

20071101000506500 1/8 \$1282.00  
Shelby Cnty Judge of Probate, AL  
11/01/2007 02:51:11PM FILED/CERT

This instrument was prepared by:

Gail Livingston Mills, Esq.  
Burr & Forman LLP  
3400 Wachovia Tower  
Birmingham, AL 35203

Send Tax Notice to:

Regions Bank  
250 Riverchase Parkway  
Suite 600  
Birmingham, AL 35244

**STATE OF ALABAMA     )**

**COUNTY OF SHELBY     )**

**STATUTORY WARRANTY DEED WITH DECLARATION OF RESTRICTIVE COVENANTS**

**KNOW ALL MEN BY THESE PRESENTS:** That for and in consideration of Ten Dollars (\$10.00) to the undersigned grantor, **CALERA COMMONS LLC**, an Alabama limited liability company (the "Grantor"), in hand paid by **REGIONS BANK**, an Alabama banking corporation (collectively, hereinafter referred to as "Grantee"), the receipt and sufficiency whereof are hereby acknowledged, Grantor does hereby grant, bargain, sell, and convey unto Grantee all of its right, title and interest in and to that certain real estate (the "Property") situated in Shelby County, Alabama, to-wit:

Lot 1, according to the Survey of Limestone Marketplace Subdivision, as recorded in Map Book 38, Page 150 in the Probate Office of Shelby County, Alabama.

**TOGETHER WITH** all the rights, tenements, hereditaments, improvements, easements and appurtenances thereto belonging or in anywise appertaining.

The Property is conveyed subject to those matters which are set forth on Exhibit A and made a part hereof (the "Permitted Encumbrances") and further subject to those restrictive covenants set forth on Exhibit B attached hereto, which such restrictive covenants shall run with the land shall be binding upon the Grantee and the Grantee's successors and assigns.

**TO HAVE AND TO HOLD** the Property unto the Grantee and the Grantee's successors and assigns, forever.

**AND THE GRANTOR** does hereby covenant with and warrant to the Grantee that the Grantor is lawfully seized of the Property in fee simple (subject only to the Permitted Encumbrances); that the Grantor has good right and lawful authority to sell and convey the Property and will warrant and forever defend the right and title to the above described property unto the Grantee against the claims of Grantor and all others claiming by or under Grantor, but not otherwise.

[REMAINDER OF PAGE INTENTIONALLY DELETED]

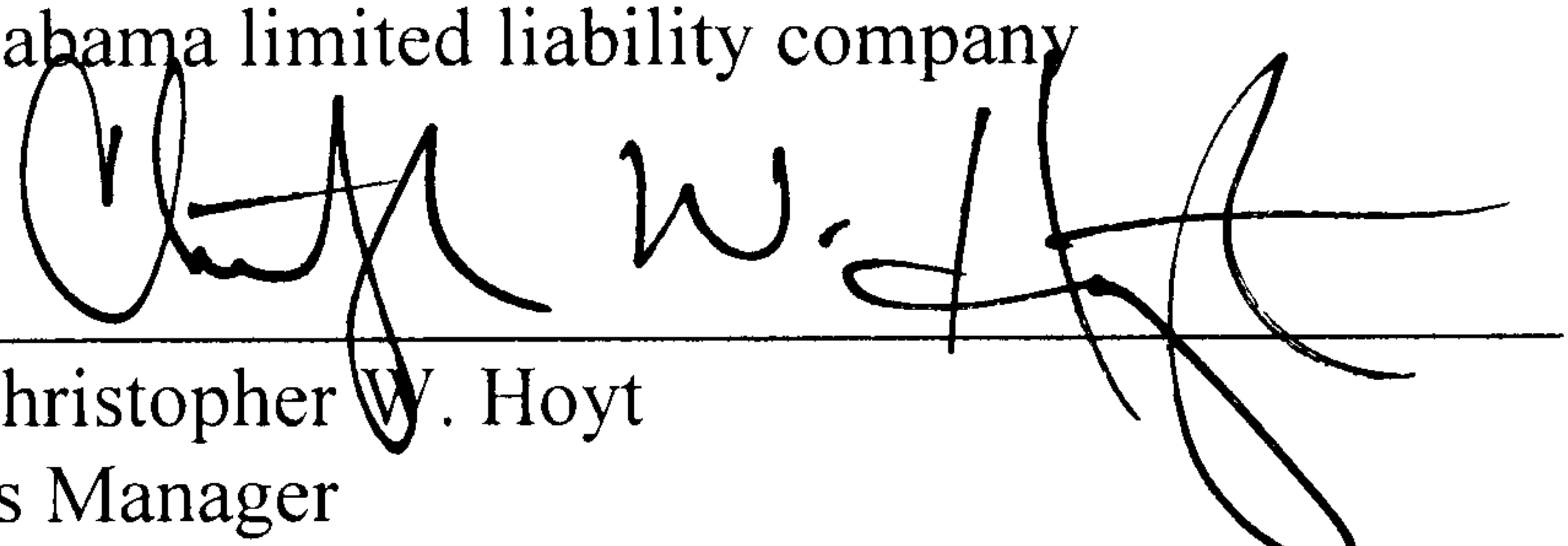
Shelby County, AL 11/01/2007  
State of Alabama

