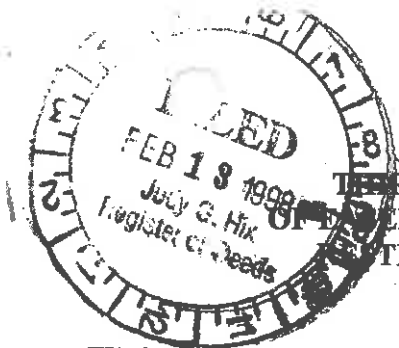


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THIRD AMENDMENT TO DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS FOR BROOKFIELD SOUTH

THIS THIRD AMENDMENT TO DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS FOR BROOKFIELD SOUTH (this "Third Amendment") is made as of the 2nd day of February, 1998, by NATIONSBANK, N.A (successor to NationsBank, N.A. (Carolinas) and NationsBank of North Carolina, N.A.), AS TRUSTEE FOR THE NCNB REAL ESTATE FUND (hereinafter referred to as "Declarant");

WITNESSETH:

WHEREAS, by that certain Declaration of Easements, Covenants, Conditions and Restrictions for Brookfield South recorded in Deed Book 1539 at Page 887 in the Office of the R.M.C. for Greenville County, South Carolina (hereinafter referred to as the "Declaration"), Declarant subjected certain real property in Greenville County, South Carolina, to those certain protective covenants, conditions, restrictions and other provisions as set forth therein; and

WHEREAS, by (i) that certain Amendment to Declaration of Easements, Covenants, Conditions and Restrictions for Brookfield South recorded in Deed Book 1539 at Page 931 in the Office of the R.M.C. for Greenville County, South Carolina (the "Amendment") and (ii) that certain Second Amendment to Declaration of Easements, Covenants, Conditions and Restrictions for Brookfield South recorded in Deed Book 1670 at Page 394 in the Office of the R.M.C. for Greenville County, South Carolina (the "Second Amendment"), Declarant amended the Declaration in certain respects as set forth therein; and

WHEREAS, pursuant to Article X, Section 1 of the Declaration, Declarant, both as Declarant and as the owner of more than fifty percent (50%) of the acreage within the Property (as defined in the Declaration), desires to amend further the Declaration in order to, as contemplated in Section 13(b) of Article X of the Declaration, relocate the Lake Easement (as defined in the Declaration).

NOW, THEREFORE, Declarant hereby declares that the Lake Easement is hereby relocated to the area described on Exhibit A attached hereto and incorporated herein by reference (the "Relocated Lake Easement"). In this regard, all references in the Declaration to the "Lake Easement" shall be deemed and construed to refer to the Relocated Lake Easement. Accordingly, the area described on Exhibit C to the Declaration shall no longer be subject to or encumbered by the Lake Easement.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

Drawn by and Mail to:

Kennedy Covington Lobdell & Hickman, L.L.P. (GLCjr)
100 North Tryon Street, Suite 4200
Charlotte, North Carolina 28202-4006

10946

FEB 18 1998

IN WITNESS WHEREOF, Declarant has caused this Third Amendment to be duly executed and sealed as of the day and year first above written.

NATIONSBANK, N.A. (successor to NationsBank, N.A. (Carolinas) and NationsBank of North Carolina, N.A.),
AS TRUSTEE FOR THE NCNB REAL ESTATE FUND

By: *A. B. Causey* (SEAL)
Vice President

Signed, sealed and delivered
in the presence of

Kim Blackwelder
Kathy P. Morgan

Attest: *Karen J. Caplan*
Assistant Secretary

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

PERSONALLY APPEARED before me the undersigned witness who made oath that s/he saw the within named Grantor sign, seal, by and through Addison B. Causey, Jr., as Vice President, and Karen LaPiana, as Assistant Secretary, as and for the act and deed of the Grantor, deliver the within written deed, and that s/he, with the other witness who signed above, witnessed the execution thereof.

Sworn to before me this 2nd
day of February, 1998.

Kim Blackwelder

Robin E. Caldwell
Notary Public for CABARRUS
My Commission Expires Sept. 11, 2000

[NOTARIAL SEAL]

Exhibit A

Legal Description

Lying and being in Greenville County, South Carolina, and being more particularly described as follows:

All that certain piece, parcel or tract of land, lying and being adjacent to the eastern right-of-way boundary of Interstate 385 and being shown as containing approximately 5.05 acres and labeled as "Detention Basin/Common Property" on a plat entitled "Survey for NationsBank, N.A., As Trustee For The NCNB Real Estate Fund," prepared by Piedmont Olsen Hensley, Registered Land Surveyors, dated January 16, 1997, last revised October 16, 1997, recorded in the RMC Office for Greenville County, South Carolina in Plat Book 37-C at Page 56, reference to which plat is hereby made for the metes and bounds description thereof.

FILED FOR RECORD IN GREENVILLE
COUNTY SC R.O.D. OFFICE AT 09:00 AM
02/13/98 RECORDED IN DEED
BOOK 1743 PAGE 0911
DOC # 98010946

Judy B. Hill