


This instrument prepared by:

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420 20th Street North, Suite 1400
Birmingham, Alabama 35203


20130826000349400 1/4 \$30.00
Shelby Cnty Judge of Probate, AL
08/26/2013 02:50:15 PM FILED/CERT

**FIRST AMENDMENT OF SUB-GROUND LEASE
AND PURCHASE AND SALE AGREEMENT**

THIS FIRST AMENDMENT OF SUB-GROUND LEASE AND PURCHASE AND SALE AGREEMENT (this "Amendment") is made and entered into as of the 29th day of July, 2013 (the "**Effective Date**"), by and between **HIGHWAY 11/31 LLC**, a Delaware limited liability company ("**Sub-Lessor**") and **HIGHWAY 11/31 II, LLC**, a Delaware limited liability company ("**Sub-Lessee**").

WITNESSETH:

A. The Commercial Development Authority of the City of Alabaster, Alabama (the "**Authority**"), as ground lessor, leased to Colonial Realty Limited Partnership, ground lessee, the property described on Exhibit "A" of 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 (the "**Ground Lease**"). A portion of the real property that is the subject of the Ground Lease (the "**Target Sublease Parcel**") was subleased by Highway 31 Alabaster Two, LLC to Target as set forth in Memorandum of Sub-Ground Lease and Purchase and Sale Agreement recorded January 13, 2006 as Instrument No. 20060113000022880 (the "**the Target Sublease**"). The Ground Lease was subsequently assigned by Highway 31 Alabaster Two, LLC to Highway 11/31 LLC by instrument recorded December 18, 2007 as Instrument No. 20071218000569440. The real property as described in the Ground Lease and the Target Sublease was subdivided by Survey of Colonial Promenade Alabaster South recorded in Map Book 38, Pages 119A and 119B, and further subdivided by Survey of Colonial Promenade Alabaster South No. 2, recorded Aug 26, 2013 in Map Book 43, Page 104 (the "**Subdivision**"), and the Ground Lease was amended to reflect the new property description, as set forth in Memorandum of First Amendment of Ground Lease and Option Agreement recorded simultaneously herewith as Instrument No. 20130826000349390 (the "**Amended Ground Lease**"), with the Target Sublease being simultaneously assigned to Highway 11/31 II, LLC, Sub-Lessee herein, by Assignment and Assumption of Sublease recorded 8-26-13 2013 as Instrument No. 20130826000349370 (the "**Highway 11/31 II Sublease**"), all records of Shelby County, Alabama. 20130826000349380

NOW THEREFORE, in exchange for the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, parties hereby amend the Highway 11/31 II Sublease as follows:

1. The description of the Target Sublease Parcel as set forth on Exhibit "A" of the Highway 11/31 II Sublease is amended as follows:

"EXHIBIT "A"

LEGAL DESCRIPTION

Lot 15-A of Colonial Promenade Alabaster South No. 2 as recorded in Plat Book 43, Page 104, records of Shelby County, State of Alabama."

2. Except as amended by this First Amendment of Sub-Ground Lease and Purchase And Sale Agreement, the Highway 11/31 II Sublease remains unchanged and in full force and effect.

3. 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]

