

Send Tax Notices To:

STATE OF Alabama)
)
Shelby COUNTY)

Developers Diversified of Alabama, Inc.
34555 Chagrin Boulevard
Moreland Hills, Ohio 44022

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That in consideration of Thirty
MILLION and No/100 Dollars (\$30,000,000.00)
in hand paid by Developers Diversified of Alabama, Inc. ("Grantee"), an Alabama corporation, to
the undersigned grantor, Brook Highland Limited Partnership ("Grantor"), a Georgia limited
partnership, the receipt of which is hereby acknowledged, the said Grantor does by these
presents, grant, bargain, sell and convey unto the said Grantee the following described real estate,
situated in Shelby County, Alabama, to wit:

See Exhibit A attached hereto and incorporated herein by reference
for a description of said real estate (the "Property")

The Property is conveyed subject to the title encumbrances described in Exhibit B
attached hereto and incorporated herein by reference.

And Grantor covenant with Grantee that Grantor has done nothing to impair such title as
Grantor received and that Grantor will warrant and defend such title to the Property against the
lawful claims of all persons claiming by, through or under Grantor, except for the exceptions set
forth on Exhibit B attached hereto.

TO HAVE AND TO HOLD to said Grantee, its successors and assigns, forever.

IN WITNESS WHEREOF, the said Grantor, who through its general partner is
authorized to execute this conveyance, hereto sets its signature and seal this the 30th day of
December, 1994.

BROOK HIGHLAND LIMITED PARTNERSHIP,
a Georgia limited partnership

By: BW 280 Limited Partnership, a Georgia
limited partnership, its sole general partner

John D. M...
Witness

By: Alex Baker, Inc., an Alabama
corporation, its sole general partner

Alex D. Baker
Alex D. Baker, President

(CORPORATE SEAL)

12/30/1994-37770
04:11 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MEL 28251.00

0061417.01

Inst # 1994-37770

STATE OF _____

COUNTY OF _____

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Alex D. Baker, whose name as President of Alex Baker, Inc., an Alabama corporation, which is the general partner of BW 280 Limited Partnership, a Georgia limited partnership, which is the general partner of Brook Highland Limited Partnership, a Georgia 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, as such officer and with full authority, executed the same voluntarily for and as the act of said partnership, acting in its capacity as general partner as aforesaid.

Given under my hand and official seal this _____ day of December, 1994.

Notary Public

My Commission Expires: _____

(AFFIX NOTARY SEAL)

EXHIBIT " A "

Land lying and being in Shelby County, Alabama, and being more particularly described as that certain tract of land containing 65.88 acres, more or less, and being designated as Lots 1, 1A, 2 and 2A on that certain map entitled "Brook Highland Plaza Resurvey" recorded in Map Book 18, Page 99, in the Probate Office for Shelby County, Alabama.

Exhibit "B"**PERMITTED TITLE EXCEPTIONS**

1. General and special taxes or assessments for 1995 and subsequent years not yet due and payable.
2. Easement(s) to D&D Water Renovation Systems, Inc. as shown by instrument recorded in Real 107 page 968 and Map Book 16 page 102 in Probate Office of Shelby County, Alabama ("Probate Office").
3. Rights of Alabama State Land Company and its successors and assigns in and to the mineral rights within and underlying the insured premises, as more particularly set out in Deed Book 28 page 581 in Probate Office.
4. Brook Highland Common Property Declaration of Covenants, Conditions and Restrictions, recorded in Real 307 page 950 in Probate Office.
5. Restrictions, covenants and conditions as set out in Agreement between AmSouth Bank N.A., as Ancillary Trustee for NCNB National Bank of North Carolina, as Trustee for the Public Employees Retirement System of Ohio, and WOMAN'S MISSIONARY AUXILIARY TO SOUTHERN BAPTIST CONVENTION dated August 31, 1990, and recorded in the Probate Office in Real Book 309 page 317, and as amended by Amendment dated April 26, 1993, recorded as Instrument #1993-32510 in Probate Office.
6. Transmission Line Permit to Alabama Power Company recorded in Deed 112 page 134, as amended by the containment certification letter from Alabama Power Company dated October 14, 1993.
7. Declaration of Easements and Restrictive Covenants (Brook Highland Development - 1.35 acre Out Parcel) by AmSouth Bank N.A. as Ancillary Trustee for NCNB National Bank of North Carolina, as Trustee for The Public Employees Retirement System of Ohio, dated August 29, 1990 and recorded in Real 307 page 985 in Probate Office.
8. Declaration of Protective Covenants which relate to the Watershed Property and the maintenance thereof, as set out by instrument recorded in Real 194 page 54 in Probate Office.
9. Permit to South Central Bell Telephone Company recorded in Deed 349 page 865 in Probate Office.
10. Restrictions and conditions as set out in Statutory Warranty Deed recorded in Real 308 page 1; Real 220 page 339 and as Instrument #1992-14567 in Probate Office.
11. Sign Easement Agreement dated October 13, 1993, by Brook Highland Limited Partnership in favor of AmSouth Bank N.A. as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees System of Ohio (AmSouth/NationsBank) recorded as Instrument #1993-32519 in Probate Office.