Deed Tax: \$1250.00

IN WITNESS WHEREOF, Grantor has caused this Deed to be properly executed on this 31<sup>st</sup> day of October, 2007.

**GRANTOR:**

**CALERA COMMONS LLC,**  
an Alabama limited liability company

BY:   
Christopher W. Hoyt  
its Manager

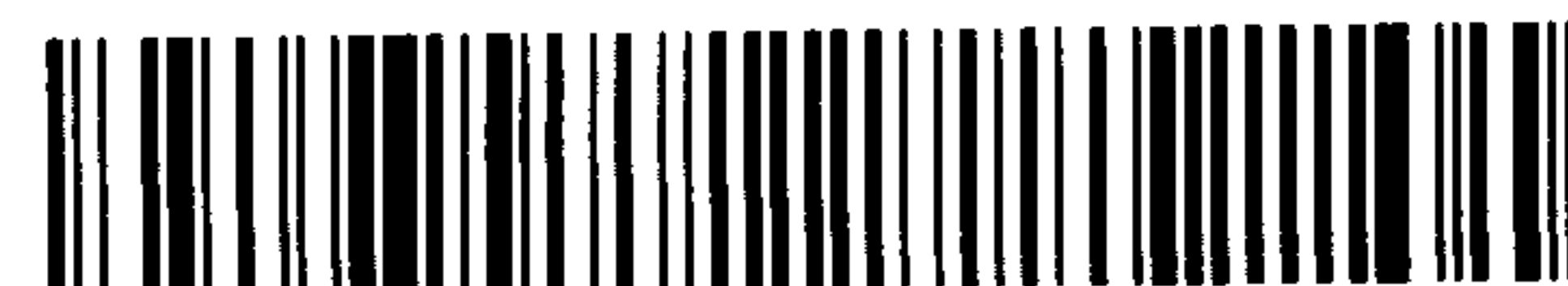
**STATE OF ALABAMA     )**

**JEFFERSON COUNTY     )**

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Christopher W. Hoyt, as Manager, of Calera Commons LLC, an Alabama limited liability company, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, and with full authority, he executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 31<sup>st</sup> day of October, 2007.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission expires: 1-26-2010

  
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## EXHIBIT A

### PERMITTED ENCUMBRANCES

1. Taxes and assessments for the year 2008 and subsequent years, which are not yet due and payable.
2. Eight (8) foot utility easement as shown on recorded map.
3. Twenty (20) foot storm sewer easement as shown on recorded map.
4. Thirty-five (35) foot building setback lines as shown on recorded map.
5. Fifteen (15) foot building setback lines as shown on recorded map.
6. Restrictions appearing of record on recorded map.
7. Headwall and thirty-six (36) inch RCP on westerly portion of subject property as shown on Survey of Sain Associates, dated September 7, 2007.

## EXHIBIT B

### RESTRICTIVE COVENANTS

Grantee, by its acceptance of this deed, agrees and acknowledges that the following covenants, conditions, and restrictions are hereby placed upon the Property, which such covenants, conditions, and restrictions shall run with the land, and Grantee, on behalf of itself and its successors and assigns, covenants and agrees to comply with the following covenants, conditions, and restrictions (collectively, the "Restrictive Covenants"):

A. **Brownsfield Covenants.** The Property is part of the a larger tract of land which is subject to that certain Conditional Letter of Concurrence, Site No. 461-9413, dated December 6, 2006, issued by the Alabama Department of Environmental Management, a copy of which is attached hereto as Exhibit C (the "ADEM Concurrence Letter"). Therefore, in order to comply with the express requirements of the ADEM Concurrence Letter, the Property is hereby conveyed **subject to** the following restrictive covenants which shall remain in full force and effect unless and until the same are revised pursuant to actions taken in accordance with Code of Alabama 1975 §22-30E-1 et seq. (as the same may hereafter be amended) and an amendment placed of record to reflect such revision:

1. The Property shall be used only for industrial or commercial purposes; and
2. Use of groundwater for potable purposes is expressly prohibited.

