

THIS INSTRUMENT PREPARED BY:

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STATE OF ALABAMA §
 §
COUNTY OF SHELBY §

Inst # 1993-22434
07/29/1993-22434
02:21 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 542.00

MEMORANDUM OF GROUND SUBLEASE

On June 9, 1993, a Ground Sublease was entered into by and between **S & W PARTNERSHIP**, an Alabama general partnership (hereinafter referred to as "Lessor") and **BIG B FOOD SYSTEMS, LTD.**, an Alabama limited partnership (hereinafter referred to as "Lessee"). This Memorandum of that Ground Sublease is presented for recording:

1. Name of Lessor in Lease: **S & W PARTNERSHIP**, an Alabama general partnership consisting of **NANCY SCHILLING** and **THURMAN WILSON**
2. Name of Lessee in Lease: **BIG B FOOD SYSTEMS, LTD.**, an Alabama limited partnership
3. Address Set forth in the Ground Sublease as addresses of parties:

LESSOR: 2616 Millwood Road, Birmingham, Alabama 35243

LESSEE: 133 Oxmoor Road, Suite 215, Birmingham, Alabama 35209
4. Date of Lease: June 9, 1993
5. Description of Leased Premises as set forth in the Ground Sublease:

That certain parcel of land depicted as Parcel A on Exhibit "A" attached hereto and made a part hereof along with all rights of way, easements and appurtenances connected therewith and described in Exhibit "B" (the "Property") along with certain other rights pursuant to a Reciprocal Easement Agreement executed simultaneously herewith.
6. The date on which the term of the Ground Sublease commences is:

One day after conditions in the Ground Sublease are satisfied. It is anticipated to be July 1, 1993.
7. Term of Ground Sublease: Twenty (20) years
8. Extensions or Renewals: Five (5) successive extensions, each for a period of five (5) years

Conley

EXECUTED on this 9th day of June, 1993.

WITNESSES:

[Signature]
[Signature]

LESSOR:

S & W PARTNERSHIP,
an Alabama general partnership

By: [Signature]
Nancy Schilling, its partner

By: [Signature]
Thurman Wilson, its partner

WITNESSES:

[Signature]
[Signature]

LESSEE:

BIG B FOOD SYSTEMS, LTD.,
an Alabama limited partnership

By: BENNY M. LARUSSA, INC.,
an Alabama Corporation

By: [Signature]
Its General Partner

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that NANCY SCHILLING whose name is signed to the foregoing MEMORANDUM OF GROUND SUBLEASE, as a general partner of S & W PARTNERSHIP, an Alabama general partnership, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand this 9th day of June, 1993.

[Signature]
Notary Public
My Commission Expires: 12/28/95

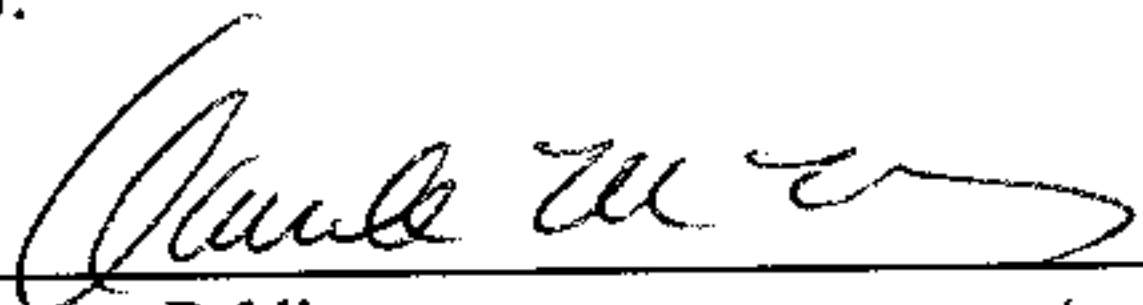
Return To: [Signature]
Corley, Moncus & Ward, P.C.
2100 SouthBridge Parkway
Suite 650
Birmingham, AL 35209

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that THURMAN WILSON whose name is signed to the foregoing MEMORANDUM OF GROUND SUBLEASE, as a general partner of S & W PARTNERSHIP, an Alabama general partnership, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 9th day of June, 1993.


Notary Public
My Commission Expires: 12/28/95

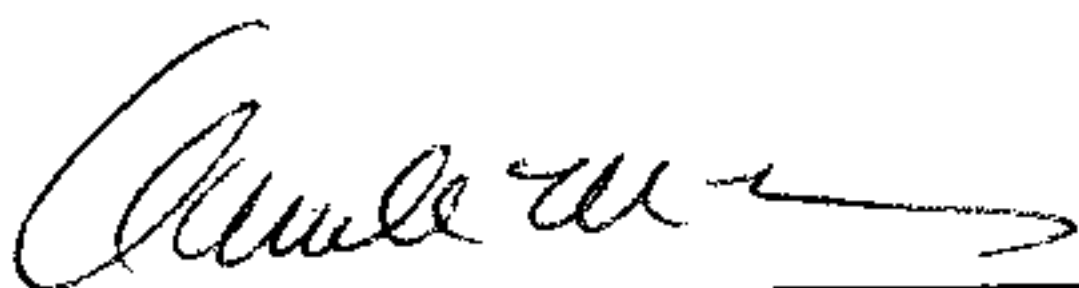
STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that BENNY M. LARUSSA, whose name as President of BENNY M. LARUSSA, INC., an Alabama corporation, in its capacity as the general partner of BIG B FOOD SYSTEMS, LTD. an Alabama limited partnership, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance:

- (i) he, as President of BENNY M. LARUSSA, INC., executed the same voluntarily on the day the same bears date, for and as the act of said corporation; and
- (ii) BENNY M. LARUSSA, INC., as General Partner of BIG B FOOD SYSTEMS, LTD., executed the same for and as the authorized act of said partnership, on the day the same bears date.