12. Sewer Easement Agreement dated October 12, 1993, by Brook Highland Limited Partnership and AmSouth/NationsBank, recorded as Instrument #1993-32518 in Probate Office.
13. Declaration of Sign Easement dated October 13, 1993, by Brook Highland Limited Partnership, recorded as Instrument #1993-32516 in Probate Office.
14. Easement in instrument from Brook Highland Limited Partnership to The Water Works and Sewer Board of the City of Birmingham dated October 14, 1993, recorded as Instrument #1993-32517 in Probate Office.
15. Restrictions set out in the Deed from AmSouth Bank N.A., as Ancillary Trustee to Brook Highland Limited Partnership, a Georgia limited partnership, dated October 12, 1993, recorded as Instrument #1993-32511 in Probate Office.
16. Required Approvals by Architectural Review Committee recorded as Instrument #1993-32513 in Probate Office.
17. Required Approvals by Architectural Review Committee recorded as Instrument #1993-32514 in Probate Office.
18. Short Form Lease by and between Brook Highland Limited Partnership and Winn-Dixie Montgomery, Inc. dated September 20, 1993 as Instrument #1993-32898 in Probate Office.
19. Short Form Lease by and between Brook Highland Limited Partnership and Wal-Mart Stores, Inc. dated May 11, 1994, as Instrument #1994-20695 in the Probate Office.
20. Easement Agreement between AmSouth Bank/NationsBank and Brook Highland Limited Partnership dated October 12, 1993 as Instrument #1993-32515 in the Probate Office.
21. Matters shown ALTA Survey prepared for A.B. Shopping Center Properties, prepared by Carr & Associates Engineers, bearing seal and certification of Barton F. Carr, Registered Land Surveyor No. 16685, dated November 25, 1994, last revised December 2, 1994.
22. Declaration of Restrictions dated December 20, 1994 by Brook Highland Limited Partnership, to be recorded in the Probate Office.
23. Lease Agreement by and between Brook Highland Limited Partnership, a Georgia Limited Partnership and Wings of Inverness, Inc. and recorded as Instrument #1994-36744 in Probate Office.
24. Memorandum of Lease by and between Brook Highland Limited Partnership, a Georgia Limited Partnership and Big B, Inc., an Alabama corporation, dated December 6, 1994 and recorded as Instrument #1994-37215 in Probate Office.
25. Rights of Tenants, as Tenants only, under unrecorded leases.
26. Declaration of Restrictive Covenants in regard to usage of "Out Parcels" as set out in Instrument #1994-22322 in the Probate Office.
27. Easement Agreement dated December 30, 1994 by and between Brook Highland Limited Partnership and Developers Diversified of Alabama Inc.

27. Matters shown and set out on the map and plat of the Brook Highland Plaza Resurvey, a Resurvey of Lots 1 and 2, Brook Highland Plaza as recorded in Map Book 18, Page 99 in Probate Office.

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