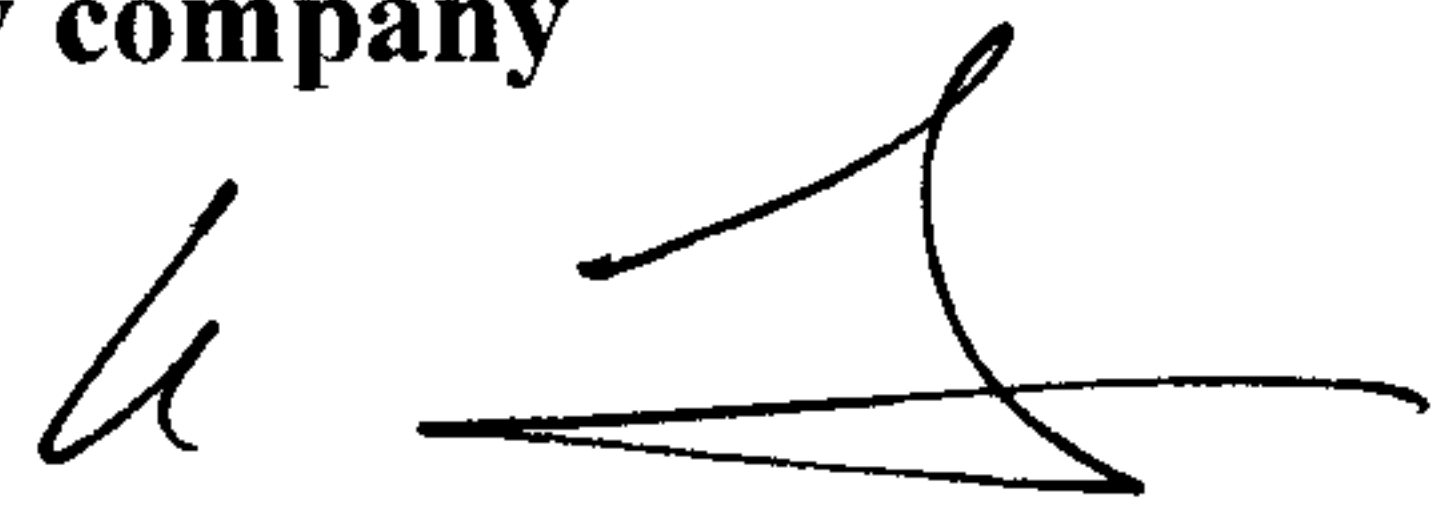


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IN WITNESS WHEREOF, the parties hereto have executed this Amendment by and through their respective and duly authorized representatives as of the day and year first above written.

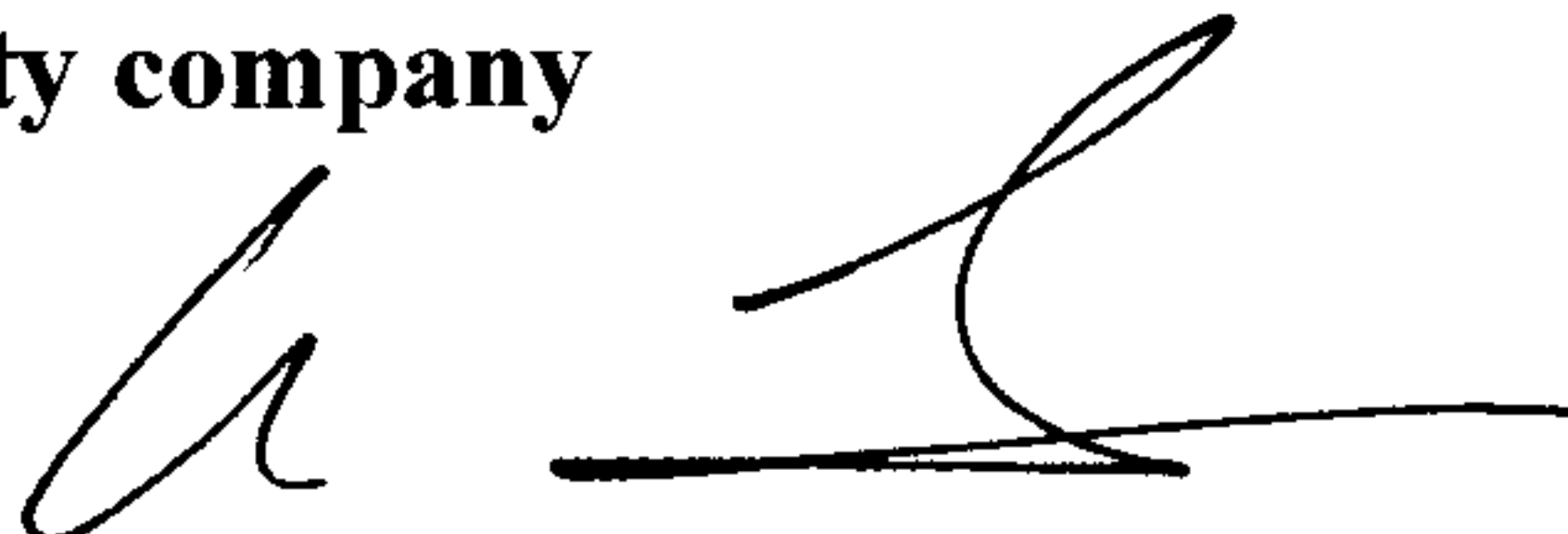
SUB-LESSOR:

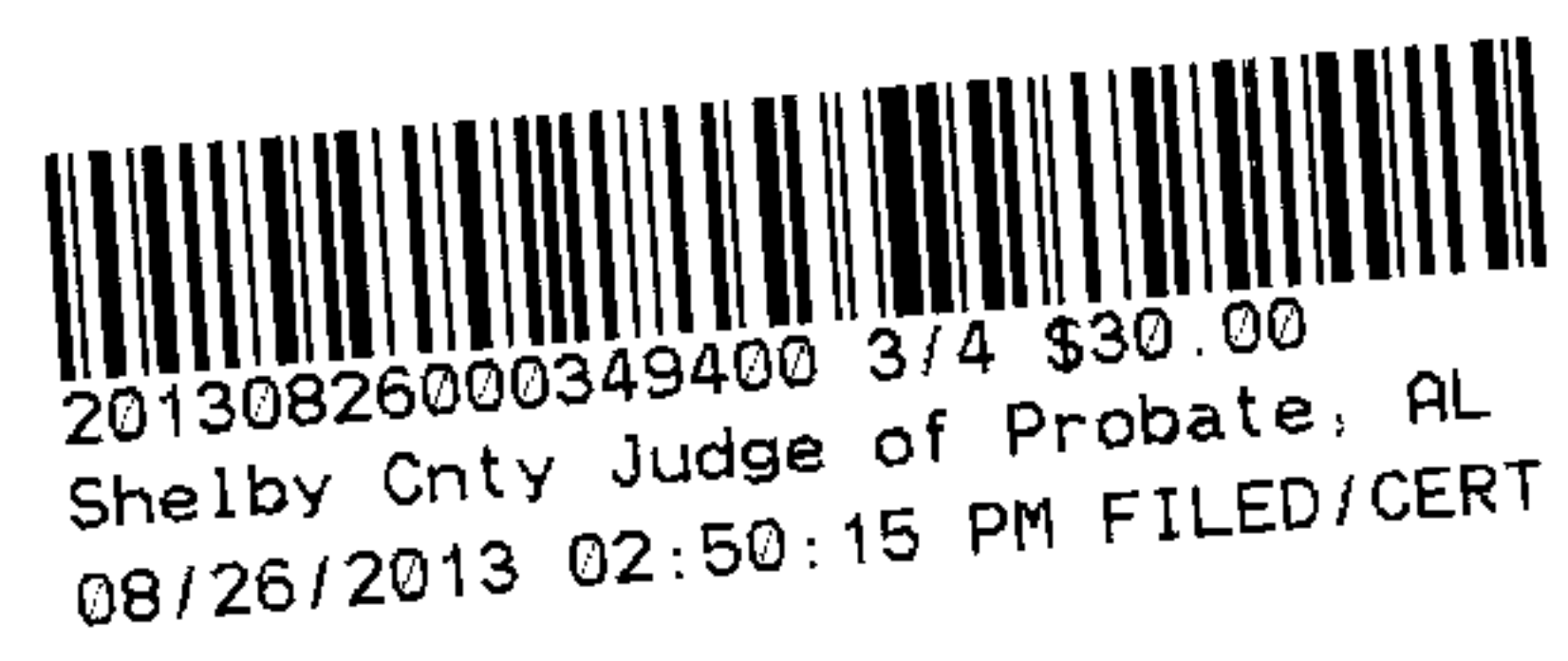
HIGHWAY 11/31 LLC, a Delaware limited liability company

By: 
Name: William Leimer
Its: Manager

SUB-LESSEE:

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

By: 
Name: William Leimer
Its: Manager



STATE OF ALABAMA
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that William A. Jeter, 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, ~~she~~ 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 29th day of July, 2013.

[Signature]
Notary Public
My Commission Expires: 10-01-2014

STATE OF ALABAMA
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that William A. Jeter whose name as Manager of HIGHWAY 11/31 II, 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, ~~she~~ 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 29th day of July, 2013.

[Signature]
Notary Public
My Commission Expires: 10-01-2014



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