

STATE OF ALABAMA

MEMORANDUM OF LEASE

COUNTY OF SHELBY

MEMORANDUM OF LEASE, dated as of the 9th day of March, 2004,
between **COLONIAL REALTY LIMITED PARTNERSHIP**, a Delaware limited partnership
(hereinafter called "Landlord"), and **BELK, INC.**, a Delaware corporation (hereinafter called
"Tenant").

WITNESSETH:

For and in consideration of the sum of Ten Dollars and other valuable consideration
paid by Tenant to Landlord, the receipt and sufficiency of which is hereby acknowledged:

1. Landlord, by lease of even date herewith (the "Lease"), has leased to Tenant and
Tenant has leased from Landlord, and Landlord hereby leases to Tenant and Tenant hereby
leases from Landlord, upon and subject to the terms, covenants and conditions set forth in the
Lease, certain premises (the "Demised Premises") consisting of a certain store building
situated on that certain parcel of land described in Exhibit B attached hereto and hereby made
a part hereof, the same being a portion of that certain shopping center development known as
"**Colonial Promenade Alabaster**," which is located in the city of **Alabaster**, in the state and
county aforesaid, upon the tract of land (the "Shopping Center Site") described in Exhibit C
and shown on Exhibit A attached hereto and hereby made a part hereof; and Landlord, by the
Lease, has granted, and Landlord hereby grants, to Tenant for the hereinafter stated lease
term:

- (a) a non-exclusive right, in common with Landlord and other tenants and
permitted occupants of space within the Shopping Center Site and their
customers, employees and invitees, to use and enjoy all rights-of-way,
easements, driveways, parking areas, curbs, sidewalks, entrances, exits and
other common area in the Landlord Site; and
- (b) all other privileges and appurtenances belonging or appertaining to the
Demised Premises.

2. Landlord has, by the Lease, given, and does hereby give, to Tenant the right to
have and to hold the Demised Premises for a term which shall commence on the date hereof,
and shall terminate at midnight on the day preceding the **twentieth (20th)** anniversary of the
Rental Commencement Date (as defined in the Lease), which date is projected to occur on or
about October 12, 2005.

3. Provided that all installments of rental and other charges theretofore due have
been paid and all other conditions imposed upon Tenant under the Lease have been complied

with, Tenant may, at its option, extend the Lease for **four (4)** additional periods of **five (5)** years each, by giving to Landlord written notice of its intention so to do not later than 180 days prior to the expiration of the basic term of the Lease or the then current extension period thereof; and in the event of any such extension, all of the terms and conditions as therein set out shall continue in full force and effect for the period of such extension. In the event of the exercise of any of such options to extend the Lease, Tenant agrees to execute, upon request of Landlord, a document in recordable form mutually satisfactory to the parties hereto, evidencing such extension.

The parties hereto incorporate by reference herein all the terms, covenants and conditions contained in the Lease and agree to observe, conform to and comply with such terms, covenants and conditions on the part of each of them to be observed and performed thereunder. For a complete statement of the rights, privileges and obligations created under and by said instrument and of the terms, covenants and conditions contained therein, reference is hereby made to the Lease.

IN WITNESS WHEREOF, Landlord and Tenant have caused this Memorandum of Lease to be executed in appropriate and lawful manner as of the day and year first above written.

LANDLORD:

COLONIAL REALTY LIMITED PARTNERSHIP
a Delaware limited partnership

By: Colonial Properties Trust, an Alabama real estate investment trust, its general partner

By: 
Printed Name: R. Bryan Ratliff
Title: Vice President

TENANT:

