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Shelby Cnty Judge of Probate, AL
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**MEMORANDUM OF FIRST AMENDMENT OF
GROUND LEASE AND OPTION AGREEMENT**

THIS FIRST AMENDMENT OF GROUND LEASE AND OPTION AGREEMENT (this "Amendment") is made and entered into as of the 26th day of August, 2013 (the "Effective Date"), by and between **THE COMMERCIAL DEVELOPMENT AUTHORITY OF THE CITY OF ALABASTER, ALABAMA**, an Alabama municipal corporation ("Ground Lessor" and "Authority") and **HIGHWAY 11/31 LLC**, a Delaware limited liability company ("Tenant").

WITNESSETH:

WHEREAS, the Authority and Colonial Realty Limited Partnership entered into that certain Ground Lease and Option Agreement dated December 1, 2005, a memorandum of which was recorded January 11, 2006 as Instrument No. 20060111000019860, as assigned to Highway 31 Alabaster Two, LLC by instruments recorded January 11, 2006 as Instrument Nos. 20060111000019870 and 20060111000019880, as further assigned to Highway 11/31 LLC by instrument recorded December 18, 2007 as Instrument No. 20071218000569440, all records of Shelby County, Alabama (the "Ground Lease"), whereby the Authority leased certain property located in the City of Alabaster, Shelby County, Alabama as described on Exhibit "A" of the Ground Lease (the "Property").

WHEREAS, the Property was subsequently subdivided as set forth on the plat of Colonial Promenade Alabaster South, recorded at Map Book 38, Pages 119A and 119B, records of Shelby County, Alabama (the "Plat"). A portion of the Property, as subdivided by the Plat, is now designated as Lots 14 and 15, which lots are contiguous to South Colonial Parkway, a publicly dedicated road (the "Roadway"), as shown on said Plat. The Roadway has been relocated and, as a result of such relocation, a .10 acre portion of the Roadway has been vacated by The City of Alabaster, as stated in the Declaration of Vacation of Right of Way and, combined with Lot 15 of the Plat, to become Lot 15-A, and a .08 acre portion of existing Lot 14 has been dedicated to The City of Alabaster, to form a portion of the relocated Roadway, and Lot 14 to become Lot 14-A, all as shown on plat of Colonial Promenade Alabaster South No. 2, recorded in Map Book 43, Page 104, records of Shelby County, Alabama (the "Replat").

WHEREAS, the purpose of this amendment is to amend Exhibit "A" of the Ground Lease to properly describe the Property, as reconfigured by the Plat and Replat. Accordingly, the parties hereto do hereby amend Exhibit "A" of the Ground Lease to describe the Property as follows:

"EXHIBIT "A"

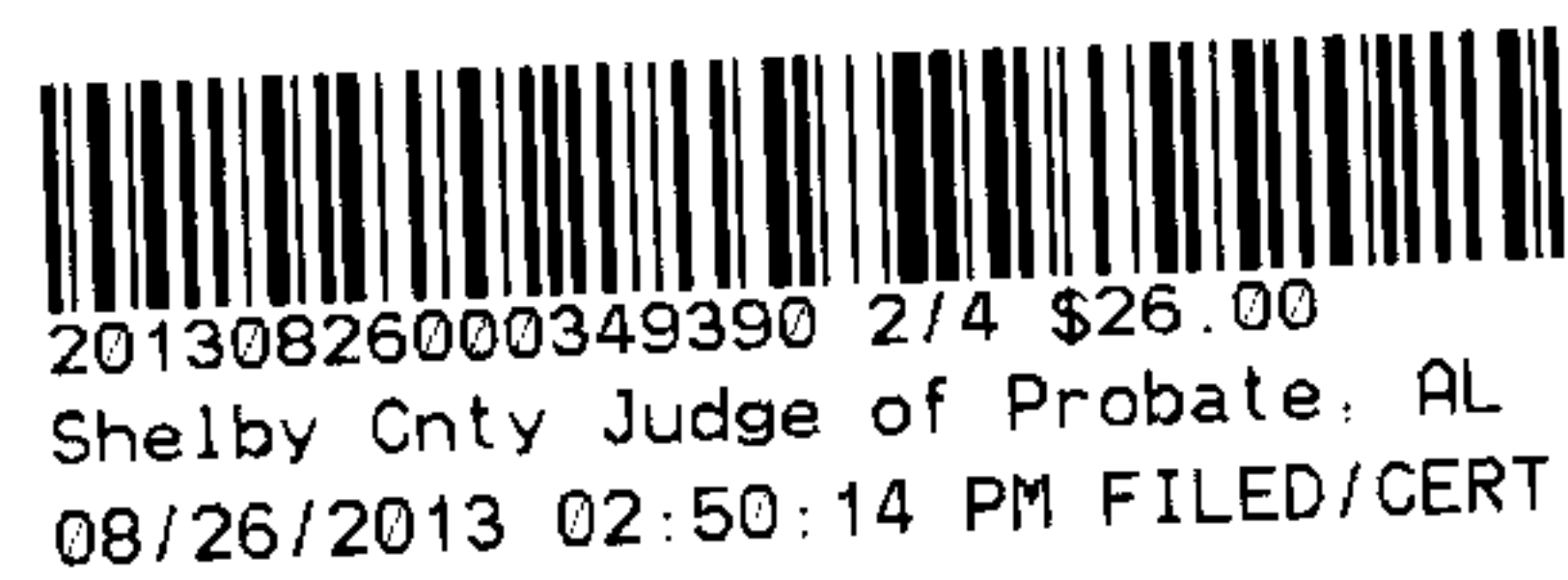
LEGAL DESCRIPTION

Lots 9, 10, 11, 12 and 13 of Colonial Promenade Alabaster South, Map Book 38, Pages 119A and 119B; and Lots 14-A and 15-A of Colonial Promenade Alabaster South No. 2 as recorded in Plat Book 43, Page 104, records of Shelby County, State of Alabama."

