

This instrument was prepared by:
Jennifer R. Smith, Esq.
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue, North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203
(205) 254-1207

AFFIDAVIT

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

Inst # 2001-08937

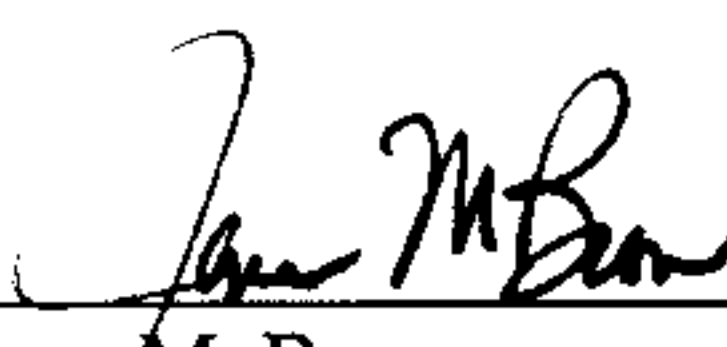
03/14/2001-08937
09:09 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NEL 20.00

Before me, the undersigned notary public, personally appeared James M. Brown, who being duly sworn does testify as follows:

1. My name is James M. Brown. I am over the age of nineteen (19) years old and am competent to make this Affidavit. I have personal knowledge of the matters stated in this Affidavit.

2. Attached is a letter provided by The Harbert-Equitable Joint Venture and the Riverchase Architectural Committee approving the change in use of the property described on Exhibit A attached hereto and made a part hereof to a childcare/daycare facility.

3. This Affidavit is provided so that the attached letter may be recorded in the Public Records of Shelby County, Alabama as evidence of such approval of the change in use.


James M. Brown



One Riverchase Office Plaza, Ste. 200 • Birmingham, Alabama 35244 • 205-988-4730

November 1, 2000

Mr. Robert R. Sexton
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203-2618

RE: Brookwood Health Services at 140 Riverchase Parkway East

Dear Mr. Sexton:

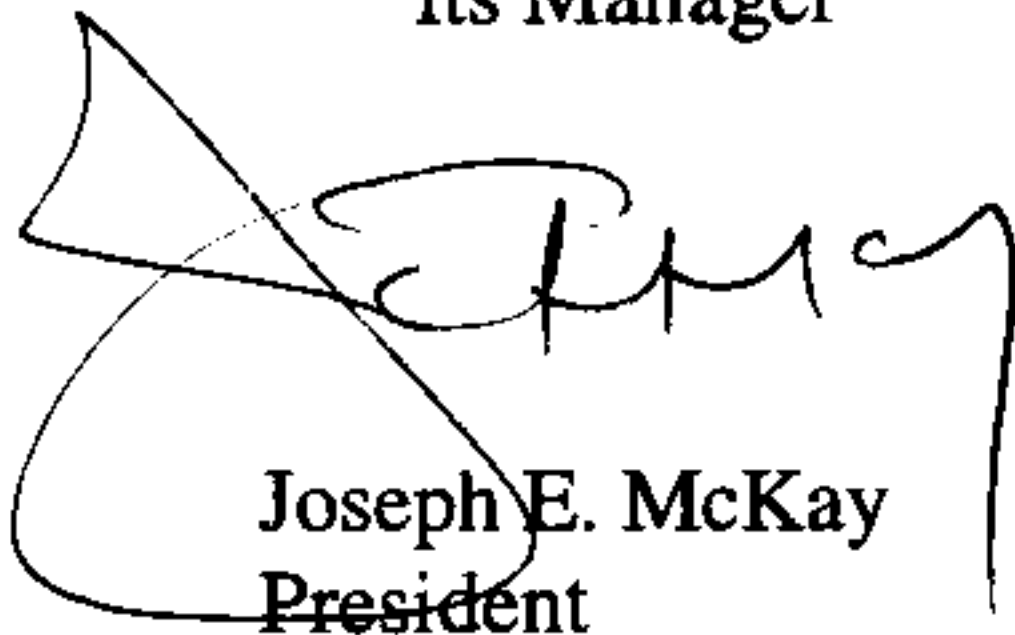
In response to your letter dated October 26, 2000, The Harbert-Equitable Joint Venture (HEJV) and the Riverchase Architectural Committee (RAC) approves the change in use for the referenced facility from a health facility and related uses to a childcare/daycare facility. This approval is conditioned on the Purchaser obtaining from the RAC approval for any exterior changes to the property pursuant to Section 11.2 of the Riverchase Business Covenants, as well as any changes or additions to the Development Criteria for Planned Commercial District of Riverchase as dated April 11, 1980.

