

This instrument prepared by:

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✓ 1901 Sixth Avenue North

2900 AmSouth/Harbert Plaza

Birmingham, Alabama 35203

(205) 458-9400

Inst # 1999-33954

STATE OF ALABAMA)

COUNTY OF SHELBY)

RECIPROCAL EASEMENT AGREEMENT

This Reciprocal Easement Agreement ("Agreement") made as of the 5th day of August, 1999, between **BAPTIST HEALTH SYSTEM, INC.**, an Alabama non-profit corporation ("BHS"), and **SPORTSFIRST, INC.**, an Alabama corporation ("SportsFirst").

RECITALS:

WHEREAS, BHS is the owner of certain real property located in Shelby County, Alabama, as more particularly described in Exhibit A attached hereto ("BHS Property");

WHEREAS, BHS, DanTract, Inc., an Alabama corporation, and Charles W. Daniel entered into that certain Reciprocal Easement Agreement dated as of January 1, 1999, granting all parties thereto reciprocal use of an easement more specifically described in Exhibit B attached hereto (the "BHS-Daniel Easement");

WHEREAS, by General Warranty Deed dated as of June 9, 1998, BHS granted to SportsFirst a parcel of land which is more specifically described in Exhibit C attached hereto (the "SportsFirst Property"). The SportsFirst Property is contiguous to the BHS Property; and

WHEREAS, BHS desires to acquire certain contiguous easements over a portion of the SportsFirst Property described in Exhibit D attached hereto ("BHS Easement Area") for the purpose of providing foot and vehicular ingress and egress to and from the BHS Property to Highway 280; and

WHEREAS, SportsFirst desires to acquire certain contiguous and non-contiguous easements over portions of the BHS Property described in Exhibit E attached hereto ("SportsFirst Easement

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SHELBY COUNTY JUDGE OF PROBATE
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SportsFirst Property to Highway 119 and to the intersection of Highway 280 and Hugh Daniel Drive;
and

WHEREAS, SportsFirst desires to acquire an easement over the BHS-Daniel Easement and BHS agrees to assign to SportsFirst the right to use said easement for foot and vehicular ingress and egress.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants herein contained, the parties hereby agree as follows:

1. BHS does hereby grant, bargain, sell and convey to SportsFirst non-exclusive easements and right-of-ways over and across the SportsFirst Easement Areas for the purposes set forth in the Recitals to this Agreement.
2. SportsFirst does hereby grant, bargain, sell and convey to BHS non-exclusive easements and right-of-ways over and across the BHS Easement Area for the purposes set forth in the Recitals to this Agreement.
3. BHS does hereby grant, bargain, sell and convey to SportsFirst a non-exclusive easement and right-of-way over and across the BHS-Daniel Easement for the purposes set forth in this Agreement.
4. This Agreement and the parties' rights hereunder shall run with the land and shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. Any reference hereto to BHS, or to SportsFirst, or to any "party" or "parties" shall be deemed to also refer to their respective successors and assigns.
5. All notices provided for hereunder shall be given by instrument in writing deposited in the U. S. Mail, postage prepaid, by registered mail, addressed as follows:

To BHS: 3500 Blue Lake Drive
P. O. Box 830605
Birmingham, AL 35283-0605
Attn: Edwin E. Humphreys, Esq.

To SportsFirst: 3500 Blue Lake Drive
Suite 206
Birmingham, AL 35283-0605
Attn: Mr. Bruce Gouin

The address of and the party to whose attention the notices may be sent may be changed by either of the parties by notice in writing given as hereinabove provided.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

BAPTIST HEALTH SYSTEM, INC.,
an Alabama non-profit corporation

By: [Signature]
Its: President

SPORTSFIRST, INC.,
an Alabama corporation

By: [Signature]
Its: President

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Dennis A. Hall, whose name as President of **Baptist Health System, Inc.**, a non-profit corporation organized under the laws of the State of Alabama, 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, _____ 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 this 5th day of August, 1999.

[Signature]

Notary Public

My Commission Expires: 3-12-2003

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Bruce P. Gawn, whose name as President of SportsFirst, Inc., an Alabama 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 said instrument, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal, this 5th day of August, 1999.