B. **Noxious Use Restrictive Covenants.** No portion of the Property may be used for any of the following purposes:

1. a tavern, bar, nightclub, discotheque, gentlemen's club, burlesque, topless, or other type "strip joint" or any other establishment selling alcoholic beverages for on-premises consumption; provided, however, the foregoing shall not prohibit the operation of a restaurant with the sale of alcoholic beverages therein comprised less than forty percent (40%) of the restaurant's gross revenues;
2. any use which emits an obnoxious odor, noise, or sound which can be heard or smelled outside of any building on the Property;
3. any "second hand" store or "surplus" store, thrift shop or other business principally engaged in the sale of used merchandise;
4. any fire sale, going out of business sale, bankruptcy sale (unless pursuant to a court order) or auction house operation;
5. a flea market;
6. any casino or other gambling facility or operation, including but not limited to, off-tract or sports betting parlors, table games such as black-jack or poker, slot machines, video gambling machines and similar devices, and bingo halls (except that this provision shall not prohibit governmental sponsored gambling activities or charitable gambling activities if such activities are incidental to the business operation being conducted by the occupant);

7. an adult-type book store or other establishment selling or exhibiting pornographic materials;
8. a massage parlor, tattoo parlor, pawn shop, or head shop;
9. a mobile home or trailer court, labor camp, junkyard or stockyard;
10. a landfill, garbage dump or for the dumping, disposing, incineration or reduction of garbage;
11. a medical facility that performs abortions; or
12. any dangerous, noxious, offensive or excessively noisy activities, oil or mineral exploration and the keeping of animals, birds or fowl.

**EXHIBIT C**  
**ADEM CONCURRENCE LETTER**

[See Attached]

# ADEM



## ALABAMA DEPARTMENT OF ENVIRONMENTAL MANAGEMENT

POST OFFICE BOX 301463 38130-1463 ♦ 1400 COLISEUM BLVD. 36110-2058

MONTGOMERY, ALABAMA

WWW.ADEM.STATE.AL.US

(334) 271-7700

ONIS "TREY" GLENN, III, P.E.  
DIRECTOR

BOB RILEY  
GOVERNOR

December 6, 2006

Christopher Hoyt, Manager  
Calera Commons, LLC  
Post Office Drawer 247  
Birmingham, Alabama 35201

Facsimiles: (334)  
Administration: 271-7950  
General Counsel: 394-4332  
Communication: 394-4383  
Air: 279-3044  
Land: 279-3050  
Water: 279-3051  
Groundwater: 279-5631  
Field Operations: 272-6131  
Laboratory: 277-6718  
Mining: 394-4326

Re: Conditional Letter of Concurrence  
Former Alabama Department of Transportation Property  
✓ Site No. 461-9413

Dear Mr. Hoyt:

On March 14, 2006, Gallet & Associates, Inc. submitted an application on behalf of Calera Commons, LLC to the Department for coverage under the Brownfield Redevelopment and Voluntary Cleanup Program. The program details procedures necessary for the assessment and remediation of the former Alabama Department of Transportation Property located at the description below.

The former Alabama Department of Transportation Property is located at 5185 Highway 31, Calera, Shelby County, Alabama. The site is depicted on the United States Geological Survey 7.5-minute Topographic Quadrangle Bounds Lake, Alabama, dated 1980. The site is located in the eastern portion of Section 4, Township 22 South, Range 2 West.

The Alabama Department of Environmental Management (ADEM) has determined that Calera Commons, LLC has successfully completed the requirements of the Brownfields Redevelopment and Voluntary Cleanup Program and hereby issues this Conditional Letter of Concurrence for the former Alabama Department of Transportation Property. Successful completion of the ADEM Voluntary Cleanup Program requirements grants this site applicable liability protections cited in the Alabama Land Recycling and Economic Redevelopment Act.

