

**PREPARED BY AND
AFTER RECORDING RETURN TO:**

Karen D. Geller
Ram Realty Advisors LLC
4801 PGA Boulevard
Palm Beach Gardens, FL 33418

**FIRST AMENDMENT TO
SECOND AMENDED AND RESTATED EASEMENTS WITH
COVENANTS AND RESTRICTIONS AFFECTING LAND**

This First Amendment to Second Amended and Restated Easements with Covenants and Restrictions Affecting Land (the "**Amendment**") made this 5th day of ~~April~~^{May}, 2025, by and among **RRPV 601 MIDTOWN RALEIGH LP**, a North Carolina limited partnership ("**RRPV**"), **WB REAL ESTATE LLC**, a Texas limited liability company ("**WB**"), **631 SIX FORKS LLC**, a North Carolina limited liability company ("**Six Forks**"), **CHICK-FIL-A, INC.**, a Georgia limited liability company ("**CFA**"), and **FIFTH THIRD BANK, NATIONAL ASSOCIATION**, a federally chartered institution ("**Fifth Third**"), amends that certain Second Amended and Restated Easements with Covenants and Restrictions Affecting Land dated March 13, 2023 and recorded in Book 19282, Page 1569, of the Public Records of Wake County, North Carolina (the "**ECR**") (RRPV, WB, Six Forks, CFA, and Fifth Third shall collectively be referred to as the "**Parties**").

WHEREAS:

A. RRPV owns a fee simple interest in Lot 1 of the Shopping Center as defined in Exhibit A of the ECR;

B. WB Real Estate LLC owns a fee simple interest in Lot 2 of the Shopping Center as defined in Exhibit A of the ECR;

C. Fifth Third leases Future Lot 3 from RRPV pursuant to that certain lease described in that certain Memorandum of Lease dated January 20, 2019 and recorded in Book 17728, Page 1659, of the Public Records of Wake County, North Carolina, as amended by that certain Amendment to Memorandum of Lease dated July 11, 2022 and recorded in Book 19092, Page 2739, of the Public Records of Wake County, North Carolina;

D. Pursuant to Paragraph 23 of the ECR, Fifth Third, as a tenant, is considered a Prime Lessee thereunder;

E. Six Forks owns a fee simple interest in Lot 4 of the Shopping Center as defined in Exhibit A of the ECR;

F. CFA leases Lot 4 from Six Forks pursuant to that certain lease, as assigned to Six Forks from RRPV, described in that certain Declaration of Easements and Restrictions and Short Form Lease dated June 10, 2022 and recorded in Book 19065, Page 2000, of the Public Records of Wake County, North Carolina;

G. Pursuant to Paragraph 23 of the ECR, CFA, as a tenant, is considered a Prime Lessee thereunder;

H. The Parties desire to amend the ECR in accordance with Paragraph 24 thereof, which requires the agreement of all Owners and includes in the definition of Owners all owners of the real property encumbered by the ECR and any Prime Lessees and, as such, the Parties encompass all parties required to amend the ECR; and

I. The Parties have agreed to amend the ECR as hereinafter provided.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants herein contained and of the benefits to be provided hereunder, the Parties for themselves, and their respective successors, successors-in-title, and assigns hereby covenant and agree that the ECR is amended as follows:

1. Exception to Use Restriction. Paragraph 2(a) of the ECR prohibits any portion of the Shopping Center (as that term is defined in the ECR) from being used at any time as (i) an "amusement arcade or facility providing coin-operated amusement devices, rides, pinball machines, mechanical or electronic games, and or similar types of equipment or devices" and (ii) a "theatre, bowling alley, billiard parlor, night club or other place of recreation or amusement (such as laser tag or paint ball facilities; trampolines, miniature or putt-putt golf facilities; go-cart tracks; rock climbing facilities; party, dance, cheer, tumbling or gymnastics facilities)" (collectively referred to herein as the "**Gaming Use Restriction**"). The Owners and Prime Lessees hereby make a one-time exception to the Gaming Use Restriction solely with respect to the operation of a facility doing business as a first class, high tech, interactive gaming concept similar to Activate Games as such business is currently in operation on the portion of Lot 1 designated as the "**Activate Games Parcel**" on Exhibit "A" attached hereto and by reference incorporated herein. Any exception or change to the foregoing shall require an amendment to the ECR. This specific exception will not be deemed to apply to any other agreement entered into by the Parties or waive any of the Parties' rights thereunder.

