

MEMORANDUM OF PURCHASE OPTION

THIS MEMORANDUM OF PURCHASE OPTION is made as of the 1st day of July, 2006, by and between SUBURBAN GAS INCORPORATED, an Alabama corporation ("**Landlord**"), and SUBURBAN GAS PROPANE PARTNERS, LLC, a Maryland limited liability company ("**Tenant**").

WHEREAS, by a certain lease dated as of July 1, 2006, (such Lease, as amended from time to time, the "**Lease**"), Landlord leased to Tenant the premises (the "**Premises**") described in the Lease and also set forth in Section 4 below, subject to the terms, covenants, and conditions set forth in the Lease.

WHEREAS, Pursuant to the Lease, Landlord has granted to Tenant an option (the "**Option**") to purchase the Premise on the terms set forth in the Option.

NOW, THEREFORE, WITNESSETH, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto state as follows with respect to the Lease and the Option:

1. **Names of the parties:**

Landlord: SUBURBAN GAS INCORPORATED, an Alabama corporation

Tenant: SUBURBAN GAS PROPANE PARTNERS, LLC, a Maryland limited liability company

2. **The addresses of the parties set forth in the Lease:**

Landlord's Address: Suburban Gas Incorporated
c/o Ralph N. Rooney
2105 Caldwell Mill Trace
Birmingham, Alabama 35243

Tenant's Address: Suburban Gas Propane Partners, LLC
6708 Old National Pike
P.O. Box 158
Boonsboro, Maryland 21713-0158

3. **Confirmation of Option:**

The parties hereby acknowledge and confirm the existence of the Option. The terms of the Option are set forth in the Lease.

4. **Description of Premises as set forth in the Lease and Subject to Option:**

Real property situated with an address of (1) Highway 25, Waterworks Street, Columbiana, Alabama, and (2) Highway 119 South, Alabaster, Alabama, shown on Exhibit A attached hereto and made a part hereof.

5. **Term of the Lease:** 84 months
- Commencement date:** July 1, 2006
- Termination date:** June 30, 2013
- Renewal Option** Two (2) renewal periods of four (4) years

6. **Term of Option:**

Tenant shall have the Option during the Term of the Lease.

7. **Counterparts.** This Memorandum of Purchase Option may be executed in one or more counterparts, each of which shall be deemed an original hereof and all of which shall be considered one and the same instrument.

WHEREAS, Landlord and Tenant have executed this Memorandum of Purchase Option pursuant to Section 35-4-51.1 of the Code of Alabama for the purpose of submitting it to be recorded among the Land Records of Shelby County, Alabama.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, the undersigned has executed this Memorandum as of the day and year first above written.

SUBURBAN GAS INCORPORATED

By: [Signature]
Ralph N. Rooney, President

SUBURBAN GAS PROPANE PARTNERS, LLC

By: [Signature]
J. Randall Thompson, President

The State of Georgia ~~Alabama~~

Fulton County}

I, Jody A. Chadwick a Notary Public in and for said County in said State, hereby certify that Ralph N. Rooney, whose name as President of the Suburban Gas Incorporated, an Alabama corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand this the 29th day of June, 2006

[Signature]
(Style of Officer)

The State of Georgia ~~Alabama~~

Fulton County}

I, Jody A. Chadwick, a Notary Public in and for said County in said State, hereby certify that J. Randall Thompson, whose name as President of Suburban Gas Propane Partners, LLC, a Maryland limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 29th day of June, 2006

[Signature]
(Style of Officer)

