

Lot 1 and Lot 2

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

BILL OF SALE FOR SANITARY SEWER LINE
AND APPURTENCES

KNOW ALL MEN BY THESE PRESENTS:

That in consideration of ten dollars paid by The Water Works and Sewer Board of the City of Birmingham, a public corporation (the "Board") to Brook Highland Limited Partnership ("Owner") and other good and valuable consideration, Owner does by these presents grant, bargain, sell, assign, transfer and convey to the Board and its successors and assigns, all right, title and interest in and to all of the sanitary sewer trunk lines, pipelines, force mains, gravity flow mains, sewer laterals, lift stations, pumping stations and related appurtenances, appliances, fixtures and equipment (the "Property") which are now located on or under the surface of that certain real property situate in Shelby County, Alabama, which is described on Exhibit "A" attached hereto and incorporated herein by this reference.

Owner does, for itself and its successors and assigns, hereby covenant with the Board and its successors and assigns that it is lawfully seized of the Property; that it has good right to sell, assign, transfer and convey the Property as aforesaid; and that Owner and its successors and assigns shall warrant and defend the same to the Board and its successors and assigns forever, against the lawful claims of all persons claiming by, through or under Owner, subject to:

1. General and special taxes or assessments for 1993 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 in Probate Office, and as shown on Map Book 16, page 102 in Probate Office of Shelby County, Alabama ("Probate Office").

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3. Rights of Alabama State Land Company and its successors and assigns in and to the mineral rights within and underlying the property as more particularly set out in Deed Book 28, Page 581 in Probate Office.
4. Declaration of Covenants, Conditions, and Restrictions by AmSouth Bank, N.A., as Ancillary Trustee for NCNB National Bank of North Carolina, N.A., as Trustee from the Public Employees Retirement System of Ohio, 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, N.A., 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, as amended by Amendment dated April 26, 1993, to be recorded in Probate Office (as to Lot 1 only).
6. 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 (as to Lot 2 only).
7. 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 (as to Lot 1 only).
8. Transmission Line Permit to Alabama Power Company recorded in Deed Book 112, Page 134 in Probate Office.
9. Subdivision plat of Brook Highland Plaza recorded in Map Book 16, Page 102 discloses the following:
 - (a) 10 foot utility easements along interior boundary lines and 20 foot utility and maintenance easements along exterior boundary lines, being easements established in instrument referred to in Item 4 above.

- (b) Sanitary sewer easement crossing the Property, being the same easement referred to in Item 2 above.
- (c) Covenant of Restrictions as set out on said plat.
- 10. Permit to South Central Bell Telephone Company recorded in Real 349, Page 865 in Probate Office (as to Lot 1 only).
- 11. Restrictions and Conditions as set out in Special Warranty Deed recorded in Real 308, Page 1 in Probate Office (as to Lot 2 only).
- 12. Declaration of Sewer Easement by Brook Highland Limited Partnership, recorded in the Probate Office.
- 13. Sewer Easement Agreement by and between Brook Highland Limited Partnership and AmSouth Bank, N.A., as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio, recorded in Probate Office (as to Lot 1 only).
- 14. Sign Easement Agreement by and between Brook Highland Limited Partnership and AmSouth Bank, N.A., as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio, recorded in Probate Office (as to Lot 1 only).
- 15. Declaration of Sign Easement by Brook Highland Limited Partnership recorded in Probate Office (as to Lot 1 only).
- 16. General utility easements to be granted The Water Works and Sewer Board of the City of Birmingham and Alabama Power Company, recorded in the Probate Office.
- 17. All other matters of records in Probate Office which are described on Exhibit "B" attached hereto and by this reference made a part hereof.

EXHIBIT APARCEL 1

The following is the centerline of an easement crossing Lot 1 Brook Highland Plaza as recorded in Map Book 18 page 99 in the office of the Judge of Probate of Shelby County, Alabama and is more particularly described as follows:

Commence at the Northwest corner of the Southeast Quarter of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama; thence North $00^{\circ}38'38''$ West, 355.06 feet; thence North $89^{\circ}50'48''$ West, 52.20 feet to the Point of Beginning at the centerline of a twenty foot wide easement being ten feet wide on both sides of the centerline; thence South $00^{\circ}02'36''$ West, 128.29 feet to the center of a manhole; thence continue South $02^{\circ}23'19''$ East, 223.17 feet to the center of a manhole and the termination of the twenty-foot easement, being the commencement of the centerline of a twenty-five foot easement; thence South $00^{\circ}06'16''$ East, 279.08 feet to the termination of the centerline of the twenty five foot easement at a manhole and the commencement of a centerline of a varying easement whose beginning width is fifty feet and terminating width is thirty feet; thence South $49^{\circ}28'29''$ East, 274.59 feet to a manhole and the termination of said varying width easement, said termination width being thirty feet; thence South $54^{\circ}47'19''$ East, 361.50 feet along the centerline of a varying width easement whose termination width is twenty feet at a manhole; thence South $37^{\circ}43'45''$ East, 408.36 feet along the centerline of a twenty foot easement to a manhole; thence South $68^{\circ}07'07''$ East, 309.30 feet along the centerline of a twenty foot easement to the West line of Lot 3, Brook Highland Plaza as recorded in Map Book 16, page 102, said point being North $68^{\circ}07'07''$ West, 0.46 feet from the centerline of a manhole; thence South $01^{\circ}38'40''$ East, 187.38 feet along the Easterly side of a ten foot wide easement to the termination of said overall easement.

TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

The following is the centerline of an easement crossing Lot 1 Brook Highland Plaza as recorded in Map Book 18, page 99 in the Office of the Judge of Probate of Shelby County, Alabama; more particularly described as follows:

Commence at the Northwest corner of the Southeast Quarter of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama; thence North $00^{\circ}38'38''$ West, 355.06 feet; thence North $89^{\circ}50'48''$ West, 52.20 feet at the centerline of a twenty foot wide easement being ten feet wide on both sides of the centerline; thence South $00^{\circ}02'36''$ West, 128.29 feet to the center of a manhole; thence continue South $02^{\circ}23'19''$ East, 223.17 feet to the center of a manhole and the Point of Beginning of the twenty foot easement; thence South $87^{\circ}20'31''$ West, 222.88 feet along the centerline of a twenty foot easement to the center of a manhole; thence South $61^{\circ}17'21''$ West, 379.74 feet along the centerline of a twenty foot easement to the center of a manhole; thence South $61^{\circ}12'11''$ West, 286.04 feet along the centerline of a twenty foot easement; thence North $28^{\circ}47'49''$ West, 15 feet, more or less, along the centerline of a twenty-foot easement to the Southeasterly right-of-way of Brook Highland Parkway and the termination of said overall easement.

Said parcels being more particularly shown on that certain survey entitled "Sewer Easement", Sheet 1 of 2, prepared for A.B. Shopping Center Properties, prepared by Carr & Associates Engineers, Inc., dated November 25, 1994.

EXHIBIT "B"

1. 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. (Lot 1)
2. Required Approvals by Architectural Review Committee recorded as Instrument #1993-32513 in Probate Office. (Lot 1)
3. Required Approvals by Architectural Review Committee recorded as Instrument #1993-32514 in Probate Office. (Lot 2)
4. 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. (Lot 1)
5. Covenant and Restrictions, building setback line, rear-yard setback line, utilities easements, maintenance easements, access easement, all as 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 16 at page 102, as recorded in Map Book 18, page 99, in Probate Office of Shelby County, Alabama. (Lots 1 and 2)
6. 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. (Lot 1)
7. Easement Agreement between AmSouth Bank/NationsBank and Brook Highland Limited Partnership dated October 12, 1993, as Instrument #1993-32515 in the Probate Office. (Lots 1 and 2)
8. Easement Agreement dated December 30, 1994, by Brook Highland Limited Partnership to Developers Diversified of Alabama, Inc., recorded in the Probate Office. (Lots 1 and 2)
9. Memorandum of Net Ground Lease (Phase II) dated December 30, 1994, by and between Brook Highland Limited Partnership and Developers Diversified of Alabama, Inc., recorded in the Probate Office (Lot 1).
10. Leasehold Mortgage, Security Agreement and Assignment of Leases and Rents dated December 30, 1994, by Brook Highland Limited Partnership in favor of Developers Diversified of Alabama, Inc., recorded in the Probate Office. (Lot 1)
11. Statutory Warranty Deed dated December 30, 1994, by Brook Highland Limited Partnership to Developers Diversified of Alabama, Inc., recorded in the Probate Office. (Lots 1 and 2)

IN WITNESS WHEREOF, Owner has caused this instrument to be duly executed on this 2nd day of Feb., 1995.

GRANTOR:

BROOK HIGHLAND LIMITED PARTNERSHIP,
a Georgia limited partnership

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

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

By: [Signature]
Alex D. Baker, President

(CORPORATE SEAL)

STATE OF ALABAMA
COUNTY OF JEFFERSON

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 sole general partner of BW 280 Limited Partnership, a Georgia limited partnership which is the sole 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 will full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as general partner as aforesaid.

Given under my hand and official seal this 3rd day of Feb., 1995.

Caryn W. Wingate
Notary Public

Inst. # 1995-06234
My Commission Expires: 9-27-96

(AFFIX NOTARY SEAL)

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