2. This Amendment shall become effective when executed by the Parties and is recorded in the Public Registry of Wake County.

3. As modified hereby, the ECR shall remain in full force and effect in accordance with the terms thereof.

4. The provisions of this Amendment shall be deemed and held to be easements, covenants, restrictions and equitable servitudes appurtenant to and running with the land, and shall bind and inure to the benefit of the Parties and their respective successors, successors-in-title and assigns.

5. If any part or portion of this Amendment is invalid or unenforceable, such partial invalidity shall not invalidate or terminate this Amendment, and it shall remain in effect as to the remaining part or property. If any property owner or mortgagee of any of the property encumbered or benefitted by the ECR fails to join in or ratify this Amendment, then this Amendment shall nevertheless be valid and binding among the parties who execute, consent to, subordinate to or ratify this Amendment. No property owned by any owner who fails to execute or join in this Amendment shall be entitled to the benefits afforded by this Amendment (if any) to such owner's property, nor shall such owner be deemed a third-party beneficiary of this Amendment.

6. This Amendment has been consented to by certain mortgagees of portions of the Property for the sole purpose of consenting to this amendment and subordinating the lien of their mortgage or other security instrument to the Declaration as amended by this Amendment, such that no foreclosure of the mortgage or other security instrument of a consenting mortgagee shall affect the rights of the other parties to this Amendment or terminate any rights and benefits provided to any property by the Declaration as amended by this Amendment.

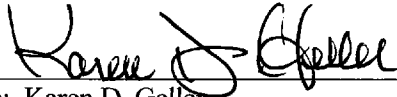
[Signatures follow on next pages.]

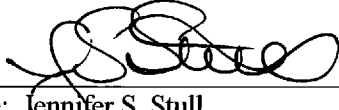
IN WITNESS WHEREOF, this Amendment has been signed, sealed and delivered by the parties on the date above written.

**RRPV 601 MIDTOWN RALEIGH LP,
a North Carolina limited partnership**

By: RRPV 601 Midtown Raleigh GP LLC,
a North Carolina limited liability company
Its: General Partner

By: Ram Realty Associates V LLC,
a Delaware limited liability company
Its: Manager

By: 
Name: Karen D. Geller
Title: Vice President

By: 
Name: Jennifer S. Stull
Title: Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 2nd day of May 2025, before me, a Notary Public, by means of [XX] physical presence or [] online notarization, the undersigned officer, personally appeared Karen D. Geller and Jennifer S. Stull personally known to me to be the people whose names are subscribed to the foregoing instrument, or who have produced _____ as identification, and who acknowledged themselves to be Vice Presidents of Ram Realty Associates V LLC, a Delaware limited liability company, Manager of RRPV 601 Midtown Raleigh GP LLC, a North Carolina limited liability company, General Partner of RRPV 601 Midtown Raleigh LP, a North Carolina limited partnership, and that they, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said company and as an act of the company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Official Seal



LISA J. SANDOVAL
Commission # HH 398205
Expires May 19, 2027

Print Name: Lisa J. Sandoval

Notary Public, State of Florida

My commission expires: May 19, 2027

WB REAL ESTATE LLC,
a Texas limited liability company

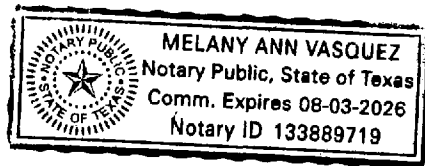
By: 

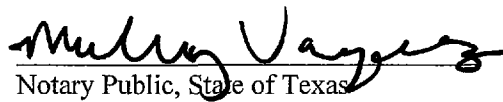
William Sorrells
VP, Real Estate Development

STATE OF TEXAS

COUNTY OF BEXAR

This instrument was acknowledged before me on April 3, 2025, by William Sorrells, the VP, Real Estate Development of WB REAL ESTATE LLC, a Texas limited liability company, on behalf of said limited liability company.