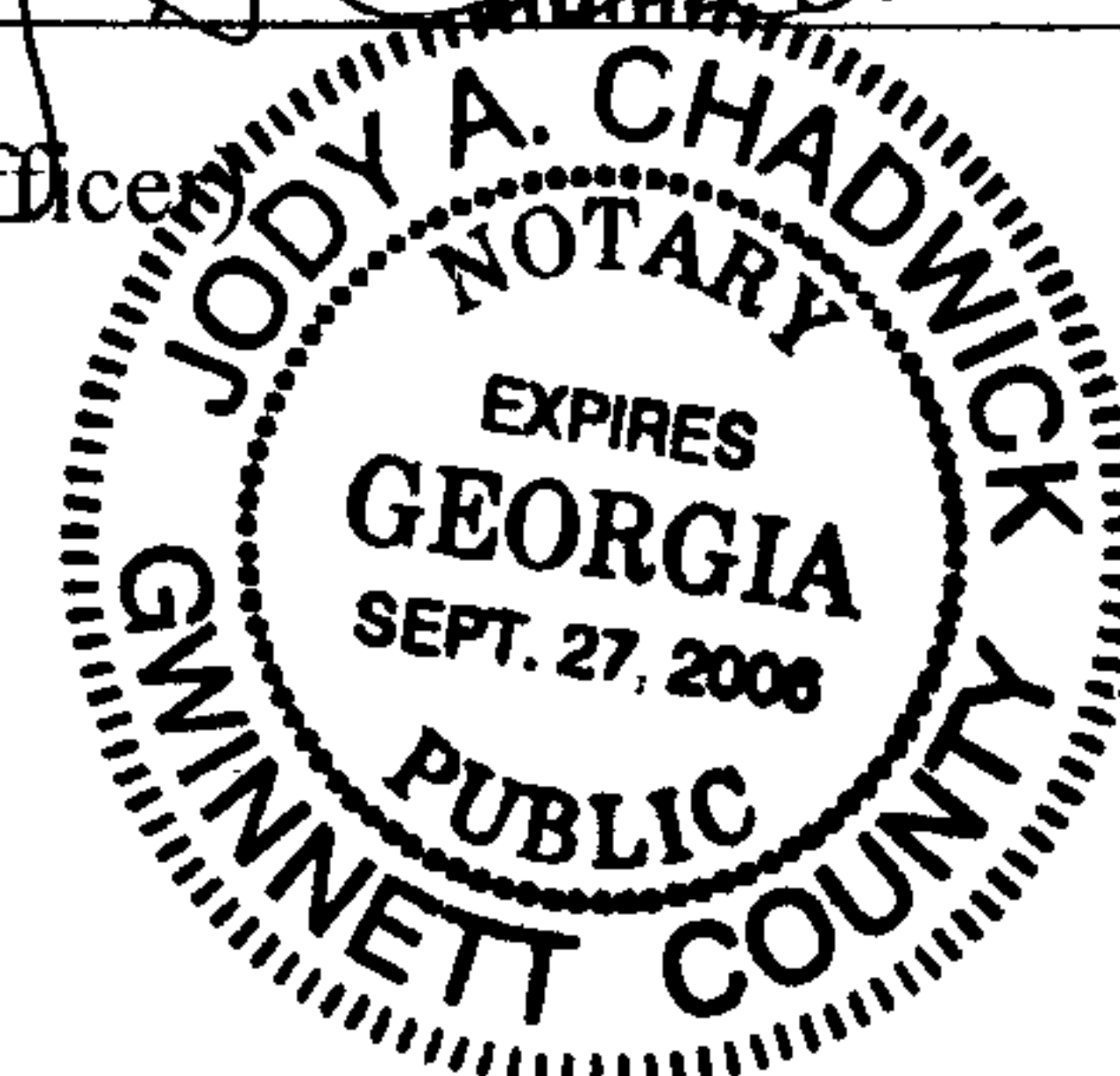