BELK, INC.
a Delaware corporation

By: 
Thomas M. Belk, Jr., President

STATE OF ALABAMA

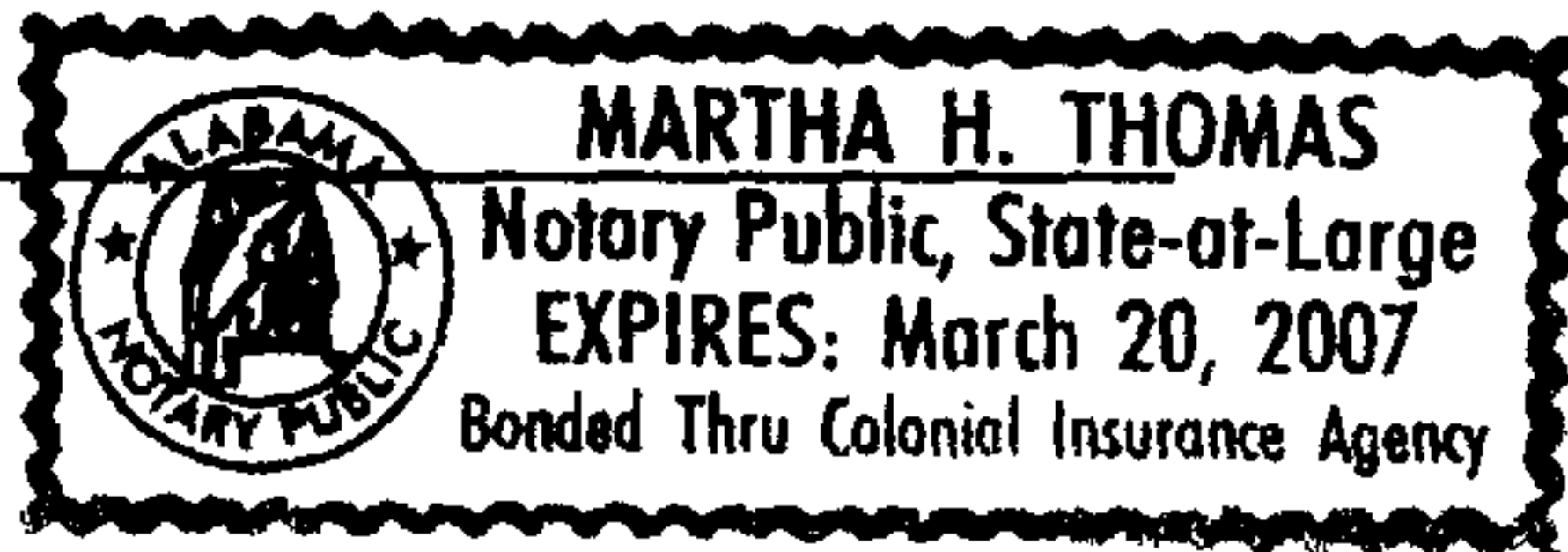
COUNTY OF Jefferson

I, a Notary Public in and for said County in said State, hereby certify that R. Bryan Ratliff, whose name as Vice President of Colonial Properties Trust, an Alabama real estate investment trust, is signed to the foregoing Memorandum of Lease and who is known to me, acknowledged before me on this 9 day of March, 2004, that, being informed of the contents of the Memorandum of Lease, he, as such officer and with full authority, executed the same voluntarily for and as the act of said real estate investment trust on behalf of, and as general partner in, Colonial Realty Limited Partnership.

Witness my hand and official seal.