Dorothy H. Green
Notary Public
My Commission Expires: 3-12-2003

EXHIBIT A

Legal Description

Parcel I

Commence at the Southwest corner Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and run in an Easterly direction along the South line of said Section a distance of 1336.01 feet to a 1 1/2" open pipe at the Southwest corner of the Southeast quarter of the Southwest 1/4 of said Section 32; thence deflect an angle to the left of 132°49'41" and run in a Northwesterly direction a distance of 102.14 feet; thence deflect an angle to the left of 5°01'08" and run in a Northwesterly direction a distance of 112.31 feet; thence deflect an angle to the right of 3°57'03" and run right in a Northwesterly direction a distance of 102.30 feet to the POINT OF BEGINNING of the herein described parcel; thence continue along the last described course in a Northwesterly direction a distance 192.00 feet; thence turn an interior angle of 105°41'08" and run to the right in a Northeasterly direction 628.60 feet to a point on the Southwesterly right-of-way of U.S. Highway 280, also being a point on a curve; thence turn an interior angle of 91°51'43" to tangent and run to the right in a Southeasterly direction along said right-of-way and along the arc of a curve to the right having a radius of 2714.79 feet and a central angle of 5°42'14" a distance of 270.26 feet; thence turn an interior angle of 89°27'27" from the tangent of last described curve and run to the right in a Southwesterly direction a distance of 174.46 feet; thence turn an interior angle of 94°23'04" and run to the right in a Northwesterly direction a distance of 57.56 feet; thence turn an interior angle of 265°36'56" and run to the left in a Southwesterly direction a distance 226.42 feet; thence turn an interior angle of 184°59'51" and run to the left in a Southwesterly direction a distance of 276.15 feet to the point of beginning, containing 3.120 acres, more or less.

Parcel II

Commence at the Southwest corner Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and run in an Easterly direction along the South line of said Section a distance of 1336.01 feet to a 1-1/2" open pipe at the Southwest corner of the Southeast quarter of the Southwest 1/4 of said Section 32; thence deflect 0°02'13" and run to the right and along the south line of the Southeast 1/4 of the Southwest 1/4 of said Section 32 a distance of 258.72 feet to the POINT OF BEGINNING of the herein described parcel; thence deflect an angle to the left of 90°00'00" and run in a Northerly direction a distance of 144.62 feet; thence turn an interior angle of 154°13'15" and run to the right in a Northeasterly direction a distance of 208.95 feet; thence turn an interior angle of 89°41'01" and run to the right in a Southeasterly direction a distance of 378.71 feet; thence turn an interior angle of 247°13'16" and run to the left in a Northeasterly direction a distance of 104.50 feet to a point on the Southwesterly right-of-way of U.S. Highway 280, also being a point on a curve; thence turn an interior angle of 88°04'37" to tangent and run to the right in a Southeasterly direction along said right-of-way and along the arc of a curve to the right having a radius of 2714.79 feet and a central

angle of $2^{\circ}58'52''$ a distance of 141.25 feet to a point; thence turn an interior angle of $174^{\circ}19'28''$ from the tangent of last described curve and run to the right along said right-of-way in a Southeasterly direction a distance of 143.10 feet to a point on the South line of said Section 32; thence turn an interior angle of $59^{\circ}27'15''$ and leaving said right-of-way run to the right in a Westerly direction along the South line of said Section 32 a distance of 668.86 feet to the point of beginning, containing 3.269 acres, more or less.

EXHIBIT B

The BHS-Daniel Easement

A 50.0 foot wide easement for ingress and egress situated in the Southwest 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement lying 25 feet on either side of and parallel to the following described centerline:

Commence at the Southwest corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North $89^{\circ}42'31''$ East a distance of 1336.01 feet to a point at the Southwest corner of the Southeast quarter of the Southwest corner of said Section 32; thence run North $43^{\circ}07'10''$ West for a distance of 102.14 feet to a point; thence run North $48^{\circ}08'18''$ West for a distance of 112.31 feet to a point; thence run North $44^{\circ}11'15''$ West for a distance of 294.30 feet to a point; thence run North $30^{\circ}07'38''$ East for a distance of 424.98 feet to the POINT OF BEGINNING of the centerline easement, herein described; thence run North $59^{\circ}52'22''$ West for a distance of 87.25 feet to a point of curvature; thence run along the arc of a curve to the left having a central angle of $51^{\circ}26'31''$ and a radius of 200.00 feet in a Northwesterly to Southwesterly direction for a distance of 179.57 feet; thence run South $68^{\circ}41'07''$ West for a distance of 2.26 feet to a point of curvature; thence run along the arc of a curve to the right having a central angle of $46^{\circ}44'53''$ and a radius of 230.00 feet in a Southwesterly to Northwesterly direction for a distance of 187.66 feet to a point; thence run North $64^{\circ}34'01''$ West for a distance of 196.36 feet, more or less, to a point on the Easterly right-of-way of Alabama Highway No. 119 and the end of the herein described centerline easement.

