

REQUIRED APPROVALS

The undersigned Architectural Review Committee ("ARC"), established under that certain Restrictive Agreement attached as Exhibit "C" to Statutory Warranty Deed dated October 12, 1993 by and between AmSouth Bank, N.A., as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio and Brook Highland Limited Partnership, recorded at Book 1993, Page 32511, Office of Probate Records, Shelby County, Alabama ("Restrictive Agreement") hereby acknowledges that Brook Highland Limited Partnership, as developer of the property encumbered by the Restrictive Agreement ("Property"), has submitted to the ARC final plans and specifications for the Property, such plans and specifications more particularly described on Exhibit "A" attached hereto ("Plans"), and that the ARC has reviewed and approved the Plans. The ARC acknowledges that the approved Plans constitute all plans and specifications for which approval is required under the Restrictive Agreement.

The ARC hereby acknowledges that a group of five parking spaces and a group of three parking spaces located in the vicinity of the Winn-Dixie Store on the southern property line of said Lot 1, bordering on U.S. Highway 280, as shown on page C3C-R1 of the Site Layout Plan prepared by Sain Associates, Inc., printed and issued on September 30, 1993 violate the requirements of Section 3.07 (Parking Setback Requirements) of the Restrictive Agreement attached as Exhibit C to the Statutory Warranty Deed which is or has been delivered in connection with the purchase referred to above. The ARC hereby waives the requirements of said Section 3.07 with respect to such parking spaces, reserving, however, all rights under said Section 3.07 and under said Restrictive Agreement. This waiver shall in no way be construed as an amendment or modification to said Section 3.07, and such Section 3.07 shall remain in full force and effect, except as specifically waived hereby.

Drawn by:

Ross J. Smyth, Esq.
Kennedy Covington Lobdell & Hickman
NationsBank Corporate Center, Suite 4200
100 North Tryon Street
Charlotte, North Carolina 28202-4006

Inst. # 1993-32513

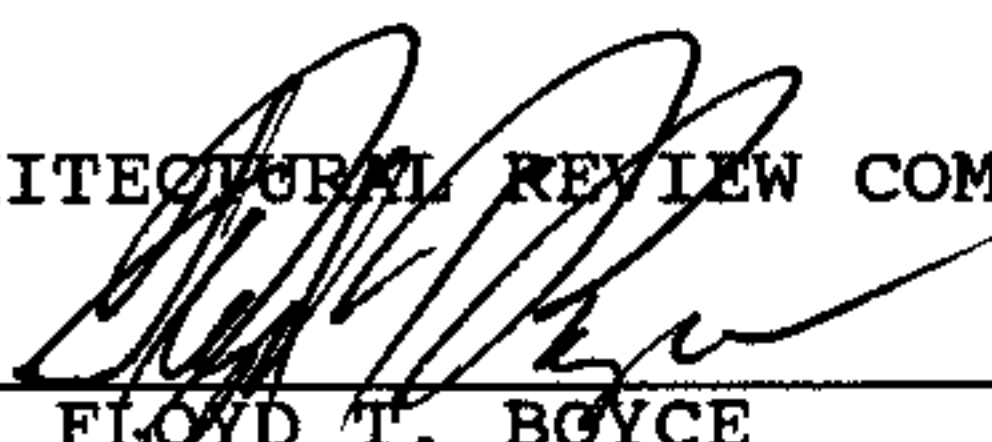
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08:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
28.50

Cahaba Title

FURTHER, the undersigned certify that they are the duly appointed members of the ARC.