Martha H. Thomas
Notary Public

My Commission Expires: _____



STATE OF NORTH CAROLINA

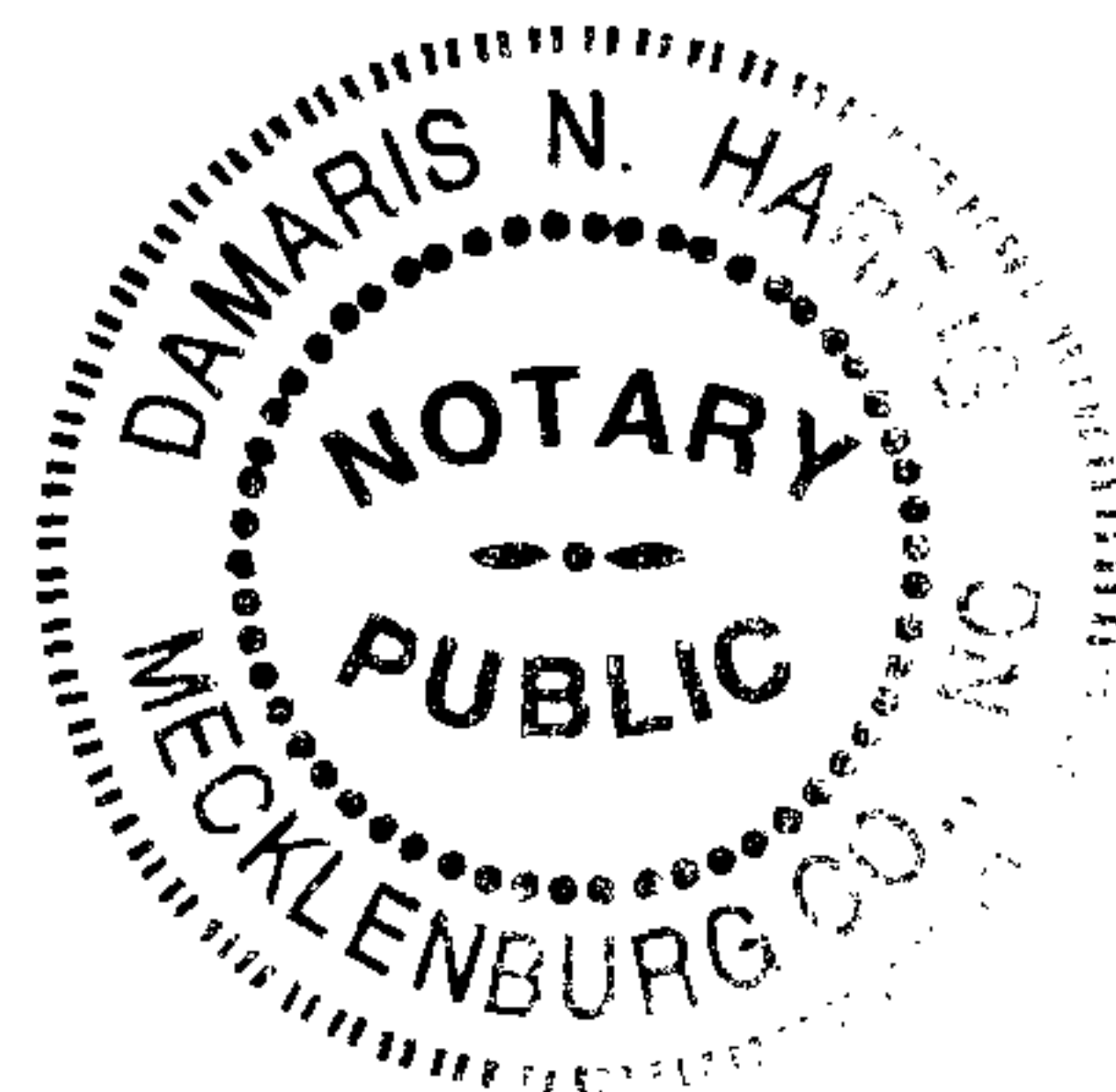
COUNTY OF MECKLENBURG

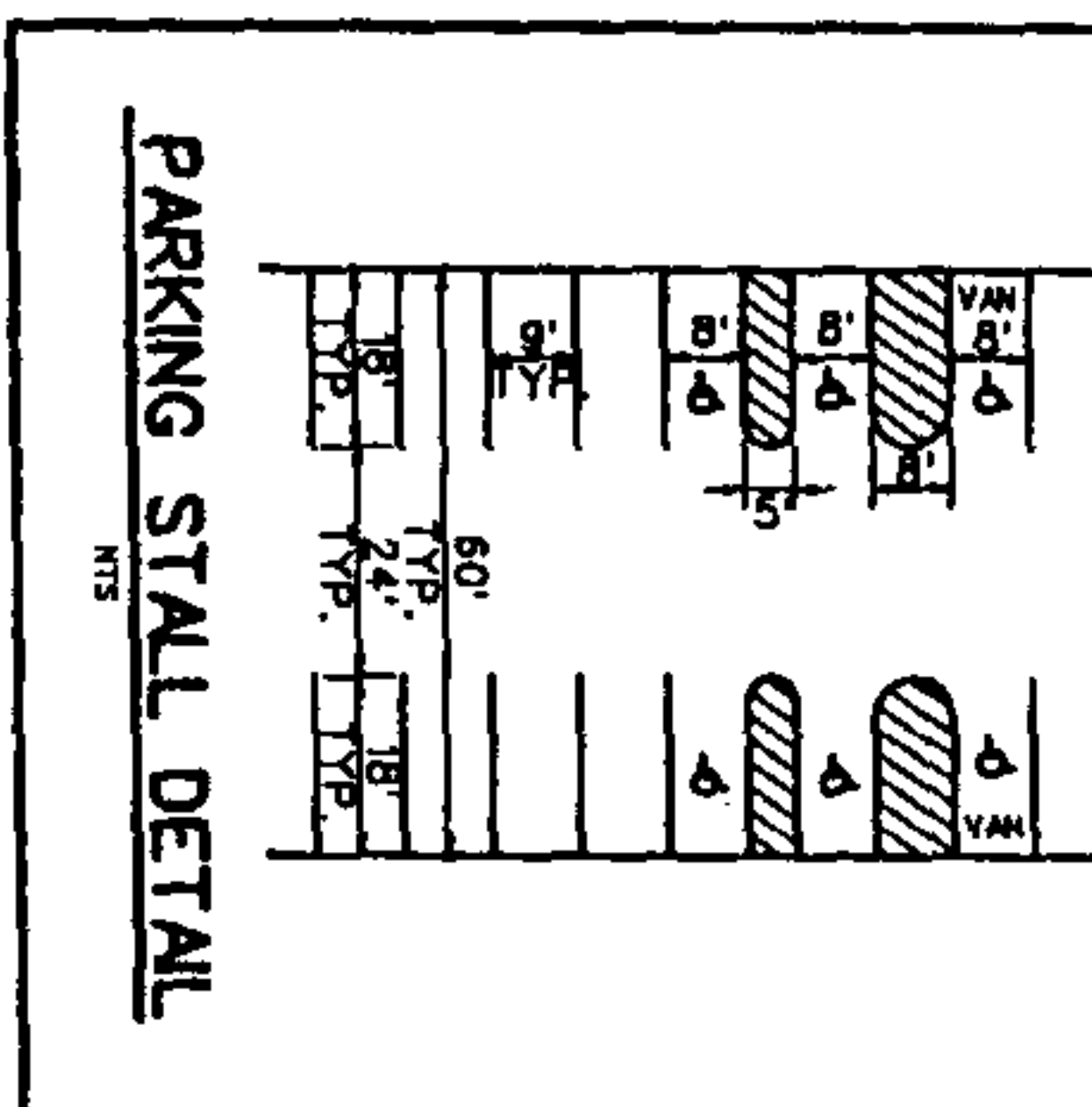
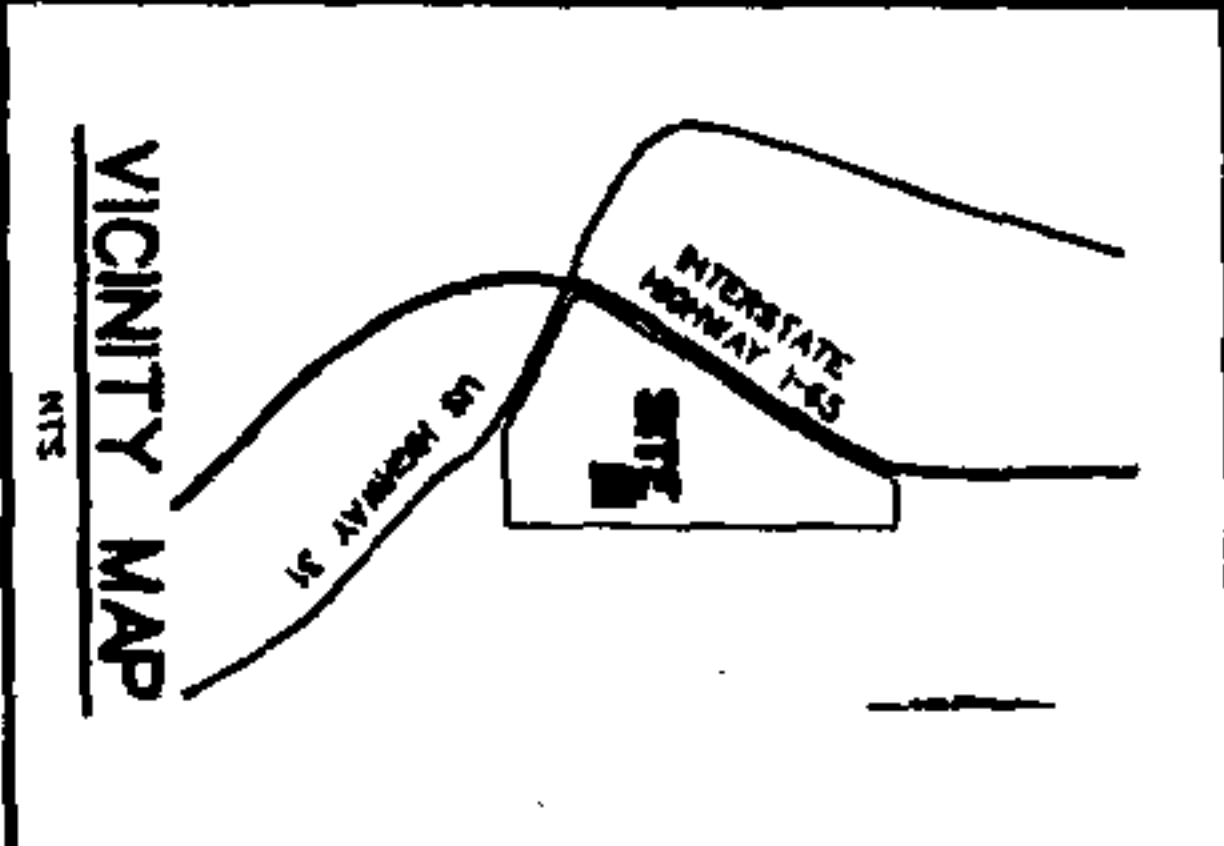
I, a Notary Public in and for said County in said State, hereby certify that Thomas M. Belk, Jr., whose name as President of Belk, Inc. (the "Company"), a Delaware corporation, is signed to the foregoing Memorandum of Lease and who is known to me, acknowledged before me on this 19th day of February, 2004, that, being informed of the contents of the Memorandum of Lease, he, as such officer and with full authority, executed the same voluntarily for and as the act of said Company.

Witness my hand and official seal.

