

STATE OF ALABAMA)

SHELBY COUNTY)

RESTRICTIVE COVENANT

Pursuant to that certain Sales Contract dated August 31, 1993 (hereinafter referred to as the "Contract") by and between 119 Properties, Ltd., an Alabama limited partnership (hereinafter referred to as "Grantor") and Kanu S. Patel, as successor in interest to SDP Motel Investments, Inc., an Alabama corporation (hereinafter referred to as "Grantee"), Grantor has conveyed to Grantee that certain real property more particularly described in Exhibit A attached hereto and incorporated herein by reference (hereinafter referred to as "Grantee's Property") located south of Alabama Highway 119.

One of the terms of the Contract required the Grantor to record a restrictive covenant affecting the use of certain of Grantor's other real property located south of Alabama Highway 119.

THEREFORE, in consideration of the terms and conditions contained in the Contract, Grantor promises and declares that the remaining real property owned by Grantor and located south of Alabama Highway 119, as cross-hatched on Exhibit B attached hereto, will not be used or sold for a hotel or motel facility without the prior written consent of Grantee, or his successors or assigns.

The foregoing restrictive covenant shall run with the land, shall inure to the sole benefit of the Grantee, its successors and assigns, and shall be binding upon the respective successors and assigns of the Grantor and the Grantee.

119 Properties, Ltd., an Alabama
limited partnership

By: Cahaba Valley Properties, Inc.
Its General Partner

By: 
Charles H. Stephens
President

Inst # 1994-01702

01/18/1994-01702
09:16 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 16.00

Inst # 1994-01702

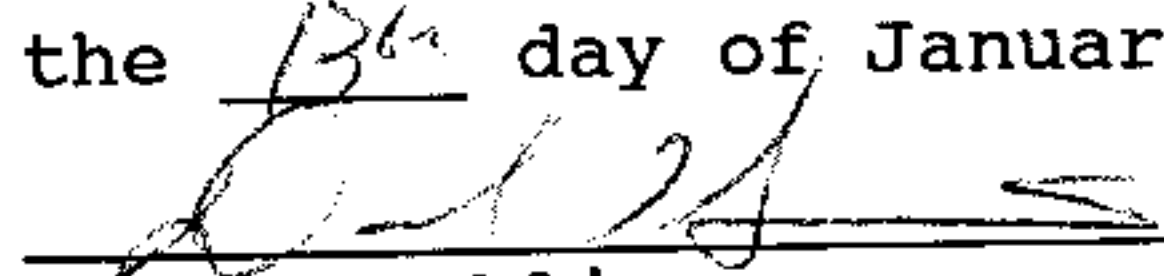
Cahaba Valley

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **Charles H. Stephens**, whose name as President of Cahaba Valley Properties, Inc., the General Partner of 119 Properties, Ltd., an Alabama 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 the instrument, he, in his capacity as such President and with full authority, executed the same voluntarily for and as the act of said corporation acting in its capacity as general partner of said limited partnership.

Given under my hand this the 13th day of January, 1994.