ARCHITECTURAL REVIEW COMMITTEE:

By:


FLOYD T. BOYCE

By:


MILTON R. HODGES

By:


MICHAEL D. FULLER

Exhibit A
Description Of Final Plans & Specifications
as a "List Of Plans"
and a
Representation Of The Proposed Monument
Sign

	<u>DRAWING TITLE</u>	<u>DATE</u>	<u>PREPARED BY</u>
1.	PYLON SIGN	10-04-93	CMH
2.	G-1 - PROPOSED MONUMENT SIGN	09-23-93	CMH
3.	IRRIGATION DETAILS	07-07-93	THE NELSON TEAM
4.	NO TITLE, BUT IS IRRIGATION PLAN FOR SECTION C OF THE PROPERTY	09-08-93	SAIN ASSOCIATES
5.	NO TITLE, BUT IS IRRIGATION PLAN FOR SECTION B OF THE PROPERTY	09-08-93	SAIN ASSOCIATES
6.	NO TITLE, BUT IS IRRIGATION PLAN FOR SECTION A OF THE PROPERTY	09-08-93	SAIN ASSOCIATES
7.	LANDSCAPE PLANTING PLAN (REPLACES ALL PREVIOUS PLANTING PLANS)	09-30-93	SAIN ASSOCIATES
8.	LETTER FROM RICH WINGO	09-30-93	POLAR-BEK & BAKER
9.	WDA-5 - SPILLER MARKET CENTER (WINN-DIXIE) WITH NOTE BY RICH WINGO 09-29-93	05-27-93	HOLMES-WILKINS
10.	SIDEWALK PLAN BUILDING A - SHEET 1 OF 2	NO DATE COPY RIGHT 1993	CMH
11.	SIDEWALK PLAN BUILDING E - SHEET 2 OF 2	NO DATE COPY RIGHT 1993	CMH

12. WAL-MART STORES, INC. SET OF DRAWINGS SEALED 06-23-93 ON COVER SHEET AND ALL SHEETS DATED 06-16-93 CONSISTING OF THE FOLLOWING DRAWINGS PREPARED BY GEORGE E. DAY, JR., ARCHITECT OF RECORD, WALLACE ENGINEERING, AND CONSULTING ENGINEERS.

A-1 - FLOOR PLAN
 A-2 - ELEVATIONS
 A-2.1 - WALL SECTIONS
 A-3 - VESTIBULE
 A-3.1 - VESTIBULE
 A-3.2 - PHOTO CENTER
 A-3.3 - OPTICAL CENTER
 A-3.4 - OPTICAL PLAN
 A-4 - ROOF PLAN
 A-5 - OFFICE STOCKROOM
 A-6 - TOILET PLANS
 A-7 - ROOM FINISH SCHEDULE
 A-8 - DOOR SCHEDULE
 A-9 - GARDEN CENTER
 A-10 - PHARMACY
 A-10.1 - PHARMACY
 A-11 - SNACK BAR
 A-12 - TBO PLANS
 A-13 - TBO ELEVATIONS
 A-14 - TBO SECTIONS
 FA1 - FIRE ALARM PLAN
 S1 THRU S11 - STRUCTURAL PLANS
 M1 THRU M10 - MECHANICAL PLANS
 EM1-EMS PLANS
 E1 THRU E15 - ELECTRICAL PLANS

13.	ELEVATION OF SHOPPING CENTER ENTRANCE FROM BROOK HIGHLAND PARKWAY	02-02-93	CMH
14.	ELEVATIONS OF BUILDINGS A, C & E SHEET 1,2,3, AND 4	07-06-93	CMH
15.	SITE SPECIFICATIONS	08-16-93 REV.	POLAR-BEK & BAKER
16.	<u>SITE DEVELOPMENT PLANS</u>		
	C1A-RO - BOUNDARY SURVEY	09-16-93	SAIN ASSOCIATES
	C1B-RO - TOPOGRAPHIC SURVEY (SHEET 1)	02-18-93 REV.	SAIN ASSOCIATES
	C1C-RO - NO NAME		SAIN ASSOCIATES
	C1D-RO - TOPOGRAPHIC SURVEY (SHEET 2)	02-18-93 REV.	SAIN ASSOCIATES
	C1E-RO - NO NAME		SAIN ASSOCIATES
	C2-R1 - DEVELOPMENT PLAN	09-30-93 REV.	SAIN ASSOCIATES
	C3A-R1 - SITE LAYOUT PLAN	09-30-93 REV.	SAIN ASSOCIATES
	C3B-R1 - SITE LAYOUT PLAN	09-30-93 REV.	SAIN ASSOCIATES