Pursuant to Code of Alabama 1975 § 22-30E-9 (c) (5), the limitations of liability for this site shall remain in effect provided the following land use and institutional controls are adequately maintained:

1. Restriction of the property for industrial and commercial use.
2. Prohibition on the use of groundwater for potable purposes.
3. Deed notations to ensure that future purchasers are advised of the restrictions on site use.

Birmingham Branch  
110 Vulcan Road  
Birmingham, Alabama 35203-4702  
(205) 942-6168  
(205) 941-1603 (Fax)

Decatur Branch  
2715 Sandlin Road, S.W.  
Decatur, Alabama 35603-1333  
(256) 353-1713  
(256) 340-9359 (Fax)

Mobile Branch  
2204 Perimeter Road  
Mobile, Alabama 36615-1131  
(251) 450-3400  
(251) 479-2593 (Fax)

Mobile - Coastal  
4171 Commanders Drive  
Mobile, Alabama 36615-1421  
(251) 432-6533  
(251) 432-6593 (Fax)

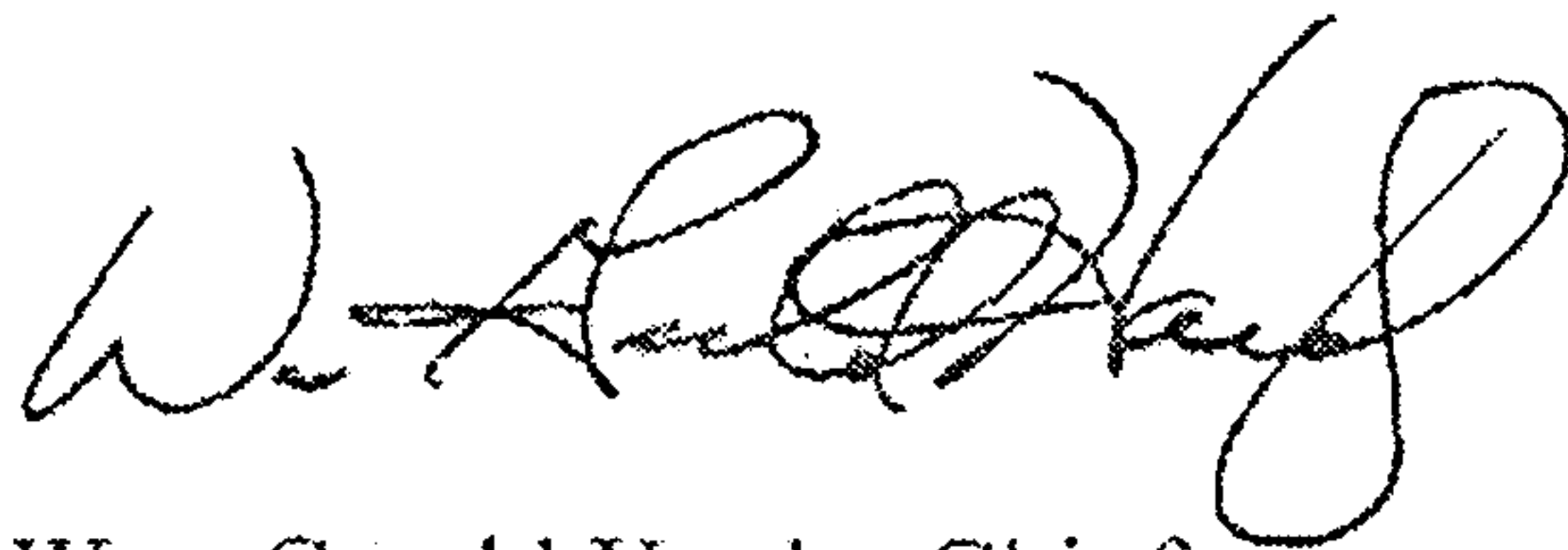
  
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Christopher Hoyt, Manager  
December 6, 2006  
Page 2

If you have questions or comments regarding this matter, please contact Neoshia M. Simmons at (334) 271-7910 or via email at [nsimmons@adem.state.al.us](mailto:nsimmons@adem.state.al.us).

Sincerely,



Wm. Gerald Hardy, Chief  
Land Division

WGH/nms

cc: Terrell Rippstein, Gallet & Associates, Inc.

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