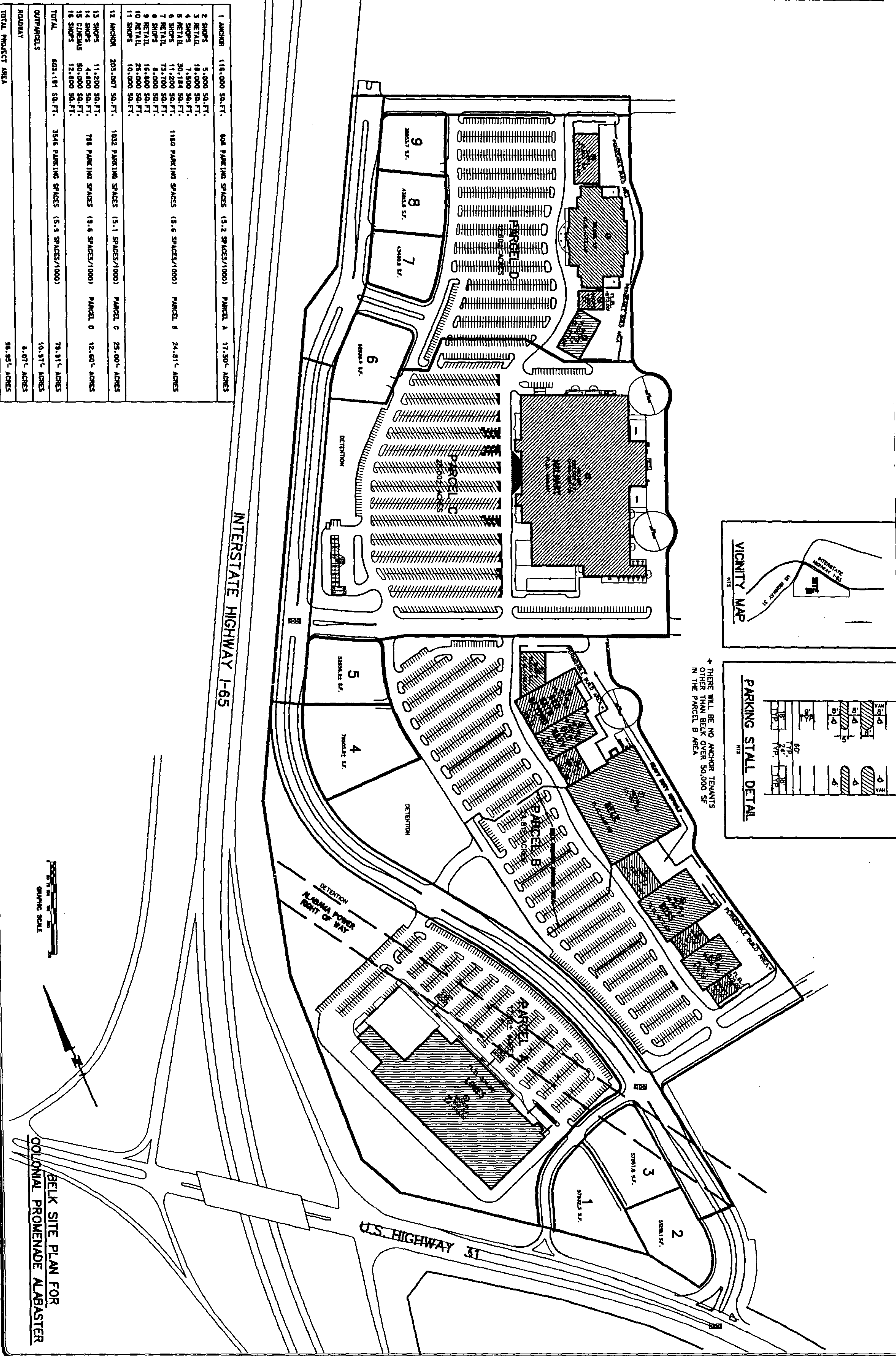
Damaris N. Harris
Notary Public

My Commission Expires: _____
Notary Public Mecklenburg County, North Carolina
My Commission Expires September 5, 2006