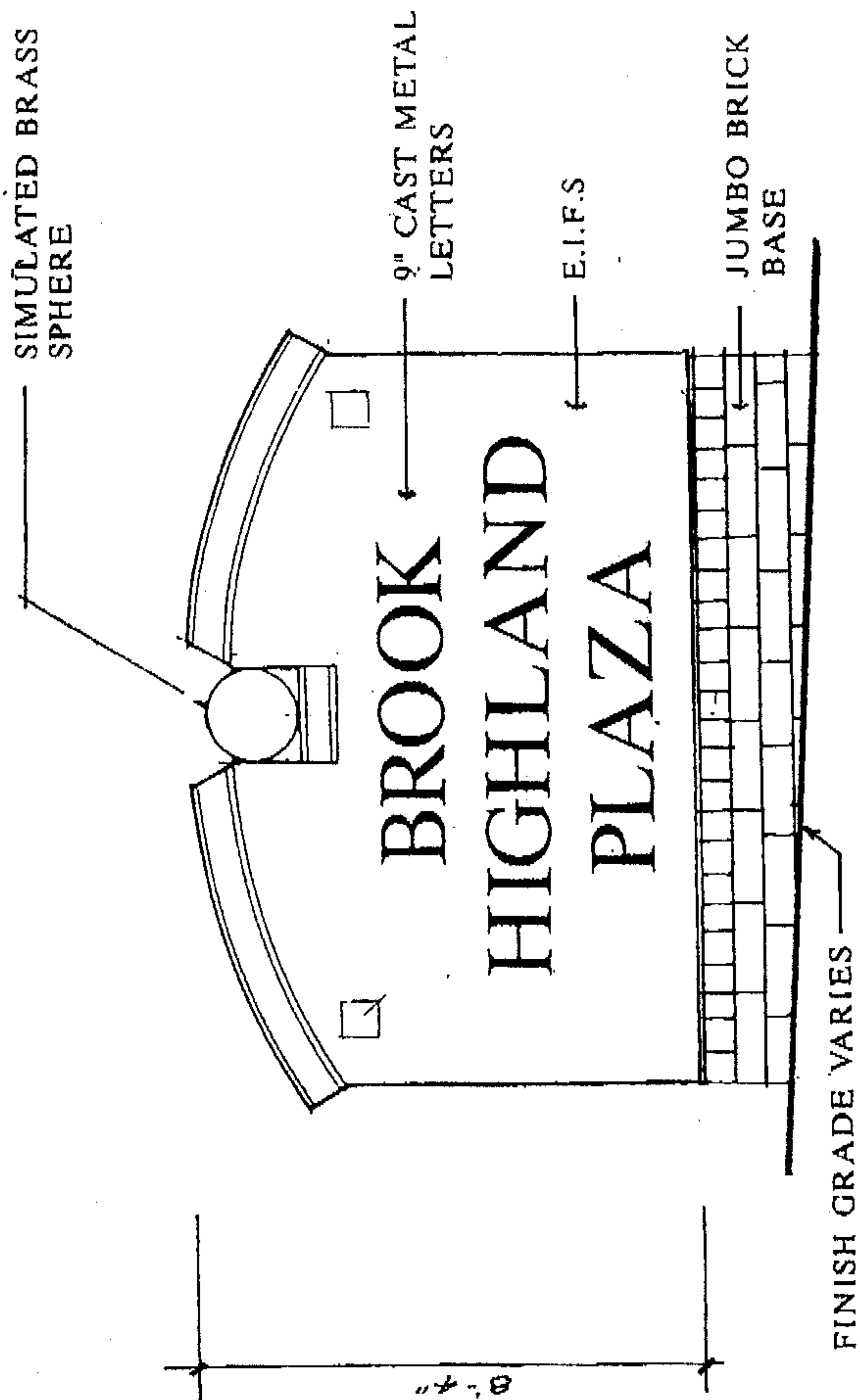
C3C-R1 - SITE LAYOUT PLAN	09-30-93 REV.	SAIN ASSOCIATES
C4A-R1 - SITE GRADING PLAN	09-30-93 REV.	SAIN ASSOCIATES
C4B-R1 - SITE GRADING PLAN	09-30-93 REV.	SAIN ASSOCIATES
C4C-R1 - SITE GRADING PLAN	09-30-93 REV.	SAIN ASSOCIATES
C5A-R1 - SITE STORM DRAINAGE PLAN	09-30-93 REV.	SAIN ASSOCIATES
C5B-R1 - SITE STORM DRAINAGE PLAN	09-30-93 REV.	SAIN ASSOCIATES
C5C-R1 - SITE STORM DRAINAGE PLAN	09-30-93 REV.	SAIN ASSOCIATES
C6A-R1 - SITE EROSION & SEDIMENT CONTROL PLAN	09-30-93 REV.	SAIN ASSOCIATES
C6B-R1 - SITE EROSION & SEDIMENT CONTROL PLAN	09-30-93 REV.	SAIN ASSOCIATES
C6C-R1 - SITE EROSION & SEDIMENT CONTROL PLAN	09-30-93 REV.	SAIN ASSOCIATES
C7A-R1 - SITE UTILITY PLAN	09-30-93 REV.	SAIN ASSOCIATES
C7B-R1 - SITE UTILITY PLAN	09-30-93 REV.	SAIN ASSOCIATES
C7C-R1 - SITE UTILITY PLAN	09-30-93 REV.	SAIN ASSOCIATES
C8-R1 - SITE SECTIONS AND DETAILS	09-30-93 REV.	SAIN ASSOCIATES