Notary Public

Commission Expires: 8-6-96

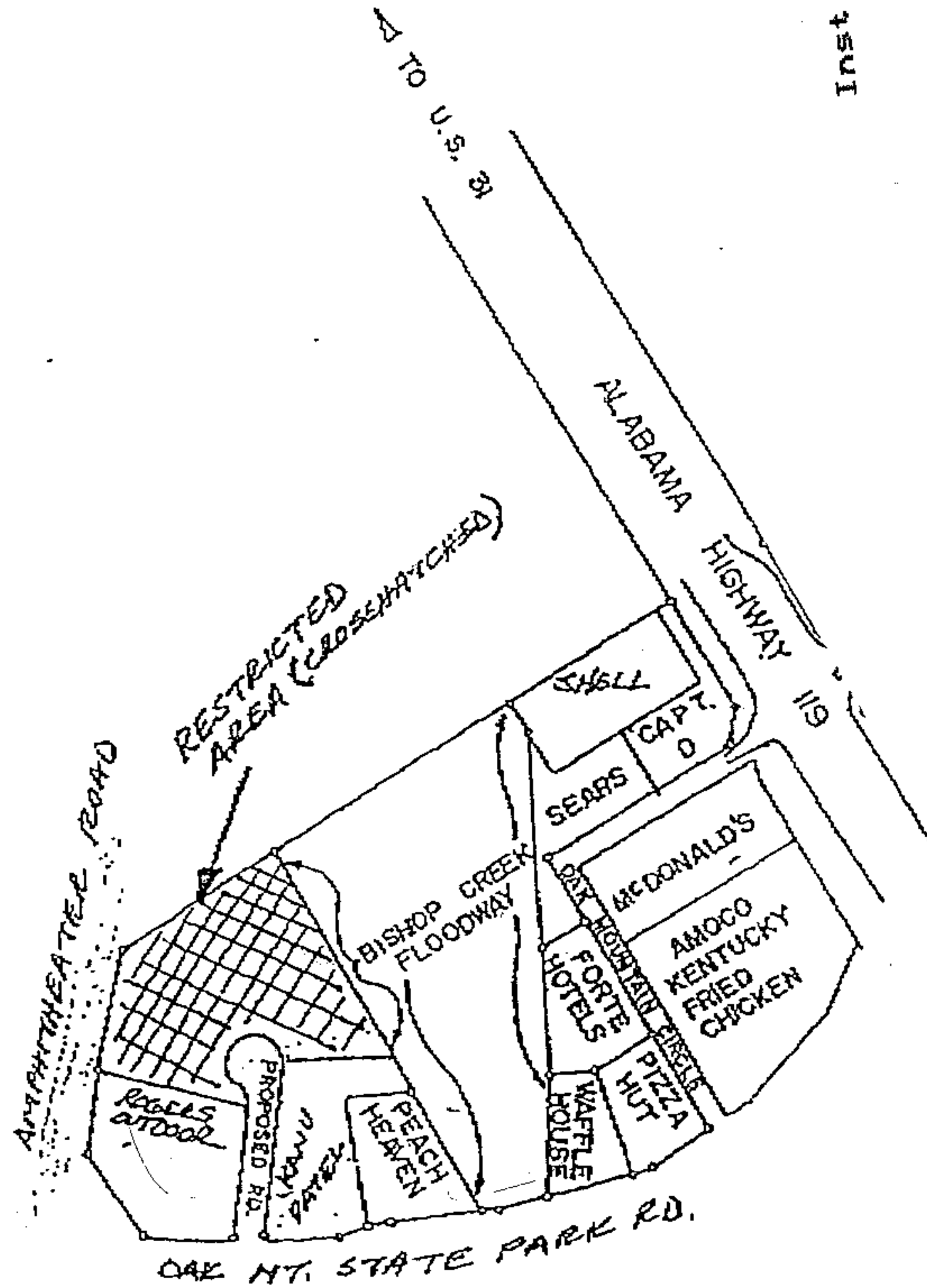
EXHIBIT A - RESTRICTIVE COVENANT

EXECUTED BY 119 PROPERTIES, LTD.