Notary Public, State of Texas

CHICK-FIL-A, INC., a Georgia corporation

By: [Signature]
 Name: DT Hammond
 Title: Director, Basing RE

STATE OF Georgia
 COUNTY OF Fulton

On this 29th day of May, 2025, before me, a Notary Public, by means of ☒ physical presence or ☐ online notarization, the undersigned officer, personally appeared DT Hammond personally known to me to be the person whose name is subscribed to the foregoing instrument, or who has produced _____ as identification, and who acknowledged to be Director of Chick-Fil-A, Inc., a Georgia corporation and in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said corporation and as an act of the corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Official Seal



[Signature]
 Print Name: TRICIA HOOD
 Notary Public, State of Georgia
 My commission expires: July 1, 2027

631 SIX FORKS LLC, a North Carolina limited liability company

By: J E K

Name: James E. Kjarlien

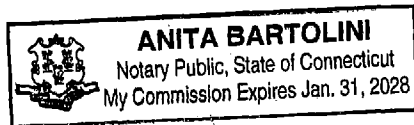
Title: Manager

STATE OF Connecticut
COUNTY OF Fairfield

On this 25 day of April 2025, before me, a Notary Public, by means of ☒ physical presence or ☐ online notarization, the undersigned officer, personally appeared James E. Kjarlien personally known to me to be the person whose name is subscribed to the foregoing instrument, or who has produced CT Drivers license as identification, and who has acknowledged to be Manager of 631 Six Forks, LLC, a North Carolina limited liability company, and in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said company and as an act of the company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Official Seal



Anita Bartolini
Print Name: Anita Bartolini

Notary Public, State of ~~Florida~~ Connecticut

My commission expires: Jan 31, 2028

**FIFTH THIRD BANK, NATIONAL
ASSOCIATION, a federally chartered institution**

By: *Jennifer E. Hume*
Name: Jennifer E. Hume
Title: AVP, Fifth Third Bank Real Estate

STATE OF Ohio

COUNTY OF Hamilton

On this 22 day of April 2025, before me, a Notary Public, by means of ☒ physical presence or
[] online notarization, the undersigned officer, personally appeared Jenn. Per Hume personally
known to me to be the person whose name is subscribed to the foregoing instrument, or who has produced
_____ as identification, and who has acknowledged to be AVP of Fifth Third
Bank, National Association, a federally chartered institution, and in such capacity, being authorized to do
so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said
institution and as an act of the institution.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Official Seal



KAYLA WILLIAMSON
Notary Public, State of Ohio
My Commission Expires:
12-17-2028

Kayla Williamson
Print Name: Kayla Williamson
Notary Public, State of OH
My commission expires: 12-17-28

**FIFTH THIRD BANK, NATIONAL
ASSOCIATION, a federally chartered institution**

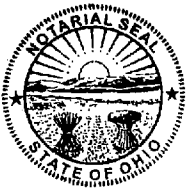
By: Karen Majors
Name: Karen Majors
Title: VP

STATE OF Ohio
COUNTY OF Hamilton

On this 22 day of April 2025, before me, a Notary Public, by means of ☒ physical presence or
[] online notarization, the undersigned officer, personally appeared Karen Majors personally
known to me to be the person whose name is subscribed to the foregoing instrument, or who has produced
VP as identification, and who has acknowledged to be VP of Fifth Third
Bank, National Association, a federally chartered institution, and in such capacity, being authorized to do
so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said
institution and as an act of the institution.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Official Seal



KAYLA WILLIAMSON
Notary Public, State of Ohio
My Commission Expires:
12-17-2028

Kayla Williamson
Print Name: Kayla Williamson
Notary Public, State of OH
My commission expires: 12-17-28

JOINDER, CONSENT AND SUBORDINATION

The undersigned hereby certifies that TRUIST BANK , a North Carolina banking corporation ("Lender"), is the holder of a certain promissory note secured by that certain Amended and Restated Deed of Trust, Security Agreement and Assignment of Leases and Rents and Fixture Filing from RRPV 601 Midtown Raleigh LP, a North Carolina limited partnership ("Borrower"), dated November 15, 2023, and recorded November 16, 2023 in the Register of Deeds of Wake County, North Carolina in Book 19479, Page 927 ("DOT"), and that the undersigned hereby joins in and consents to the First Amendment to the Second Amended and Restated Easements with Covenants and Restrictions Affecting Land ("Amendment") and agrees that Lender's DOT shall be subordinated to the Amendment. Lender is entering into this Joinder, Consent and Subordination solely for the purpose of subordinating its DOT lien encumbering all or any part of the property described in the ECR to all the terms and conditions of the Amendment; provided, however, that nothing contained in this Joinder, Consent and Subordination shall be deemed or construed to effectuate any subordination of the DOT or the rights of Lender to any other matters or to affect the priority of the liens created by the DOT in any respect relative to any other matters placed of record subsequent to the execution and recordation of the DOT.