If you have any questions concerning this matter, please contact me.

Sincerely,

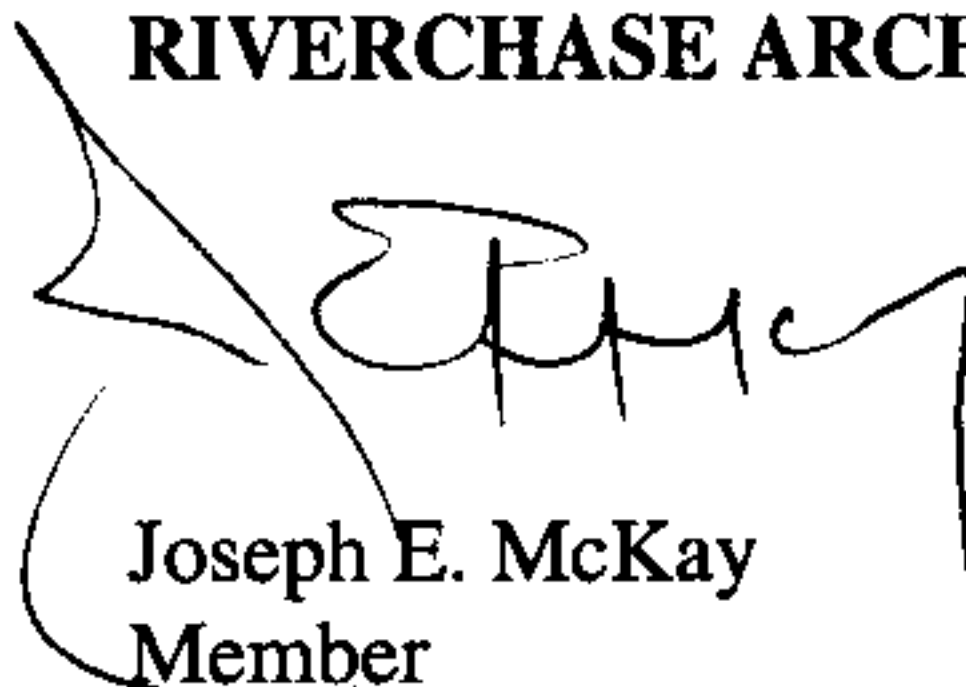
THE HARBERT-EQUITABLE JOINT VENTURE

By: McKay Management Corporation
Its Manager



Joseph E. McKay
President

RIVERCHASE ARCHITECTURAL COMMITTEE



Joseph E. McKay
Member

JEM/rb

STATE OF ALABAMA

COUNTY OF Jefferson

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that James M. Brown, whose name 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 executed the same on the day the same bears date.

Given under my hand and official seal, this the 26th day of February, 2001.

Diane R. Clark

Notary Public

My Commission Expires:

April 12, 2001

[Seal]

EXHIBIT A

Lots 1-A and 2A, according to a Resurvey of Lot 1, Brookwood Addition to Riverchase, as recorded in Map Book 8, page 94, in the Probate Office of Shelby County, Alabama.

Inst # 2001-08937

00649929.1

**03/14/2001-08937
09:09 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NEL 20.00**