

STATE OF ALABAMA)

COUNTY OF SHELBY)

CERTIFICATE OF COMPLIANCE

THIS CERTIFICATE OF COMPLIANCE is made and entered into as of the 14th day of October, 1992 by the ARCHITECTURAL CONTROL COMMITTEE OF MEADOW BROOK CORPORATE PARK SOUTH (the "Architectural Control Committee") in favor of RUST INTERNATIONAL CORPORATION, a Delaware corporation ("Rust").

R E C I T A L S:

Contemporaneously herewith, Daniel/Fidelity Meadow Brook Corporate General Partnership, an Alabama general partnership ("Daniel/Fidelity"), has transferred, sold and conveyed to Rust all of its right, title and interest in and to the following:

(i) A seven-story office building commonly known as Meadow Brook 100 Office Building ("Building 100") which is situated on that certain real property in Shelby County, Alabama which is more particularly described in Exhibit A-1 attached hereto and incorporated herein by reference (the "Building 100 Property"); and

(ii) A six-story office building commonly known as Meadow Brook 500 Office Building ("Building 500") situated in Shelby County, Alabama on that certain real property described in Exhibit A-2 attached hereto and incorporated herein by reference (the "Building 500 Property");

Contemporaneously herewith, Meadow Brook 300 Realty, Inc., a Maryland corporation ("MB300 Realty"), has transferred, sold and conveyed to Rust that certain five-story office building commonly known as Meadow Brook 300 Office Building ("Building 300"), which is situated on that certain real property in Shelby County, Alabama which is more particularly described in Exhibit B attached hereto and incorporated herein by reference (the "Building 300 Property"). The Building 100 Property, the Building 500 Property and the Building 300 Property are hereinafter collectively referred to as the "Property".

Inst # 1992-23785

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The Property is subject to the covenants, conditions and restrictions set forth in the Declaration of Covenants, Conditions and Restrictions of Meadow Brook Corporate Park South dated as of September 1, 1985 and recorded in Deed Book 064, at Page 91 et seq., in the Probate Office of Shelby County, Alabama, which has been amended by First Amendment thereto dated April 1, 1986, as recorded in Book 095, Page 826 in said Probate Office, as further amended by Second Amendment thereto dated July 22, 1987 and recorded in Book 141, Page 784 in said Probate Office, as further amended by Third Amendment thereto dated March 28, 1988 as recorded in Book 174, Page 244 in said Probate Office, as further amended by Fourth Amendment thereto dated June 20, 1989 and recorded in Book 243, Page 453 in said Probate Office as further amended by Fifth Amendment thereto dated July 5, 1989 and recorded in Book 245, Page 89 in said Probate Office and as further amended by Sixth Amendment thereto dated as of October 14, 1992 which has been recorded as Instrument No. 1992-23529 in said Probate Office (hereinafter collectively referred to as the "Declaration"). Capitalized terms not otherwise expressed defined herein shall have the same meanings given to them in the Declaration.

Rust has requested that the Architectural Control Committee execute this Certificate pursuant to Section 5.09 of the Declaration.

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, the Architectural Control Committee does hereby acknowledge, approve and consent to the following:

1. Approval of Plans and Specifications. The Architectural Control Committee does hereby acknowledge and agree that the Improvements constructed on the Property, including, without limitation, Building 100, Building 500 and Building 300, have been constructed and completed in accordance with the terms and provisions of the Declaration.

2. Approval of Use of Property. The Architectural Control Committee hereby consents to the use of the Property for office building purposes.

3. Acknowledgment of No Defaults. The Architectural Control Committee hereby acknowledges that at no time prior to the date hereof and, as of the date hereof, neither Daniel/Fidelity, MB300 Realty, Building 100, Building 500, Building 300 nor any portion of the Property has been in breach of or default in the performance of any obligations or covenants required to be performed by or on behalf of any of them as set forth in the Declaration.

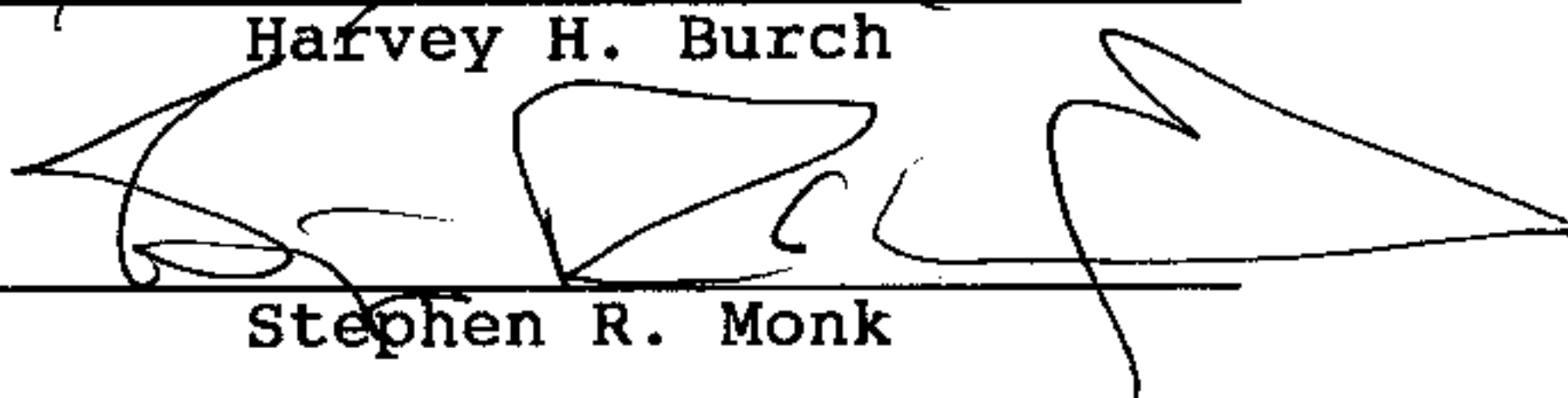
4. Disclaimer. Notwithstanding anything provided in this Certificate to the contrary, the consents and approvals set forth herein are subject to the provisions of Section 5.11 of the Declaration which, by this reference, is expressly incorporated into this Certificate.

IN WITNESS WHEREOF, the undersigned have each caused this Certificate to be executed as of the day and year first above written.

**MEADOW BROOK CORPORATE PARK SOUTH
ARCHITECTURAL CONTROL COMMITTEE**

By: 
Susan E. Carr

By: 
Harvey H. Burch

By: 
Stephen R. Monk

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county and in said State, hereby certify that Susan E. Carr whose name 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, she executed the same voluntarily on the day the same bears date.

Given under my hand this 14th day of October, 1992.

Sheila H. Ellis

Notary Public

My commission expires: 2/26/94

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county and in said State, hereby certify that Harvey H. Burch whose name 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 executed the same voluntarily on the day the same bears date.

Given under my hand this 14th day of October, 1992.

Sheila H. Ellis

Notary Public

My commission expires: 2/26/94

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county and in said State, hereby certify that Stephen R. Monk whose name 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 executed the same voluntarily on the day the same bears date.

Given under my hand this 14th day of October, 1992.

Sheila H. Ellis
Notary Public

My commission expires: 2/26/94

EXHIBIT A-1

Lot 4, 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 A-2

Lot 2, 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 A-3

Lot 5, 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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