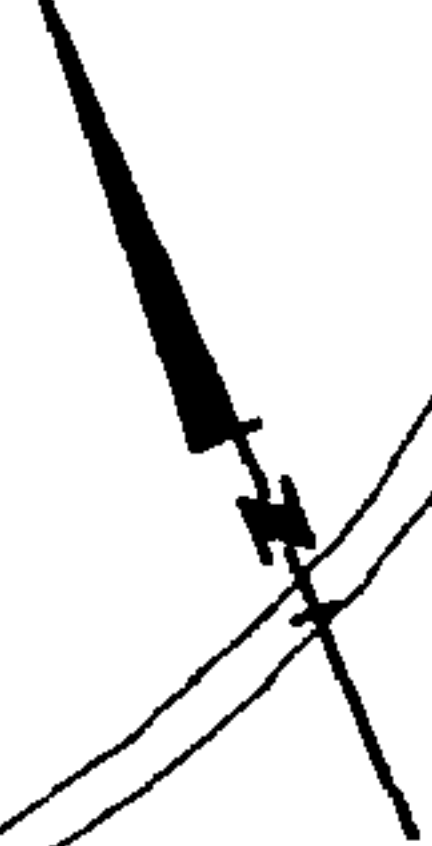




* THERE WILL BE NO ANCHOR TENANTS OTHER THAN BELK OVER 50,000 SF IN THE PARCEL B AREA



1 ANCHOR	116,000 SQ. FT.	608 PARKING SPACES (5.2 SPACES/1000)	PARCEL A	17.30 [±] ACRES
2 SHOPS	5,000 SQ. FT.			
3 RETAIL	18,000 SQ. FT.			
4 SHOPS	7,500 SQ. FT.			
5 RETAIL	30,184 SQ. FT.			
6 SHOPS	11,200 SQ. FT.			
7 RETAIL	73,700 SQ. FT.			
8 SHOPS	8,000 SQ. FT.			
9 RETAIL	16,800 SQ. FT.			
10 RETAIL	25,000 SQ. FT.			
11 SHOPS	10,000 SQ. FT.			
12 ANCHOR	203,007 SQ. FT.	1032 PARKING SPACES (5.1 SPACES/1000)	PARCEL C	25.00 [±] ACRES
13 SHOPS	11,200 SQ. FT.			
14 SHOPS	4,800 SQ. FT.			
15 CINEMAS	50,000 SQ. FT.			
16 SHOPS	12,800 SQ. FT.			
TOTAL	603,181 SQ. FT.	3546 PARKING SPACES (5.3 SPACES/1000)		79.31 [±] ACRES
OUTPARCELS				10.37 [±] ACRES
ROADWAY				8.07 [±] ACRES
TOTAL PROJECT AREA				98.95 [±] ACRES



BELK SITE PLAN FOR
COLONIAL PROMENADE ALABASTER

DATE: 8/17/04
SHEET NO.: 1 OF 1

SCALE: 1" = 100'
DRAWN BY: J. B. BELL
CHECKED BY: W. H. BELL
FILE NUMBER: BELK-LEAS

PROPOSED SITE PLAN
COLONIAL PROPERTIES
ALABASTER SITE STUDY
ALABASTER, ALABAMA

WALTER SCHOEL ENGINEERING COMPANY, INC.
CONSULTING ENGINEERS
101 22ND STREET SOUTH
BIRMINGHAM, ALABAMA 35205
(205) 322-6666

REVISIONS

NO.	DATE	DESCRIPTION
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LEASE PARCEL LEGAL DESCRIPTION

A parcel of land situated in the Southeast 1/4 of Section 1, Township 21 South, Range 3 West, Shelby County, Alabama being more particularly described as follows:

Commence at the Southeast corner of Section 1, Township 21 South, Range 3 West; thence in a Westerly direction along the South line of said Section 1 a distance of 1965.36 feet to a point; thence $84^{\circ}15'29''$ to the right in a Northerly direction a distance of 428.28 feet to the P.C. (point of curve) of a curve to the right having a radius of 25.00 feet and a central angle of $86^{\circ}31'11''$; thence in a Northerly, Northeasterly and Easterly direction along the arc of said curve a distance of 37.75 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in an Easterly direction a distance of 491.16 feet to a point; thence $93^{\circ}42'51''$ to the left in a Northerly direction a distance of 578.92 feet to the P.C. (point of curve) of a curve to the right having a radius of 55.00 feet and a central angle of $48^{\circ}14'23''$; thence in a Northerly and Northeasterly direction along the arc of said curve a distance of 46.31 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Northeasterly direction a distance of 20.06 feet to the P.C. (point of curve) of a curve to the left having a radius of 65.00 feet and a central angle of $43^{\circ}14'23''$; thence in a Northeasterly and Northerly direction along the arc of said curve a distance of 49.05 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Northerly direction a distance of 2.97 feet to the POINT OF BEGINNING of the parcel described herein; thence $90^{\circ}00'$ to the left in a Westerly direction a distance of 301.00 feet to a point; thence $53^{\circ}36'00''$ to the left in a Southwesterly direction a distance of 89.52 feet to a point; thence $48^{\circ}36'00''$ to the right in a Westerly direction a distance of 264.00 feet to a point on a curve to the right having a radius of 515.00 feet and a central angle of $7^{\circ}45'21''$; thence $85^{\circ}05'27''$ to the right (angle measured to tangent) in a Northerly direction along the arc of said curve a distance of 69.71 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Northerly direction a distance of 374.81 feet to a point; thence $87^{\circ}09'12''$ to the right in an Easterly direction a distance of 58.14 feet to a point; thence 90° to the right in a Southerly direction a distance of 16.50 feet to a point; thence $38^{\circ}26'14''$ to the left in a Southeasterly direction a distance of 40.22 feet to a point; thence $51^{\circ}33'46''$ to the left in an Easterly direction a distance of 193.46 feet to a point; thence $39^{\circ}43'42''$ to the right in a Southeasterly direction a distance of 70.31 feet to a point; thence $34^{\circ}43'42''$ to the left in an Easterly direction a distance of 155.00 feet to a point; thence 90° to the left in a Northerly direction a distance of 9.00 feet to a point; thence 90° to the right in an Easterly direction a distance of 24.00 feet to a point; thence 90° to the left in a Northerly direction a distance of 20.00 feet to a point; thence 90° to the right in an Easterly direction a distance of 23.00 feet to a point; thence 90° to the right in a Southerly direction a distance of 20.00 feet to a point; thence 90° to the left in an Easterly direction a distance of 18.00 feet to a point; thence 90° to the left in a Northerly direction a distance of 60.00 feet to a point; thence 90° to the right in an Easterly direction a distance of 36.00 feet to a point; thence 90° to the right in a Southerly direction a distance of 60.00 feet to a point; thence 90° to the left in an Easterly direction a distance of 45.00 feet to a point; thence 90° to the right in a Southerly direction a distance of 294.00 feet to the POINT OF BEGINNING.

