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**THIRD AMENDMENT TO DECLARATION  
OF COVENANTS, CONDITIONS AND RESTRICTIONS  
FOR MEADOW BROOK CORPORATE PARK**

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THIS THIRD AMENDMENT TO DECLARATION is made as of the 26th day of August, 1996 by DANIEL U.S. PROPERTIES LIMITED PARTNERSHIP II, an Alabama limited partnership (the "Developer").

**RECITALS:**

Developer has assumed all of the right, title and interest of Daniel U.S. Properties Limited Partnership, a Virginia limited partnership formerly known as Daniel U.S. Properties, Ltd., under the Declaration of Covenants, Conditions and Restrictions for Meadow Brook Corporate Park dated as of October 17, 1984 which has been recorded in Book 005, Page 772 in the Office of the Judge of Probate of Shelby County, Alabama (the "Probate Office"), as amended by (i) First Amendment thereto dated March 28, 1988 and recorded in Book 177, Page 269 in said Probate Office and (ii) Second Amendment thereto dated June 22, 1993 and recorded as Instrument No. 1993-18243 in said Probate Office (collectively, the "Declaration"). Capitalized terms not otherwise expressly defined herein shall have the same meanings given to them in the Declaration.

Developer desires to amend the Declaration to revise and restate Exhibits A and B thereto in order to reflect the resubdivision of a portion of the Property and to establish additional use restrictions with respect to portions of the Property.

NOW, THEREFORE, in consideration of the premises, Developer does hereby agree as follows:

1. Amendment to Exhibit A. Exhibit A-2 attached to the Declaration is hereby deleted in its entirety and Exhibit A-3 attached hereto and incorporated herein by reference is substituted in lieu thereof.

2. Amendment to Exhibit B. Exhibit B-2 attached to the Declaration is hereby deleted in its entirety and Exhibit B-3 attached hereto and incorporated herein by reference is substituted in lieu thereof.

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3. **Additional Restrictions Affecting Lot 2D-1.** Section 4.01 of the Declaration is amended by adding the following to the end of said Section 4.01:

"In addition to the restrictions set forth above in this Section 4.01, Lot 2D-1, according to the Resurvey of Lot 2D, Meadow Brook Corporate Park-Phase I, as recorded in Map Book \_\_\_, Page \_\_\_ in the Office of the Judge of Probate of Shelby County, Alabama ("Lot 2D-1"), shall also be subject to the following additional operation and use restrictions: (i) Lot 2D-1 shall, if any hotel or other living accommodation facility are constructed thereon, be maintained at all times in a first-class manner substantially similar to all other first-class hotel facilities situated within a five (5) mile radius of Lot 2D-1, (ii) any such hotel or other living accommodation facility constructed on Lot 2D-1 shall at all times be maintained and operated as part of a first-class national hotel franchise system having no less than 23 hotels within such franchise system, (iii) the terms and provisions of this Section 4.01 which affects Lot 2D-1 shall, if at any time not being complied with in all respects by the Owner of Lot 2D-1, be subject to enforcement by the Architectural Control Committee and Developer in accordance with the terms and provisions of Section 8.01 of the Declaration and shall also be subject to enforcement by injunctive or other equitable relief and (iv) the terms and provisions of this Section 4.01 relating to the additional use and operational restrictions encumbering Lot 2D-1 may not be amended or modified without the prior written consent of Developer."

4. **Full Force and Effect.** Except as expressly modified and amended hereby, all of the terms and provisions of the Declaration shall remain in full force and effect.

