This instrument prepared by: John E. Hagefstration, Jr. Bradley, Arant, Rose & White 1400 Park Place Tower 2001 Park Place Birmingham, Alabama 35203

DECLARATION OF RESTRICTIVE COVENANTS

BIRMINGHAM REALTY COMPANY, an Alabama corporation (the "Declarant"), has executed this Declaration of Restrictive Covenants, and caused it to be filed in the Probate Office of Shelby County, Alabama (the "Probate Office") in order to establish the restrictive covenant hereinafter set forth.

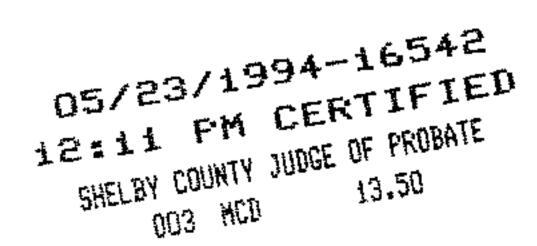
RECITALS:

- A. Declarant is the owner of a shopping center development to be known as Oak Mountain Commerce Place, to be partially constructed on Lots 1, 4 and 6, according to the map and survey of Oak Mountain Commerce Place, as recorded in Map Book 18, page 58, in the Probate Office (the "Restricted Property").
- B. Simultaneously herewith, Declarant is conveying Lot 4-A, according to the map and survey of Oak Mountain Commerce Place, as recorded in Map Book 18, page 58 in the Office of the Judge of Probate of Shelby County, Alabama (the "Outparcel") to James D. Wadsworth ("Wadsworth"), and, in connection therewith, Declarant desires to establish certain restrictions on the Restricted Property as hereinafter set forth.

NOW, THEREFORE, the Declarant hereby declares that the Restricted Property is subject to the following:

1. Restrictions on Use.

- a. For so long as Wadsworth shall operate a convenience store, gasoline sales outlet or car wash, or any combination thereof, on the Outparcel, no other convenience store, gasoline sales outlet or car wash, or any combination thereof shall be allowed to operate on Lot 4 of the Restricted Property.
- b. Until June 1, 1999, no convenience store, gasoline sales outlet, car wash or any combination thereof, shall be allowed to operate on Lots 1 and 6 of the Restricted Property.



Effect of Covenants. The covenants set forth herein shall run with the title to the Restricted Property, and shall bind the successors and assigns of Declarant. The restrictions contained herein are expressly for the benefit of Wadsworth.

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed on or as of the day and year first shown above.
By: Xusul Company Its: Shee
STATE OF ALABAMA) : JEFFERSON COUNTY)
I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Result M. Company of Many, whose name as faculty of BIRMINGHAM REALTY COMPANY, a 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 the instrument, 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 seal of office this
Notary Public

[NOTARIAL SEAL]

My commission expires: 1-13-94

CONSENT OF MORTGAGEE

AmSouth Bank N.A., a national banking association ("Mortgagee"), in its capacity as the owner and holder of a mortgage (the "Mortgage") on the Restricted Property, has executed this Consent in order to (i) acknowledge and agree to the terms and provisions contained in the attached Declaration of Restrictive Covenants and (ii) to agree that the provisions of such document shall survive any foreclosure of the Mortgage or any conveyance

in lieu of foreclosure.	the transfer of the second of
IN WITNESS WHEREON be executed, acknowledged and delivered	F, AmSouth Bank N.A. has caused this instrument to as of May 17., 1994, for the purposes stated above.
	AMSOUTH BANK N.A.
	By: Charlet, III Its: Vice President.
STATE OF ALABAMA) : JEFFERSON COUNTY)	₹
AMSOUTH BANK N.A., a national bar and who is known to me, acknowledge contents of the instrument, he as such voluntarily for and as the act of said ass	ary Public in and for said County in said State, hereby The whose name as the foregoing instrument, and before me on this day that, being informed of the officer, and with full authority, executed the same sociation. It seal of office this 17 day of 1994
[NOTARIAL SEAL]	Notary Public My commission expires: March 24, 199 1994-16542

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05/23/1994-16542 12:11 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 13.50 003 WCD