Containing 220,245 Square feet or 5.056 Acres.

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EXHIBIT B DEMISED PREMISES

OVERALL PARCEL LEGAL DESCRIPTION

A parcel of land situated in the Northeast 1/4, the Southeast 1/4 and the Southwest 1/4 of Section 1, and the Northwest 1/4 of the Northeast 1/4 of Section 12, all in Township 21 South, Range 3 West, Shelby County, Alabama being more particularly described as follows:

Commence at the Southeast corner of Section 1, Township 21 South, Range 3 West; thence in a Westerly direction along the South line of said Section 1 a distance of 2337.92 feet to a point at the intersection of said Section line and the Northeasterly Right-of-Way line of U.S. Highway No. 31, said point being the POINT OF BEGINNING of the parcel described herein; thence $37^{\circ}21'23''$ to the right in a Northwesterly direction along said Right-of-Way line a distance of 240.61' to a concrete Right-of-Way monument; thence $1^{\circ}35'30''$ to the left in a Northwesterly direction along said Right-of-Way line a distance of 499.72' to a concrete Right-of-Way monument at the intersection of said Right-of-Way line and the Easterly Right-of-Way line of Interstate Highway No. 65; thence $28^{\circ}21'35''$ to the right in a Northwesterly direction along said Easterly Right-of-Way line of Interstate Highway No. 65 a distance of 162.31 feet to a concrete Right-of-Way monument; thence $27^{\circ}44'36''$ to the right in a Northerly direction along said Right-of-Way line a distance of 630.36 feet to a concrete Right-of-Way monument; thence $12^{\circ}13'40''$ to the right in a Northerly direction along said Right-of-Way line a distance of 572.42 feet to a concrete Right-of-Way monument; thence $13^{\circ}28'52''$ to the right in a Northeasterly direction along said Right-of-Way line a distance of 1591.01 feet to a concrete Right-of-Way monument; thence $30^{\circ}35'37''$ to the right in a Northeasterly direction along said Right-of-Way line a distance of 173.96 feet to a point; thence $30^{\circ}30'08''$ to the left in a Northeasterly direction along said Right-of-Way line a distance of 552.94 feet to a point; thence $84^{\circ}23'49''$ to the right (leaving said Right-of-Way line) in a Southeasterly direction a distance of 881.93 feet to a point; thence 90° to the right in a Southwesterly direction a distance of 259.45 feet to the P.C. (point of curve) of a curve to the left having a radius of 55.00 feet and a central angle of $18^{\circ}26'06''$; thence in a Southwesterly and Southerly direction along the arc of said curve a distance of 17.70 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southerly direction a distance of 82.97 feet to the P.C. (point of curve) of a curve to the right having a radius of 105.00 feet and a central angle of $18^{\circ}26'06''$; thence in a Southerly and Southwesterly direction along the arc of said curve a distance of 33.78 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 114.90 feet to the P.C. (point of curve) of a curve to the right having a radius of 105.00 feet and a central angle of $18^{\circ}26'06''$; thence in a Southwesterly direction along the arc of said curve a distance of 33.78 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 82.97 to the P.C. (point of curve) of a curve to the left having a radius of 55.00 feet and a central angle of $18^{\circ}26'06''$; thence in a Southwesterly direction along the arc of said curve a distance of 17.70 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 204.86 feet to the P.C. (point of curve) of a curve to the left having a radius of 55.00 feet and a central angle of $87^{\circ}26'32''$; thence in

