

This instrument was prepared by:
Denise W. Killebrew, Esq.
Berkowitz, Lefkovits, Isom & Kushner
A Professional Corporation
SouthTrust Tower
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

STATE OF ALABAMA)

SHELBY COUNTY)

**CONSENT AND WAIVER
AS TO RESTRICTIVE COVENANTS**

Inst # 1999-38031
09/10/1999-38031
10:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
14.50
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KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, USX Corporation (formally known as the United States Steel Corporation), did declare and adopt certain covenants and restrictions for the property included in the survey of Cahaba River Park, a subdivision in the West 1/2 of Section 35, Township 18 South, Range 2 West, Shelby County, Alabama (hereinafter the "Property"), a map of which is recorded in Map Book 6, Page 31, in the Office of the Judge of Probate of Shelby County, Alabama (hereinafter the "Survey"), by the adoption of that certain Declaration of Covenants and Restrictions for Cahaba River Park which was recorded in said Office in Misc. Volume 9, Page 513, and which from time to time thereafter has been amended (as so amended, the "Restrictive Covenants"); and

WHEREAS the undersigned, St. Vincent's Hospital, as successor in interest to Vulcan Materials Company (hereinafter "Vulcan"), by virtue of the Easement and Fourth Amendment to Restrictive Covenants (the "Fourth Amendment") and the Sixth Amendment to and Restatement of Certain Provisions of Restrictive Covenants (the "Sixth Amendment") recorded in the Office of the Judge of Probate of Shelby County, Alabama, in Book 271, Page 363, and in Instrument No. 1992/10301, respectively, may consent, in its sole discretion, to any use permitted by the B-2 Zoning Ordinance of the City of Birmingham (excepting therefrom, certain specified uses as set forth therein) and further St. Vincent's Hospital, as successor in interest to Vulcan, can waive, in its sole discretion, any part or all of Paragraph 3, 4, 5, 9 and 10 of the Restrictive Covenants; and

WHEREAS the undersigned, St. Vincent's Hospital, as successor in interest to Vulcan, desires to permit any use permitted by the B-2 Zoning Ordinance of the City of Birmingham (excepting therefrom, certain specified uses as set forth in the Fourth Amendment) and to waive all of Paragraph 3, 4, 5, 9 and 10 of the Restrictive Covenants with respect to the following properties:

1. Lot 1 according to the amended map of a Resurvey of Lot 2 of Cahaba River Park which was recorded in the Office of the Judge of Probate of Shelby County, Alabama, in Map Book 8, Page 80, Lot 1-A of the St. Vincent's Resurvey recorded in the Office of the Judge of Probate of Shelby County, Alabama in Map Book 16 at Page 72 and Lot 1 of Cahaba River Park recorded in Map Book 6 at Page 31 in the Office of the Judge of Probate of Shelby County, Alabama in Map Book 6 at Page 31 (the "St. Vincent's Property"); and
2. Lot 2-C according to the Resurvey of Lot 2-B, Cahaba River Park, being a Resurvey of the amended map of the Resurvey of Lot 2 as recorded in the Office of the Judge of Probate of Shelby County, Alabama, in Map Book 8, Page 95 (the "R D & R Property").

NOW THEREFORE, for and consideration of Ten and 00/100 Dollars (\$10.00), the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned does hereby make the following waiver as set forth hereinbelow:

1. WAIVER OF RESTRICTIVE COVENANTS. St. Vincent's Hospital, as successor in interest to Vulcan, hereby waives all of Paragraph 3, 4, 5, 9 and 10 of the Restrictive Covenants with regard to the St. Vincent's Hospital Property and the R D & R Property by virtue of the Fourth Amendment and the Sixth Amendment.
2. CONSENT TO PERMITTED USES. St. Vincent's Hospital, as successor in interest to Vulcan, hereby consents to any use of the St. Vincent's Hospital Property and the R D & R Property that is permitted by the Sixth Amendment and the QB-2 Zoning Ordinance of the City of Birmingham, and subject to those restrictions found in Item 10 of Exhibit B to that certain deed from St. Vincent's Hospital to Bayer Construction, L.L.C. recorded subsequent hereto and Item 10 of Exhibit B to that certain deed from St. Vincent's Hospital to River Ridge Retail Company, L.L.C. recorded subsequent hereto all in the Office of the Judge of Probate of Shelby County, Alabama.
3. RUNS WITH THE LAND. This Consent and Waiver shall be effective as of the date and time of recordation and shall constitute a covenant running with the land for the benefit of the St. Vincent's Property and the R D & R Property.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed this the 9 day of September, 1999.

WITNESS

[Signature]

ST. VINCENT'S HOSPITAL

By: [Signature]
Its: President & CEO

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that, whose name as PRESIDENT of ST. VINCENT'S HOSPITAL, an Alabama non-profit corporation, is signed to the foregoing Consent and Waiver as to Restrictive Covenants and who is known to me, acknowledged before me on this day that, being informed of the contents of the Consent and Waiver as to Restrictive Covenants, he/she, in HIS capacity as such PRESIDENT 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 this the 9th day of September, 1999.

[NOTARIAL SEAL]

[Signature]
Notary Public
My Commission Expires: 4/19/01

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