Except as amended by this Amendment, the Ground Lease remains unchanged and in full force and effect.

This Amendment may be executed in counterparts, each of which taken together shall constitute one and the same agreement binding upon the parties.

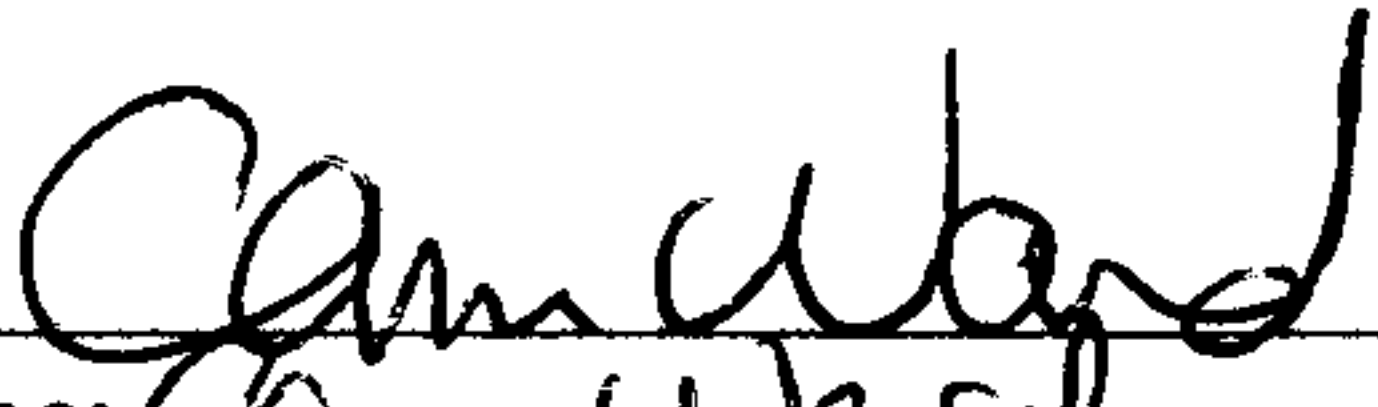
[Signatures to follow on next page]



IN WITNESS WHEREOF, the parties hereto have executed this Amendment by and through their respective and duly authorized representatives as of the day and year first above written.

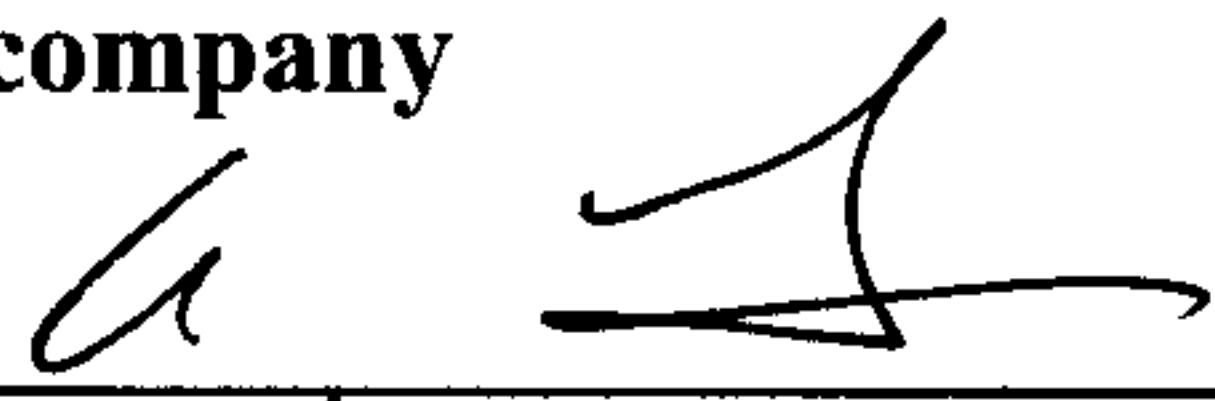
GROUND LESSOR/LANDLORD:


**THE COMMERCIAL DEVELOPMENT
AUTHORITY OF THE CITY OF
ALABASTER, ALABAMA**, an Alabama
municipal corporation

By: 
Name: Cam Ward
Its: Attorney

TENANT:

**HIGHWAY 11/31 LLC, a Delaware limited
liability company**

By: 
Name: William Keith
Its: Attorney


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STATE OF ALABAMA)
COUNTY OF)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Cam Ward, whose name as Attorney of THE COMMERCIAL DEVELOPMENT AUTHORITY OF THE CITY OF ALABASTER, ALABAMA, an Alabama municipal corporation, is signed to the foregoing Amendment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment, ~~(s)~~he, in her/his capacity and with full authority, executed the same voluntarily for and as the act of and on behalf of said entity.

Given under my hand and official seal this the 20th day of August, 2013.

Beverly J. Barker
Notary Public
My Commission Expires: _____
NOTARY PUBLIC STATE OF ALABAMA
MY COMMISSION EXPIRES: Apr 14, 2014
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA)
COUNTY OF)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that William A. Veitner III, whose name as Manager of HIGHWAY 11/31 LLC, a Delaware limited liability company, is signed to the foregoing Amendment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment, ~~(s)~~he, in her/his capacity and with full authority, executed the same voluntarily for and as the act of and on behalf of said entity.

Given under my hand and official seal this the 20 day of August, 2013.

[Signature]
Notary Public
My Commission Expires: 6-23-15



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