EXHIBIT C SHOPPING CENTER SITE

a Southwesterly, Southerly and Southeasterly direction along the arc of said curve a distance of 83.94 feet to the P.R.C. (point of reverse curve) of a curve to the right having a radius of 72.00 feet and a central angle of $118^{\circ}23'41''$; thence in a Southeasterly, Southerly and Southwesterly direction along the arc of said curve a distance of 148.78 feet to the P.R.C. (point of reverse curve) of a curve to the left having a radius of 45.00 feet and a central angle of $30^{\circ}57'07''$; thence in a Southwesterly direction along the arc of said curve a distance of 24.31 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 307.13 feet to the P.C. (point of curve) of a curve to the left having a radius of 45.00 feet and a central angle of $40^{\circ}14'52''$; thence in a Southwesterly and Southerly direction along the arc of said curve a distance of 31.61 feet to the P.R.C. (point of reverse curve) of a curve to the right having a radius of 72.00 feet and a central angle of $80^{\circ}29'58''$; thence in a Southerly and Southwesterly direction along the arc of said curve a distance of 101.16 feet to the P.R.C. (point of reverse curve) of a curve to the left having a radius of 45.00 feet and a central angle of $40^{\circ}15'09''$; thence in a Southwesterly direction along the arc of said curve a distance of 31.61 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 263.14 feet to a point; thence $90^{\circ}00'00''$ to the right in a Northwesterly direction a distance of 196.66 feet to a point; thence $95^{\circ}00'00''$ to the left in a southwesterly direction a distance of 111.29 feet to the P.C. (point of curve) of a curve to the left having a radius of 60.00 feet and a central angle of $70^{\circ}36'50''$; thence in a Southwesterly, Southerly and Southeasterly direction along the arc of said curve a distance of 73.95 feet to the P.R.C. (point of reverse curve) of a curve to the right having a radius of 70.00 feet and a central angle of $96^{\circ}14'51''$; thence in a Southeasterly, Southerly and southwesterly direction along the arc of said curve a distance of 117.59 feet to the P.R.C. (point of reverse curve) of a curve to the left having a radius of 60.00 feet and a central angle of $50^{\circ}38'01''$; thence in a Southwesterly and Southerly direction along the arc of said curve a distance of 53.02 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southerly direction a distance of 320.64 feet to the P.C. (point of curve) of a curve to the right having a radius of 65.00 feet and a central angle of $43^{\circ}14'23''$; thence in a Southerly and Southwesterly direction along the arc of said curve a distance of 49.05 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 20.06 feet to the P.C. (point of curve) of a curve to the left having a radius of 55.00 feet and a central angle of $48^{\circ}14'23''$; thence in a Southwesterly and Southerly direction along the arc of said curve a distance of 46.31 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southerly direction a distance of 578.92 feet to a point; thence $93^{\circ}42'51''$ to the right in a Westerly direction a distance of 491.16 feet to the P.C. (point of curve) of a curve to the left having a radius of 25.00 feet and a central angle of $86^{\circ}31'11''$; thence in a Westerly, Southwesterly and Southerly direction along the arc of said curve a distance of 37.75 feet to the P.T. (point of tangent) of said curve, said point lying on the Easterly Right-of-Way line of Interstate Drive; thence tangent to said curve in a Southerly direction along said Right-of-Way line a distance of 446.04 feet to the P.C. (point of curve) of a curve to the right having a radius of 346.40 feet and a central angle of $17^{\circ}01'01''$; thence in a Southerly direction along the arc of said curve and along said Right-of-Way line a distance of 102.88 feet to a concrete Right-of-Way monument; thence 90° to the left (angle measured to tangent) in an Easterly direction along said Right-of-Way line a distance of 20.00 feet to a concrete Right-of-Way monument, said point lying on a curve to the right having a radius of 366.40 feet and a central angle of $34^{\circ}28'59''$; thence 90° to the right (angle measured to tangent) in a Southerly and Southwesterly direction along the arc of said curve and along said Right-of-Way line a distance of 220.51 to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction along said Right of Way line a distance of 7.19 feet to a point at the intersection of the Easterly Right-of-Way line of Interstate drive and the Northeasterly Right-of-Way line of U.S. Highway No. 31, said point lying on a curve to the left having a radius of 2391.83 feet and a central angle of $3^{\circ}58'38''$; thence $92^{\circ}14'38''$ to the right (angle measured to tangent) in a Northwesterly direction along the arc of said curve and along said U.S. Highway No. 31 Right-of-Way line a distance of 166.03 feet to a point; thence $11^{\circ}28'57''$ to the right (angle measured to tangent) in a Northwesterly direction along said Right-of-Way line a distance of 190.19 feet to a point; thence $18^{\circ}09'03''$ to the left in a Northwesterly direction along said Right-of-Way line a distance of 71.92 feet to the POINT OF BEGINNING.

Containing 100.011 Acres.

EXHIBIT C
SHOPPING CENTER SITE