

By: Ronald O. Hyman
Its: Vice President

AMSOUTH BANK N.A.

By: Robert E. Resbini
Its: VICE PRESIDENT

STATE OF MARYLAND)

COUNTY OF City of Balto.

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Bernard A. Hughes whose name as Asst. Vicepres of UNITED STATES FIDELITY AND GUARANTY COMPANY, a Maryland corporation, 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 said instruments, he, as such officer and with full authority, executed the same voluntarily, for and as the act of said corporation.

Given under my hand and official seal, this the 25 day of March, 1988.

Rhonda Adkins
Notary Public

My Commission Expires: 1990

STATE OF MARYLAND)

COUNTY OF City of Balto.

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Bernard A. Hughes whose name as Vicepres of USF&G REALTY, INC., a Delaware corporation, 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 said instruments, he, as such officer and with full authority, executed the same voluntarily, for and as the act of said corporation.

Given under my hand and official seal, this the 25 day of March, 1988.

Rhonda Adkins
Notary Public

My Commission Expires: 1990

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STATE OF ALABAMA)

COUNTY OF ~~SHELBY~~ ^{Jefferson})

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Robert E. Nesbitt whose name as Vice President of AMSOUTH BANK N.A., a national banking association, 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 said instruments, he, as such officer and with full authority, executed the same voluntarily on behalf of AmSouth Bank N.A.

Given under my hand and official seal, this the 28th day of March, 1988.

Connie Jane Kiser
Notary Public

Notary Public, Alabama State at Large

My Commission Expires My Commission Expires December 1 1989

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EXHIBIT A/REVISED 3/25/88
ATTACHED AND INCORPORATED BY
REFERENCE TO COVENANTS, CONDITIONS
AND RESTRICTIONS FOR MEADOW BROOK
CORPORATE PARK SOUTH DATED AS OF
SEPTEMBER 1, 1985, AS AMENDED

The "Property", as defined in Section 1.24 of the
Declaration, shall consist of the following:

Lot 1 according to the Map and Survey of Meadow Brook
Corporate Park South, Phase I, as recorded in Map
Book 11, Page 72, in the Probate Office of Shelby
County, Alabama;

Lots 1 through 9, inclusive, Lot 11 and Lots A through
E, inclusive, according to the Map and Survey of
Meadow Brook Corporate Park South, Phase II, as
recorded in Map Book 12, Page 10, in the Probate
Office of Shelby County, Alabama.

EXHIBIT B/REVISED 3/25/88
ATTACHED AND INCORPORATED BY
REFERENCE TO COVENANTS, CONDITIONS
AND RESTRICTIONS FOR MEADOW BROOK
CORPORATE PARK SOUTH DATED AS OF
SEPTEMBER 1, 1985, AS AMENDED

The "Lots", as defined in Section 1.17 of the Declaration,
shall consist of the following:

Lot 1 according to the Map and Survey of Meadow Brook
Corporate Park South, Phase I, as recorded in Map
Book 11, Page 72, in the Probate Office of Shelby
County, Alabama;

Lots 1 through 9, inclusive, Lot 11 and Lots A through
E, inclusive, according to the Map and Survey of
Meadow Brook Corporate Park South, Phase II, as
recorded in Map Book 12, Page 10, in the Probate
Office of Shelby County, Alabama.

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RECORDED
INDEXED
MAR 29 1988

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SHelby County Probate Office
ALABAMA

RECORDING FEES	
Recording Fee	\$30.00
Index Fee	1.00
TOTAL	\$31.00