

Return To:

CONSENT AND WAIVER

THIS CONSENT AND WAIVER (this "Consent"), made by BP Products North America Inc., a Maryland corporation ("BP"), successor to and survivor by merger with BP Exploration & Oil, Inc., dated this 24 day of February, 2005.

WITNESSETH THAT:

WHEREAS, by Limited Warranty Deed dated December 29, 2000, recorded as Document No. 2001-02850, in the Office of the Probate Judge of Shelby County, Alabama (hereinafter referred to as the "Deed"), BP Exploration & Oil, Inc., an Ohio corporation, sold and conveyed to Spectrum Realty, Inc., a Georgia corporation ("Spectrum") a tract or parcel of land that includes that certain tract or parcel of land described on Exhibit "A", attached hereto and made a part hereof (the "Property"); and

WHEREAS, the Deed contains a right of first refusal (the "Refusal Option"), and certain use and operating restrictions (hereinafter referred to as the Use and Operating Restrictions"), including a restriction against using the Property for, among other things, a car wash (said restriction against the use of the Property for a car wash is hereinafter referred to as the "Restriction"); and

WHEREAS, Spectrum has sold the Property to DLR Associates, LLC, a Georgia limited liability company ("DLR"), after Spectrum having given BP the proper notice of Spectrum's intent to sell the Property to DLR in accordance with the terms of the Refusal Option; and

WHEREAS, to induce DLR to purchase the Property from Spectrum, DLR required Spectrum to obtain this Consent from BP;

NOW, THEREFORE, for and in consideration of \$1.00 and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, BP hereby executes and delivers this Consent under the following terms and conditions:

1.

BP acknowledges that it has elected not to exercise its right of first refusal under the Refusal Option in connection with, AND ONLY IN CONNECTION WITH, Spectrum's sale of the Property to DLR. As provided in the Refusal Option, BP's failure to exercise the Refusal Option in connection with the sale by Spectrum to DLR shall not constitute a waiver of BP's right to exercise the Refusal Option from and after the date hereof with respect to any future sales of the Property within the Refusal Term (as defined in the Refusal Option).

2.

BP consents to the use of the Property for a car wash business, and the Restriction, with respect to such specific use of the Property, AND ONLY FOR SUCH SPECIFIC USE, is hereby waived. The waiver of the Restriction as set forth hereinabove shall not be deemed a waiver of BP's right to enforce the Use and Operating Restrictions with respect to any other use of the Property during the term of the Use and Operating Restrictions as provided in the Deed.

3.

This Agreement shall be binding upon and inure to the benefit of BP and DLR, and their respective successors, successors in title, tenants, subtenants and assigns.

IN WITNESS WHEREOF, BP has caused this Consent to be executed and delivered by and through its duly authorized officer, as of the date first above written.

BP Products North America Inc.

By: [Signature]
Name: Kevin Russell
Title: Manager Ticker Sales

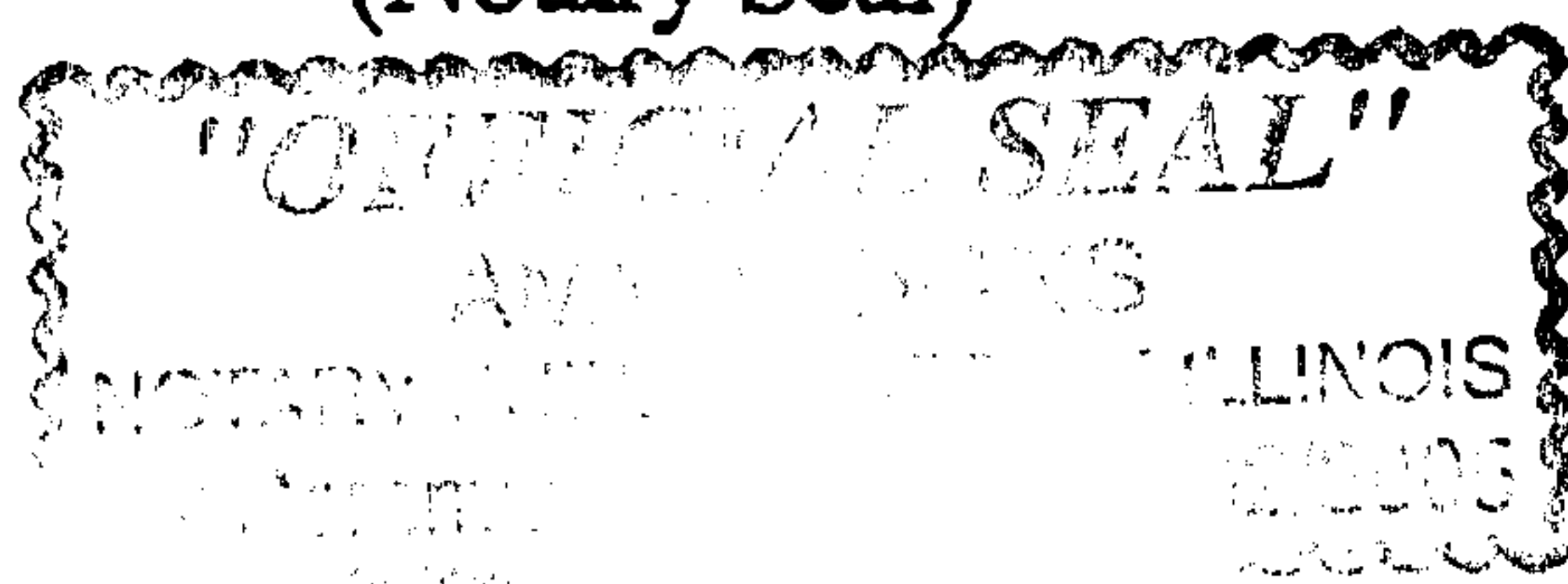
(Corporate Seal)

STATE OF Illinois
COUNTY OF DeWitt

I, the undersigned, a notary public in and for said State and County, do hereby certify that Kevin Russell, who is personally known to me to be the Manager Ticker Sales of BP Products North America Inc., a Maryland corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this date in person, and acknowledged that in such capacity he signed and delivered said instrument pursuant to authority given by the Board of Directors of said corporation, as his free and voluntary act, and as the free and voluntary act and deed of . BP Products North America Inc.

GIVEN under my hand and official seal this 28 day of February, 2005.

(Notary Seal)



[Signature]
Notary Public
My Commission Expires: _____

20050504000212360 3/3 \$20.00
Shelby Cnty Judge of Probate, AL
05/04/2005 08:20:19AM FILED/CERT

EXHIBIT "A"

All that lot, tract or parcel of land lying, situate and being located in part of the Northwest 1/4 of the Southeast 1/4 of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama, and being more particularly shown and identified as LOT "B", 56,750 SQ. FT. \pm , 1.303 ACRES \pm on that certain plat of survey entitled "SPECTRUM - 280 SUBDIVISION," dated April 29, 2003, prepared by Laurence D. Weygand, Reg. RE. & L.S. # 10373, which plat of survey was recorded on January 27, 2004, in Map Book 32, page 111, in the Office of the Probate Judge of Shelby County, Alabama, to which plat reference is made for the more particular description of said LOT B.

The above-described property is part of that certain tract or parcel of land conveyed to Spectrum Realty, Inc. by BP Exploration & Oil, Inc. by Limited Warranty Deed dated December 26, 2000, filed on January 26, 2001, and recorded as Instrument No. 2001-02850, in the Office of the Probate Judge of Shelby County, Alabama