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WHEREAS, the Association is comprised of homeowners who own residential properties in the subdivision known as Northwood Hills which adjoins the above described property at the southern boundary of the above-described property and northern boundary of Northwood Hills Subdivision;

WHEREAS, Shaw intends to develop the above-described property for residential use and a part thereof for commercial use;

WHEREAS, Shaw desires to have portions of the above property fronting on Buncombe Road and comprising 7.5 acres more or less rezoned so as to allow commercial purposes in the C-1 classification under the existing zoning ordinances, and the remaining land utilized for residential purposes. A copy of the area proposed for commercial development is attached hereto as Exhibit A and is designated "Proposed C-1" as shown on Exhibit A.

WHEREAS, the parties hereto have entered into an Agreement whereby Association will not contest or protest the requested zoning change for the commercial purpose of the tract shown on Exhibit A in consideration for Shaw utilizing certain areas of the land as a buffer zone between the tracts as referenced hereinafter.

NOW, THEREFORE, in consideration of the mutual terms and covenants stated hereinabove and hereinafter, the parties hereto agree as follows:

1) Association will not, and will encourage its members not to, oppose or protest the reclassification of the zoning in regard to the above tract so as to allow the change of classification so that Shaw may utilize the property shown on Exhibit A for the commercial purposes falling within classification known as C-1 under the present and existing ordinances of the City and County of Greenville, State of South Carolina.

2) In the event the governmental authorities allow the reclassification as proposed herein, then and in such event Shaw hereby agrees and declares that the following buffer zone will be established, created and maintained as set forth herein.