EXHIBIT C

The SportsFirst Property

Commence at the Southwest corner Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and run in an Easterly direction along the South line of said Section a distance of 1336.01 feet to a 1-1/2" open pipe at the Southwest corner of the Southeast quarter of the Southwest 1/4 of said Section 32, said point being the Point Of Beginning of the herein described parcel; thence deflect an angle to the left of 132°49'41" and run in a Northwesterly direction a distance of 102.14 feet; thence turn an interior angle of 185°01'08" and run to the left in a Northwesterly direction a distance of 112.31 feet; thence turn an interior angle of 176°02'57" and run to the right in a Northwesterly direction a distance of 102.30 feet; thence turn an interior angle of 106°17'55" and run to the right in a Northeasterly direction 276.15 feet; thence turn an interior angle of 175°00'09" and run to the right in a Northeasterly direction a distance of 226.42 feet; thence turn an interior angle of 94°23'04" and run to the right in a Southeasterly direction a distance of 57.56 feet; thence turn an interior angle of 265°36'56" and run to the left in a Northeasterly direction a distance of 174.46 feet to a point on the Southwesterly right-of-way of U. S. Highway 280, also being a point on a curve; thence turn an interior angle of 90°32'33" to tangent and run to the right in a Southeasterly direction along said right-of-way and along the arc of a curve to the right having a radius of 2714.79 feet and a central angle of 16°34'27" a distance of 785.31 feet to a point; thence turn an interior angle of 91°55'23" from the tangent of last described curve and run to the right in a Southwesterly direction a distance of 104.50 feet; thence turn an interior angle of 112°46'44" and run to the right in a Northwesterly direction a distance of 378.71 feet; thence turn an interior angle of 270°18'59" and run to the left in a Southwesterly direction a distance of 208.95 feet; thence turn an interior angle of 205°46'45" and run to the left in a Southerly direction a distance of 144.62 feet to a point on the South line of said Section 32; thence turn an interior angle of 90°00'00" and run to the right in a Westerly direction along the South line of said Section 32 a distance of 258.72 feet to the point of beginning, containing 8.601 acres, more or less.

EXHIBIT D

The BHS Easement Area

Easement 1

Commence at the Southwest corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North $89^{\circ}42'31''$ East a distance of 1336.01 feet to a point at the Southwest corner of the Southeast quarter of the Southwest corner of said Section 32; thence run North $43^{\circ}07'10''$ West for a distance of 102.14 feet to a point; thence run North $48^{\circ}08'18''$ West for a distance of 112.31 feet to a point; thence run North $44^{\circ}11'15''$ West for a distance of 294.30 feet to a point; thence run North $30^{\circ}07'38''$ East for a distance of 449.98 feet to a point; thence run South $59^{\circ}52'22''$ East for a distance of 199.20 feet to the POINT OF BEGINNING of the herein described easement; thence continue South $59^{\circ}52'22''$ East for a distance of 57.56 feet to a point; thence deflect $85^{\circ}36'56''$ and run to the left in a Northeasterly direction for a distance of 174.46 feet to a point on the Southwesterly right-of-way of U. S. Highway #280, said point lying on a curve to the right having a central angle of $2^{\circ}06'39''$ and a radius of 2714.79 feet; thence deflect $90^{\circ}32'33''$ to the right to the tangent of said curve and run along the arc of said curve and along said Southwesterly right-of-way line for a distance of 100.01 feet; thence deflect $88^{\circ}25'55''$ from the tangent of the last described curve and run to the right in a Southwesterly direction for a distance of 216.05 feet to a point; thence deflect $85^{\circ}36'56''$ and run to the right in a Northwesterly direction for a distance of 157.86 feet to a point; thence deflect $85^{\circ}36'56''$ and run to the right in a Northeasterly direction for a distance 50.15 feet to the point of beginning.