Given under my hand and official seal this 9th day of June, 1993.


Notary Public
My Commission Expires: 12/28/95

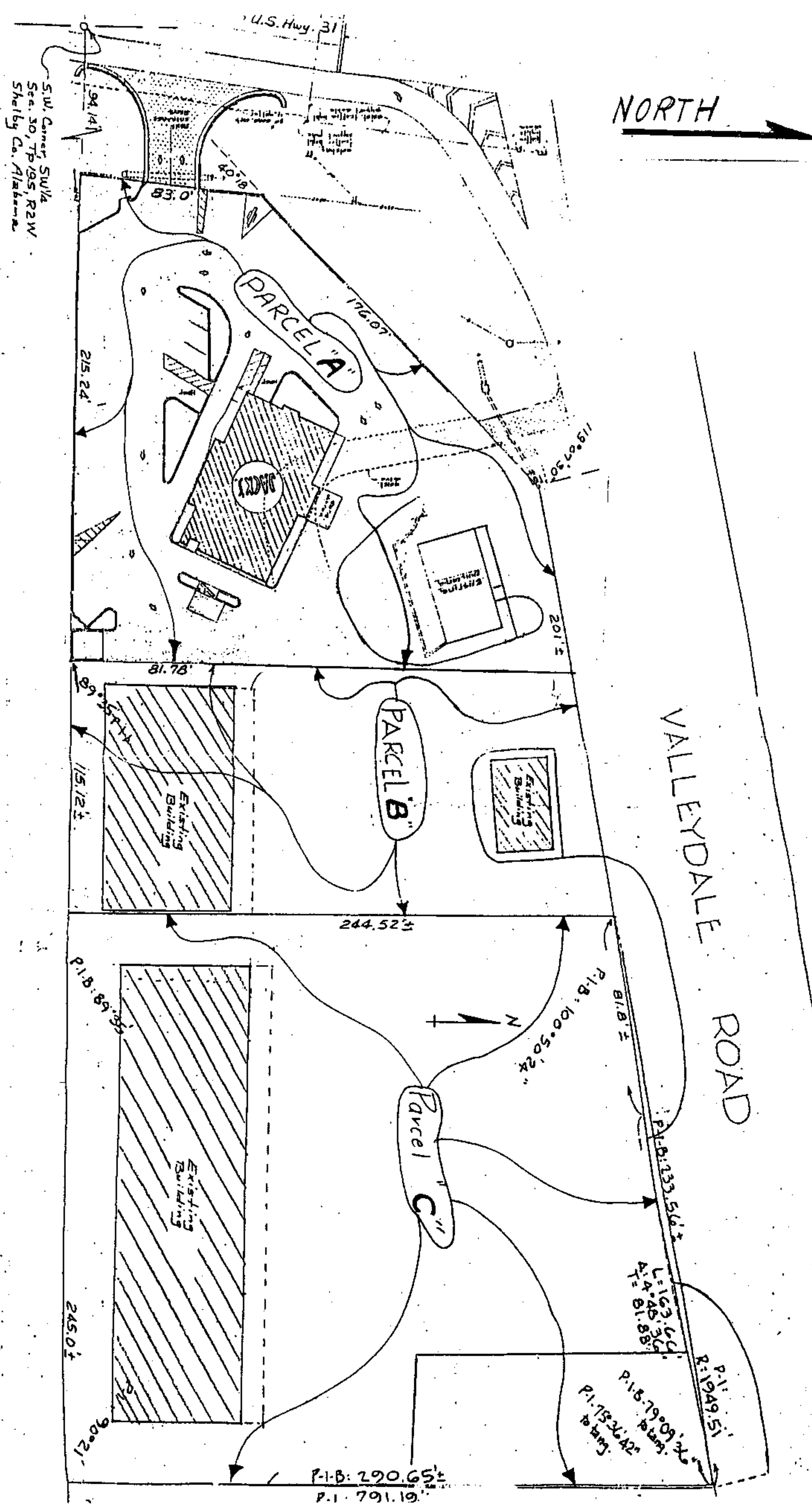


EXHIBIT B

Part of the SW 1/4 of the SW 1/4 of Section 30, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows: From the SW corner of said Section 30, run in an easterly direction along the south line of said section for a distance of 24.14 feet to an existing iron rebar being on the east right-of-way line of U.S. Highway #31 and being the point of beginning; thence continue in an easterly direction along the south line of said section for a distance of 214.44 feet to an existing iron rebar; thence turn an angle to the left of 89 degrees 34 minutes 39 seconds and run in a northerly direction for a distance of 223.26 feet to an existing PK nail set on the south right-of-way line of Valleydale Road; thence turn an angle to the left of 100 degrees 48 minutes 21 seconds and run in a southwesterly direction along said south right-of-way line of Valleydale Road for a distance of 79.74 feet to an existing nail; thence turn an angle to the left of 33 degrees 50 minutes 29 seconds and run in a southwesterly direction for a distance of 181.0 feet to an existing old iron rebar being on the east right-of-way line of U.S. Highway #31; thence turn an angle to the left of 40 degrees 17 minutes 08 seconds and run in a southerly direction along the east right-of-way line of U.S. Highway #31 for a distance of 83.02 feet, more or less, to the point of beginning.

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