Part of SE 1/4 of SE 1/4 of Section 31, Township 19 South, Range 2 West, SHELBY COUNTY, ALABAMA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:
COMMENCE AT THE SOUTHWEST CORNER OF SAID 1/4 SECTION; THENCE RUN EAST ALONG THE SOUTH LINE OF SAME FOR 1,826.71 FEET; THENCE 122°-59'-53" LEFT AND RUN NORTHWESTERLY FOR 399.97 FEET TO A POINT ON THE NORTHERLY RIGHT OF WAY LINE OF OAK MOUNTAIN PARK ROAD; THENCE CONTINUE NORTHWESTERLY ALONG THE SAME COURSE FOR 846.69 FEET; THENCE 91°-18'-39" RIGHT AND RUN NORTHEASTERLY FOR 152.01 FEET; THENCE 90°-00'-00" LEFT AND RUN NORTHWESTERLY FOR 349.02 FEET; THENCE 90°-00'-00" LEFT AND RUN SOUTHWESTERLY FOR 160.00 FEET; THENCE 88°-41'-21" RIGHT AND RUN NORTHWESTERLY FOR 25.0 FEET TO A POINT ON THE SOUTH RIGHT OF WAY LINE OF ALABAMA HIGHWAY 119; THENCE 91°-18'-39" RIGHT AND RUN NORTHEASTERLY ALONG SAID RIGHT OF WAY LINE FOR 253.07 FEET; THENCE 14°-02'-10" RIGHT AND CONTINUE NORTHEASTERLY FOR 9.51 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF A COUNTY ROAD; THENCE 30°-57'-50" RIGHT AND RUN EASTERLY ALONG SAID RIGHT OF WAY LINE FOR 62.56 FEET TO AN ANGLE POINT IN SAID RIGHT OF WAY; THENCE 45°-00'-00" RIGHT AND RUN SOUTHEASTERLY ALONG SAID RIGHT OF WAY LINE FOR 390.67 FEET TO AN ANGLE POINT IN SAID RIGHT OF WAY; THENCE 90°-00'-00" LEFT AND RUN NORTHEASTERLY FOR 575.98 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF OAK MOUNTAIN STATE PARK ROAD; THENCE 86°-19'-31" RIGHT AND RUN SOUTHEASTERLY ALONG SAID RIGHT OF WAY FOR 142.98 FEET; THENCE 22°-07'-10" RIGHT AND RUN SOUTHEASTERLY ALONG SAID RIGHT OF WAY LINE FOR 266.08 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 3,579.72 FEET AND SUBTENDING A CENTRAL ANGLE OF 03°-16'-07" ; THENCE 08°-19'-34" RIGHT TO THE CHORD OF SAID CURVE AND RUN SOUTHERLY ALONG THE ARC OF SAID CURVE AND ALONG SAID RIGHT OF WAY LINE FOR 204.22 FEET; THENCE FROM SAID CHORD 09°-37'-54" LEFT AND RUN SOUTHEASTERLY ALONG SAID RIGHT OF WAY LINE FOR 46.32 FEET TO THE POINT OF BEGINNING OF SAID PROPERTY BEING DESCRIBED; THENCE CONTINUE SOUTHERLY ALONG THE LAST STATED COURSE AND ALONG SAID RIGHT OF WAY LINE FOR 49.76 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 3,599.42 FEET AND SUBTENDING A CENTRAL ANGLE OF 02°-19'-55"; THENCE 13°-55'-51" RIGHT TO THE CHORD OF SAID CURVE AND RUN SOUTHERLY ALONG THE ARC OF SAID CURVE AND ALONG SAID RIGHT OF WAY LINE FOR 146.49 FEET TO A POINT AT THE INTERSECTION OF THE WESTERLY RIGHT OF WAY LINE OF SAID OAK MOUNTAIN STATE PARK ROAD AND THE NORTH RIGHT OF WAY OF A PROPOSED STREET; THENCE FROM THE CHORD OF SAID CURVE 97°-35'-27" RIGHT AND RUN SOUTHWESTERLY ALONG THE NORTH RIGHT OF WAY LINE OF SAID PROPOSED STREET FOR 300.49 FEET TO THE BEGINNING OF A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 50.00 FEET AND SUBTENDING A CENTRAL ANGLE OF 17°-54'-41"; THENCE RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND ALONG SAID RIGHT OF WAY LINE FOR 15.63 FEET TO THE END OF SAID CURVE; THENCE FROM THE CHORD OF SAID CURVE 88°-10'-58" RIGHT AND RUN NORTHWESTERLY FOR 210.58 FEET TO A POINT ON THE FLOODWAY LINE OF BISHOPS CREEK; THENCE 58°-12'-05" RIGHT AND RUN NORTHEASTERLY ALONG SAID FLOODWAY LINE FOR 6.71 FEET; THENCE 06°-12'-14" RIGHT AND CONTINUE NORTHEASTERLY ALONG SAID FLOODWAY LINE FOR 71.34 FEET TO THE NORTHWEST CORNER OF THE PEACH HEAVEN SITE; THENCE 115°-35'-41" RIGHT AND RUN SOUTHERLY ALONG THE WEST LINE OF SAID PEACH HEAVEN SITE FOR 128.03 FEET TO THE SOUTHWEST CORNER OF SAID SITE; THENCE 95°-08'-53" LEFT AND RUN NORTHEASTERLY ALONG THE SOUTH LINE OF SAID PEACH HEAVEN SITE FOR 240.53 FEET TO THE POINT OF BEGINNING.

EXHIBIT B
RESTRICTIVE COVENANT
EXECUTED BY 119 PROPERTIES, LTD.

AREA - Restricted



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