

This instrument was prepared by:
Linda Peacock, Esq.
Gordon, Silberman, Wiggins & Childs
1400 SouthTrust Tower
Birmingham, Alabama 35203

Send Tax Notice to:
Helena Properties, LLC
c/o Harcon, Inc.
905 Union Hill Road
Alpharetta, Georgia 30004

ACKNOWLEDGMENT OF RIGHT OF FIRST REFUSAL

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

THE METROCK HELENA PROPERTIES, L.L.P. ("Seller") hereby grants to **HELENA PROPERTIES, LLC** ("Purchaser") the first right of refusal to purchase Sites 6 and 7 as shown on **Exhibit "A"** attached hereto and by this reference made a part hereof at any time by matching a bona fide purchase offer for such sites received from an unrelated third party purchaser. Upon receipt of such an offer, Seller shall promptly forward a copy of same to Purchaser for Purchaser to determine whether or not it shall match said offer. Purchaser shall have ten (10) days following receipt of such offer to provide Seller with notice of exercise of such right of first refusal or same shall expire. Seller agrees to record this document in the Shelby County, Alabama records memorializing this right of first refusal. Purchaser shall continue to have this right until the first right of refusal property is sold by Seller.

IN WITNESS WHEREOF, the said Seller, who is authorized to execute this conveyance, has hereto set her signature this 5th day of September, 2001.

THE METROCK HELENA PROPERTIES, L.L.P.
BY: Metrock Properties, L.L.C., its general partner

By: Connie K. Metrock
Connie K. Metrock, Managing Member

[ACKNOWLEDGMENT ON FOLLOWING PAGE]

STATE OF ALABAMA

COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Connie K. Metrock, whose name as Managing Member of Metrock Properties, L.L.C., an Alabama limited liability company, as general partner of The Metrock Helena Properties, L.L.P., an Alabama limited liability partnership, is signed to the foregoing agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of this agreement, he/she, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company as general partner of The Metrock Helena Properties, L.L.P.

Given under my hand and seal of office this 5th day of September, 2001.

Delda L. Hunt
Notary Public

[NOTARIAL SEAL]

My commission expires: 12-29-02

Exhibit "A"

Commence at the northwest corner of Lot 1, Block -1, Mullins East Side Addition to Helena, as recorded in Map Book 4, Page 25, in the Office of the Judge of Probate of Shelby County, Alabama and run thence North 82 degrees 28 minutes 39 seconds East along the north line of said Lot 1 a distance of 163.05' to the northwest corner of Lot 15, Block -1, of same said Subdivision; Thence run north 82 degrees 17 minutes 12 seconds East along the north line of said Lot 15 a distance of 173.99' to the northeast corner of same said Lot-15; Thence continue north 83 degrees 10 minutes 04 seconds East, crossing the northerly end of the Vacated Mimosa Street a distance of 51.15' to the northwest corner of Lot 9, Block-2, of same said Subdivision; Thence continue north 80 degrees 02 minutes 41 seconds East a distance of 180.57' to a corner; Thence run north 35 degrees 54 minutes 28 seconds East a distance of 38.14' to a corner; Thence run North 80 degrees 05 minutes 13 seconds East a distance of 231.10' to a found capped corner; Thence run South 06 degrees 46 minutes 41 seconds East a distance of 87.40' to a cross in concrete corner; Thence run South 10 degrees 57 minutes 15 seconds East a distance of 91.97' to a found rebar corner and the point of beginning of the Parcel being described; Thence run South 74 degrees 26 minutes 16 seconds West a distance of 191.12' to a found rebar corner; Thence run South 60 degrees 15 minutes 51 seconds West a distance of 42.65' to a found rebar corner; Thence run South 07 degrees 54 minutes 53 seconds East a distance of 185.78' to a set rebar corner on a cul de sac property line having a central angle of 95 degrees 01 minutes 53 seconds and a radius of 50.0'; Thence run southeasterly along the arc of said cul de sac an arc distance of 82.93' to a set rebar corner; Thence run South 62 degrees 52 minutes 59 seconds East along the east margin of a proposed street a distance of 33.88' to the P.C. of a curve to the right having a central angle of 44 degrees 53 minutes 42 seconds and a radius of 200.00'; Thence run southeasterly along the arc of said curve an arc distance of 156.71' to the P.T. of said curve; Thence run South 17 degrees 59 minutes 17 seconds East a distance of 25.54' to a set rebar corner; Thence run North 72 degrees 00 minutes 43 seconds East a distance of 89.59' to a set rebar corner; Thence run North 10 degrees 57 minutes 15 seconds West a distance of 439.78' to the point of beginning, containing 2.0401 acre, more or less.

Inst # 2001-39205

09/12/2001-39205
09:02 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

003 MSB

17.00