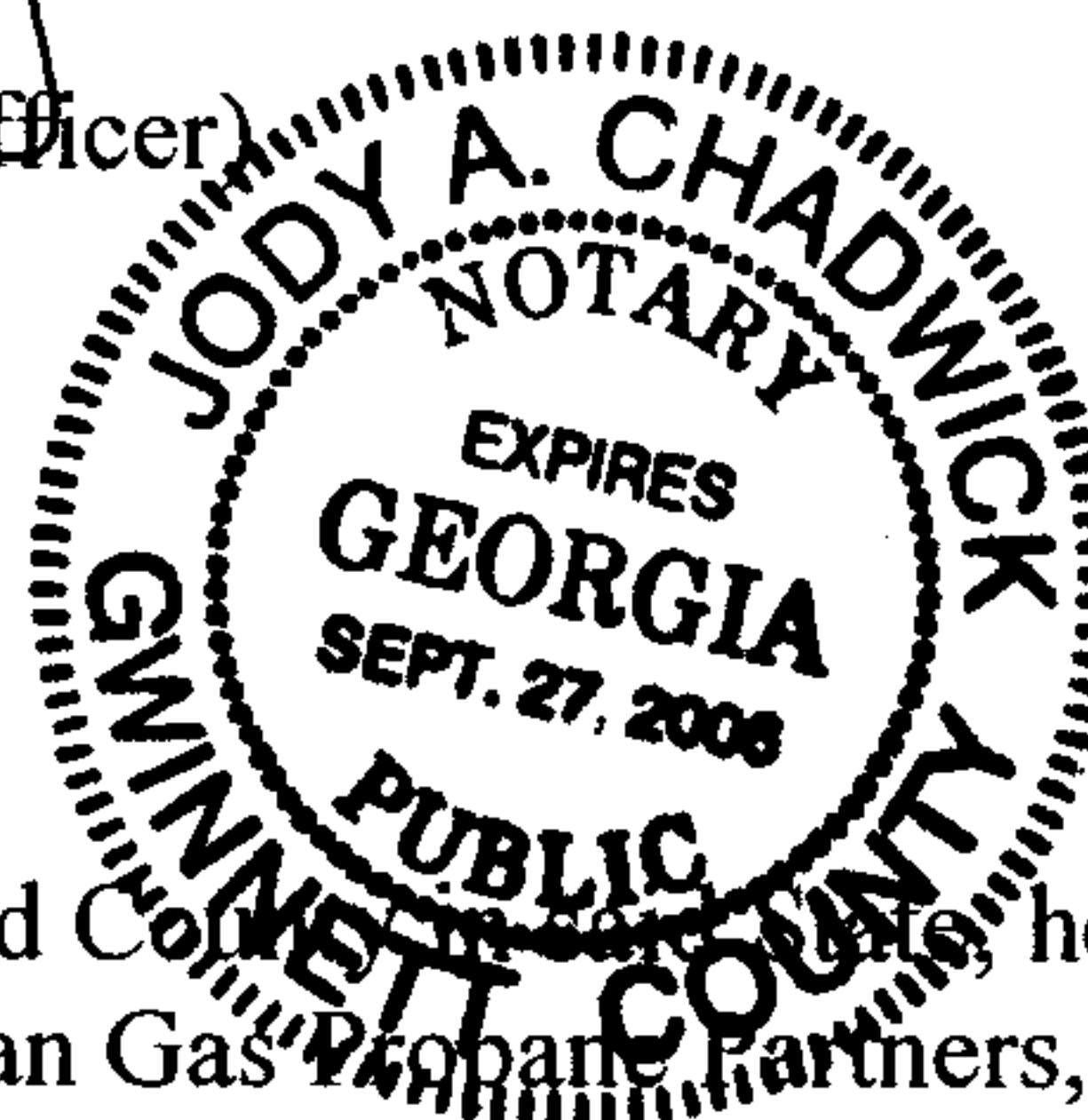