C9-R1 - SITE SECTIONS AND DETAILS	09-30-93 REV.	SAIN ASSOCIATES
C10-R1 - SITE SECTIONS AND DETAILS	09-30-93 REV.	SAIN ASSOCIATES
C11-R1 - SITE SECTIONS AND DETAILS	09-30-93 REV.	SAIN ASSOCIATES
C12-R1 - SITE SECTIONS AND DETAILS	09-30-93 REV.	SAIN ASSOCIATES
C13-R1 - SITE SECTIONS AND DETAILS	09-30-93 REV.	SAIN ASSOCIATES
C14A-R1 - SITE SANITARY SEWER PLAN & PROFILE	09-30-93 REV.	SAIN ASSOCIATES
C14B-R1 - SITE SANITARY SEWER PLAN & PROFILE	09-30-93 REV.	SAIN ASSOCIATES
C14C-R1 - SITE SANITARY SEWER PLAN & PROFILE	09-30-93 REV.	SAIN ASSOCIATES
C14D-R1 - SITE SANITARY SEWER PLAN & PROFILE	09-30-93 REV.	SAIN ASSOCIATES
C14E-R1 - SITE SANITARY SEWER PLAN & PROFILE	09-30-93 REV.	SAIN ASSOCIATES
C14F-R1 - SITE SANITARY SEWER PLAN & PROFILE	09-30-93 REV.	SAIN ASSOCIATES
C15-R1 - SITE LIGHTING PLAN	09-30-93 REV.	SAIN ASSOCIATES
C16A-R1 - ROADWAY PLAN AND PROFILE	09-30-93 REV.	SAIN ASSOCIATES
C16B-R1 - ROADWAY PLAN AND PROFILE	09-30-93 REV.	SAIN ASSOCIATES