TRUIST BANK

By: *DRK*Name: DAVID R. KOSMALSKITitle: SVP

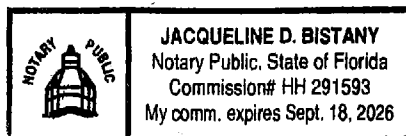
STATE OF FLORIDA

COUNTY OF Sarasota

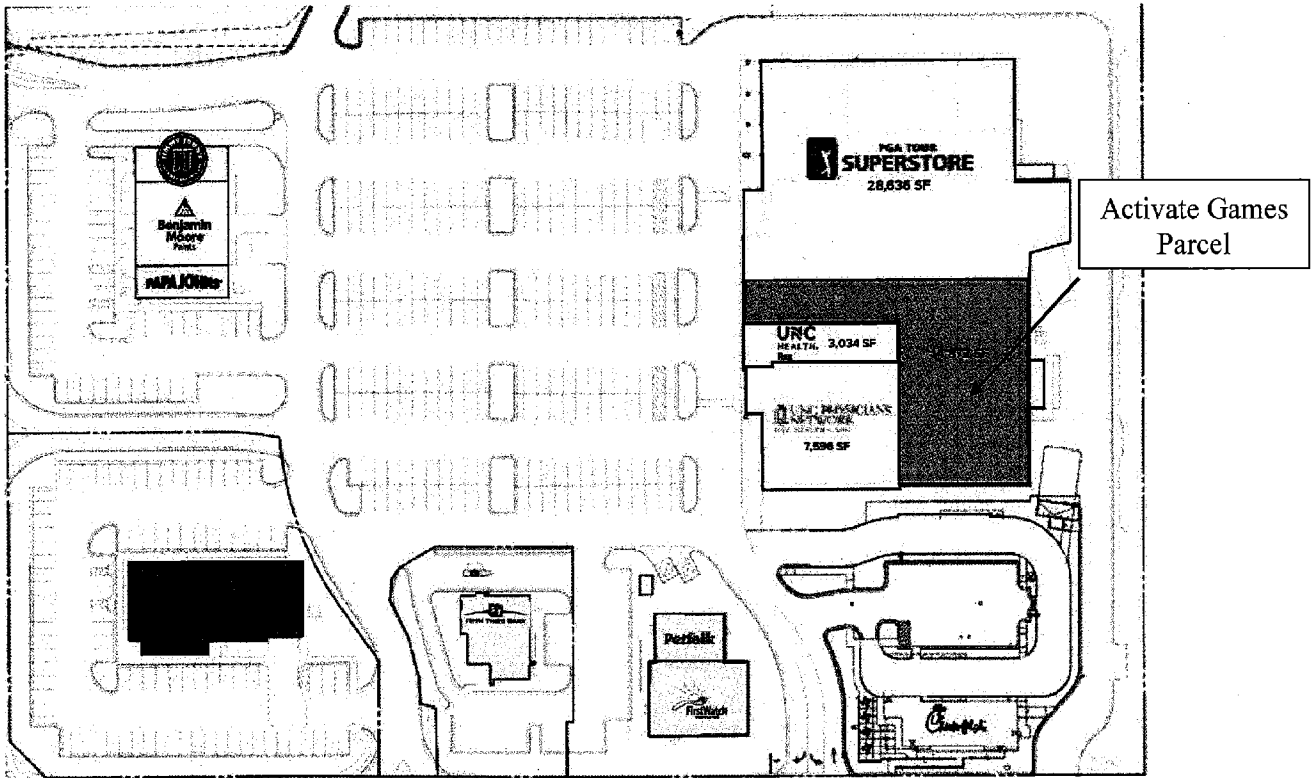
The foregoing instrument was acknowledged before me, a Notary Public, by means of ☒ physical presence or ☐ online notarization, this 11th day of April 2025 by David R. Kosmalski, a SVP of Truist Bank who is ☒ personally known to me or ☐ who has produced _____ as identification.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Official Seal



Jacqueline D. Bistany
 Print Name: Jacqueline D. Bistany
 Notary Public, State of Florida
 My commission expires: 9-18-26

EXHIBIT "A"**LOCATION OF ACTIVATE GAMES PARCEL**

"This map may not be a certified survey and has not been reviewed by a local government agency for compliance with any applicable land development regulations and has not been reviewed for compliance with recording requirements for plats."