EXHIBIT "A"

1. HIGHWAY 25, WATERWORKS STREET, COLUMBIANA, ALABAMA


Commence at the NE corner of the NE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 26, Township 21 South, Range 1 West; thence run South along the East line of said $\frac{1}{4}$ - $\frac{1}{4}$ for 690.90 feet; thence $83^{\circ}00'30''$ right run 328.01 feet to a point on the West line of Shelby Road; thence $84^{\circ}43'$ right run along the West line of said road for 101.78 feet; thence $2^{\circ}16'00''$ right continue along the West line of said road for 468.27 feet to the South line of Waterworks St.; thence $83^{\circ}42'30''$ left run along the South line of said Street for 153.02 feet to the point of beginning; thence $1^{\circ}50'15''$ left continue along the South line of said street for 230.00 feet to the East R/W of L & N Railroad; thence $104^{\circ}59'45''$ left run along the East R/W of said railroad for 288.47 feet; thence $79^{\circ}41'30''$ left run 164.54 feet; thence $87^{\circ}10'$ left run 265.32 feet to the point of beginning.

Situated in Shelby County, Alabama.



20071114000522250 4/5 \$23.00
Shelby Cnty Judge of Probate, AL
11/14/2007 11:17:11AM FILED/CERT

EXHIBIT "A"


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2. HIGHWAY 119 SOUTH, ALABASTER, ALABAMA

Parcel A:

Commence at the Northwest corner of the Southwest $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 11, Township 21 South, Range 3 West; run thence in an Easterly direction along the North line of said $\frac{1}{4}$ $\frac{1}{4}$ section for a distance of 23.0 feet to the point of beginning; from the point of beginning thus obtained; thence continue along the last described course for a distance of 105.35 feet to a point on the Southwesterly right of way line of L & N Railroad; thence turn an angle to the right of 44 deg. 37 min. 30 sec. and run in a Southeasterly direction along the Southwesterly line of L & N Railroad for a distance of 284.19 feet; thence turn an angle to the right of 135 deg. 22 min. 30 sec. and run in a Westerly direction for a distance of 295.48 feet; thence turn an angle to the right of 86 deg. 31 min. 18 sec. and run in a Northerly direction for a distance of 200 feet to the point of beginning; being situated in Shelby County, Alabama.

ALSO, a non-exclusive right of way over and across the following described property, to wit: Commence at the Northwest corner of the Southwest $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 11, Township 21 South, Range 3 West; run thence in an Easterly direction along the North line of said $\frac{1}{4}$ $\frac{1}{4}$ section for a distance of 23 feet; thence turn an angle to the right of 86 deg. 31 min. 18 sec. and run in a Southerly direction for a distance of 200 feet to the point of beginning; thence turn an angle to the right of 93 deg. 28 min. 42 sec. and run in a Westerly direction for a distance of 382.35 feet to a point on the Easterly right of way line of Montevallo-Siluria Highway; thence turn an angle to the right of 82 deg. and run in a Northerly direction along the Easterly right of way line of said Montevallo-Siluria Highway for a distance of 40.39 feet; thence turn an angle to the right of 98 deg. and run in an Easterly direction for a distance of 385.54 feet; thence turn an angle to the right of 86 deg. 31 min. 18 sec. and run in a Southerly direction for a distance of 40.07 feet to the point of beginning; being situated in Shelby County, Alabama.

Parcel B:

Part of the SW $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 11, Township 21 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows: From the Northwest corner of said $\frac{1}{4}$ $\frac{1}{4}$ section, run in an Easterly direction along the North line of said $\frac{1}{4}$ $\frac{1}{4}$ section for a distance of 23.0 feet to the point of beginning; thence turn an angle to the right of 86 deg. 31 min. 18 sec. and run in a Southerly direction for a distance of 192.23 feet; thence turn an angle to the right of 90 deg. 57 min. 42 sec. and run in a Westerly direction for a distance of 7.76 feet; thence turn an angle to the right of 91 deg. 21 min. and run in a Northerly direction for a distance of 192.26 feet to the point of beginning; being situated in Shelby County, Alabama.

Parcel C:

Part of the SW $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 11, Township 21 South, Range 3 West, Shelby County, Alabama, more particularly described as follows: From the Northwest corner of said $\frac{1}{4}$ $\frac{1}{4}$ section, run in an Easterly direction along the North line of said $\frac{1}{4}$ $\frac{1}{4}$ section for a distance of 23.0 feet; thence turn an angle to the right of 86 deg. 31 min. 18 sec. and run in a Southerly direction for a distance of 192.23 feet to the point of beginning; thence continue along the last mentioned course for a distance of 7.77 feet; thence turn an angle to the left of 86 deg. 31 min. 18 sec. and run in an Easterly direction for a distance of 295.48 feet to a point on the Southwest right of way line of L & N Railroad; thence turn an angle to the left of 135 deg. 22 min. 30 sec. and run in a Northwesterly direction along said railroad right of way line for a distance of 28.30 feet; thence turn an angle to the left of 47 deg. 08 min. 30 sec. and run in a Westerly direction for a distance of 276.08 feet to the point of beginning; being situated in Shelby County, Alabama.