ROADWAY IMPROVEMENT PLANS FOR U. S. HIGHWAY 280

H1-R2 - HIGHWAY IMPROVEMENT PLAN	09-30-93 REV.	SAIN ASSOCIATES
TC1-R1 - SEQUENCE OF CONSTRUCTION	09-30-93 REV.	SAIN ASSOCIATES
TC2-R1 - TRAFFIC CONTROL PLAN	09-30-93 REV.	SAIN ASSOCIATES
CS1-R1 - CROSS-SECTIONS, STA. 170 + 00 TO 177 + 00	09-30-93 REV.	SAIN ASSOCIATES
CS2-R1 - CROSS-SECTIONS, STA. 178 + 00 TO 183 + 00	09-30-93 REV.	SAIN ASSOCIATES
CS3-R1 - CROSS-SECTIONS, STA. 184 + 00 TO 190 + 00	09-30-93 REV.	SAIN ASSOCIATES
CS4-R1 - TYPICAL SECTIONS AND DETAILS	09-30-93 REV.	SAIN ASSOCIATES

TRAFFIC SIGNAL INSTALLATION PLANS

SHEET 1 - TRAFFIC SIGNAL INSTALLATION PLANS - COVER SHEET	09-28-93	GROVE / SLADE ASSOCIATES
SHEET 2 - TRAFFIC SIGNAL NOTES	09-29-93 REV.	GROVE / SLADE ASSOCIATES
SHEET 3 - TRAFFIC SIGNAL PLAN	05-20-93 REV.	GROVE / SLADE ASSOCIATES
SHEET 4 - UTILITY PLAN	03-29-93	GROVE / SLADE ASSOCIATES
SHEET 5 - SIGNAL DETAILS	06-14-91	GROVE / SLADE ASSOCIATES
SHEET 6 - SIGNAL DETAILS	06-14-91	GROVE / SLADE ASSOCIATES
SHEET 7 - TRAFFIC CONTROL PLAN	03-29-93	GROVE / SLADE ASSOCIATES
LANDSCAPE PLANTING PLAN	09-30-93	SAIN ASSOCIATES
NO NAME - IRRIGATION PLAN	09-08-93	SAIN ASSOCIATES
NO NAME - IRRIGATION PLAN	09-08-93	SAIN ASSOCIATES
NO NAME - IRRIGATION PLAN	09-08-93	SAIN ASSOCIATES
IRRIGATION DETAILS	07-07-93	THE NELSON TEAM



**Crawford
McWilliams
Hatcher
Architects, Inc.**
Suite 100
2101 Magnolia Avenue
Birmingham, Alabama 35208
Telephone (205) 251-3218

project
BROOK HIGHLAND PLAZA
drawing title
PROPOSED MONUMENT SIGN

project no.
461

date
9/23/93

drawing no.
G-1

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Kimberly H. Blackwelder, a Notary Public in and for said County in said State, hereby certify that Floyd T. Boyce, 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 foregoing instrument, he/she, and with full authority, executed the same voluntarily for and as the act of ARCHITECTURAL REVIEW COMMITTEE on the day the same bears date.

Given under my hand and official seal this the 8th day of October, 1993.

Kimberly H. Blackwelder
NOTARY PUBLIC

My Commission Expires:

My Commission Expires May 26, 1998

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Kimberly H. Blackwelder, a Notary Public in and for said County in said State, hereby certify that Milton R. Hodges, 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 foregoing instrument, he/she, and with full authority, executed the same voluntarily for and as the act of ARCHITECTURAL REVIEW COMMITTEE on the day the same bears date.

Given under my hand and official seal this the 8th day of October, 1993.

Kimberly H. Blackwelder
NOTARY PUBLIC

My Commission Expires:

My Commission Expires May 26, 1998

STATE OF Alabama

COUNTY OF Shelby

I, Carla J. Williamson a Notary Public in and for said County in said State, hereby certify that Michael D. Fuller, 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 foregoing instrument, he/she, and with full authority, executed the same voluntarily for and as the act of ARCHITECTURAL REVIEW COMMITTEE on the day the same bears date.

Given under my hand and official seal this the 11th day of October, 1993.

Carla J. Williamson
NOTARY PUBLIC

My Commission Expires:

9/25/94

Inst # 1993-32513

10/20/1993-32513 629.2
08:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
DOUG MCD 28.50