Easements 2 & 3

Easements are intended to run along the proposed road. Legal descriptions should be prepared based upon field location of said road upon completion of construction.

EXHIBIT E

The SportsFirst Easement Area

Easement 1

A 50.0 foot wide easement for ingress and egress situated in the Southwest 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement lying 25 feet on either side of and parallel to the following described centerline:

Commence at the Southwest corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North $89^{\circ}42'31''$ East a distance of 1336.01 feet to a point at the Southwest corner of the Southeast quarter of the Southwest corner of said Section 32; thence run North $43^{\circ}07'10''$ West for a distance of 102.14 feet to a point; thence run North $48^{\circ}08'18''$ West for a distance of 112.31 feet to a point; thence run North $44^{\circ}11'15''$ West for a distance of 294.30 feet to a point; thence run North $30^{\circ}07'38''$ East for a distance of 424.98 feet to the POINT OF BEGINNING of the centerline easement, herein described; thence run South $59^{\circ}52'22''$ East for a distance of 197.29 feet to the end of the herein described centerline easement.

Easement 2

A 20 foot wide easement for ingress and egress situated in the Southwest 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement being more particularly described as follows:

Commence at the Southwest corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North $89^{\circ}42'31''$ East a distance of 1336.01 feet to a point at the Southwest corner of the Southeast quarter of the Southwest corner of said Section 32; thence run North $43^{\circ}07'09''$ West for a distance of 102.14 feet to a point; thence run North $48^{\circ}08'18''$ West for a distance of 112.31 feet to a point; thence run North $44^{\circ}11'15''$ West for a distance of 294.30 feet to a point; thence run North $30^{\circ}07'38''$ East for a distance of 449.98 feet to a point; thence deflect $90^{\circ}00'00''$ and run to the right in a Southeasterly direction for a distance of 236.70 feet to the Point of Beginning of the easement, herein described; thence deflect $85^{\circ}36'56''$ and run to the left in a Northeasterly direction for a distance of 175.74 feet to a point on the Southerly right-of-way of U. S. Highway No. 280, said point lying on a curve to the right having a central angle of $0^{\circ}25'20''$ and a radius of 2714.79 feet; thence deflect $90^{\circ}57'53''$ to the tangent of said curve and run to the right along the arc of said curve and along said right-of-way in a Southeasterly direction a distance of 20.00 feet to a point; thence deflect $90^{\circ}32'33''$ from the tangent of the last described curve and run to the right in a Southwesterly direction a distance of 174.46 feet to a point; thence deflect $85^{\circ}36'56''$ and run to the right in a Northwesterly direction for a distance of 20.06 feet to the point of beginning.

Easement 3

Easements are intended to run along the proposed road. Legal descriptions should be prepared based upon field location of said road upon completion of construction.

Easement 4

A 50.0 foot wide easement for ingress and egress situated in the Southwest 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement lying 25 feet on either side of and parallel to the following described centerline:

Commence at the Southwest corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89°42'31" East a distance of 1336.01 feet to a point at the Southwest corner of the Southeast quarter of the Southwest corner of said Section 32; thence run North 43°07'10" West for a distance of 102.14 feet to a point; thence run North 48°08'18" West for a distance of 112.31 feet to a point; thence run North 44°11'15" West for a distance of 294.30 feet to a point; thence run North 30°07'38" East for a distance of 424.98 feet to the POINT OF BEGINNING of the centerline easement, herein described; thence run North 59°52'22" West for a distance of 87.25 feet to a point of curvature; thence run along the arc of a curve to the left having a central angle of 51°26'31" and a radius of 200.00 feet in a Northwesterly to Southwesterly direction for a distance of 179.57 feet; thence run South 68°41'07" West for a distance of 2.26 feet to a point of curvature; thence run along the arc of a curve to the right having a central angle of 46°44'53" and a radius of 230.00 feet in a Southwesterly to Northwesterly direction for a distance of 187.66 feet to a point; thence run North 64°34'01" West for a distance of 196.36 feet, more or less, to a point on the Easterly right-of-way of Alabama Highway No. 119 and the end of the herein described centerline easement.