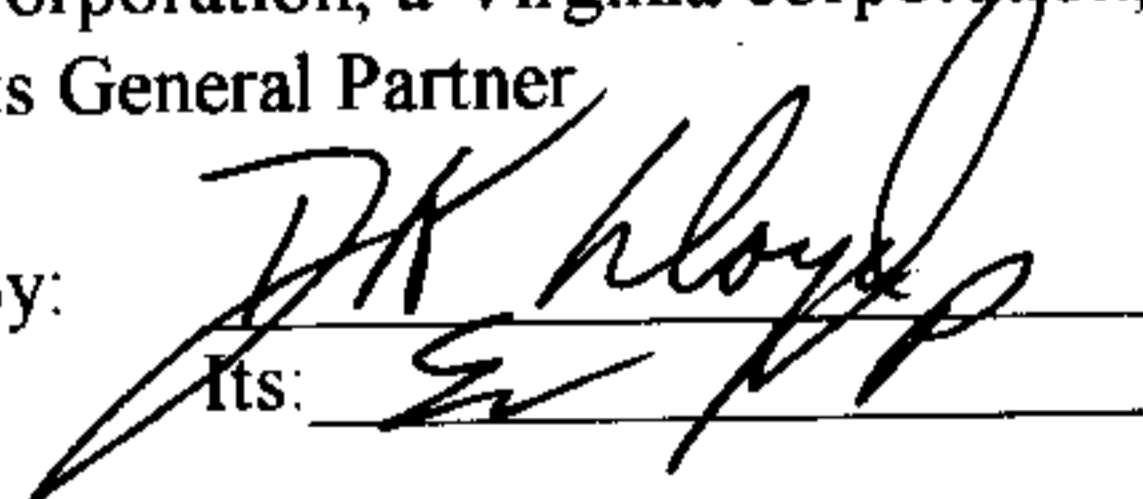
IN WITNESS WHEREOF, Developer has caused this second amendment to be executed as of the day and year first above written.

**DANIEL U.S. PROPERTIES  
LIMITED PARTNERSHIP II,**  
an Alabama limited partnership

By: Daniel Realty Investment  
Corporation, a Virginia corporation,  
Its General Partner

By:

Its:



STATE OF ALABAMA )

SHELBY COUNTY )

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Donald K. Lloyd whose name as Sr. Vice President, of DANIEL REALTY INVESTMENT CORPORATION, a Virginia corporation, as General Partner of DANIEL U.S. PROPERTIES LIMITED PARTNERSHIP II, 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 said instrument, he, as such officer and with full authority, executed the same voluntarily on the day the same bears date for and as the act of such corporation in its capacity as general partner.

Given under my hand and official seal, this the 26th day of AUGUST, 1996,

Shirley A. Ellis

Notary Public

My Commission Expires: 2/26/98

THIS INSTRUMENT PREPARED BY  
AND UPON RECORDING SHOULD BE  
RETURNED TO:

Stephen R. Monk  
c/o Daniel Realty Corporation  
P.O. Box 385001  
Birmingham, Alabama 35238-5001

**EXHIBIT A-3**

Lot 1, according to the Survey of Meadow Brook Corporate Park, Phase I, as recorded in Map Book 9, Page 35 in the Office of the Judge of Probate in Shelby County, Alabama.

Lot 2A, according to the Resurvey of Lot 2, Meadow Brook Corporate Park, Phase I, as recorded in Map Book 12, Page 13 in the Probate Office of Shelby County, Alabama.

Lots 2C and 2D, according to the Resurvey of Lot 2B, Meadow Brook Corporate Park, Phase I, as recorded in Map Book 17, Page 44 in the Probate Office of Shelby County, Alabama.

Lots 2D-1, 2D-2 and 2D-3, according to the Resurvey of Lot 2D, Meadow Brook Corporate Park, Phase I, as recorded in Map Book 21, Page 92 in the Probate Office of Shelby County, Alabama.

**EXHIBIT B-2**

<u>Phase</u>	<u>Lot No.</u>	<u>Interest/1</u>	<u>Net Usable Acres/2</u>
I	1	13.47%	3.00
I	2A	4.49%	1.00
I	2C	21.51%	4.79
I	2D-1	13.47%	3.00
I	2D-2	13.47%	3.00
I	2D-3	33.59%	6.52

/1 Interest is defined in Section 1.16 of the Declaration.

/2 Net Usable Acres is defined in Section 1.19 of the Declaration.

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