

STATE OF ALABAMA)
COUNTY OF SHELBY)

1st 5 yr = \$139,500
2nd 5 yr = \$148,500
3rd 5 yr = \$157,500

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made this 6th day of December, 1994, between BROOK HIGHLAND LIMITED PARTNERSHIP, a Georgia Limited Partnership, 1900 International Park Drive, Suite 303, Birmingham, Alabama 35243, as the Landlord and BIG B, INC., an Alabama corporation, P.O. Box 10168, Birmingham, Alabama 35202, as the Tenant, as follows:

W I T N E S S E T H:

1. That the Landlord and the Tenant entered into a Lease Agreement dated September 1, 1993 (hereinafter referred to as the "Lease"), of the following described premises in Shelby County, Alabama:

That certain store building, containing approximately 18,000 square feet, including a loading ramp and dock as shown on Exhibit "A" attached hereto, and the land on which both the same shall stand (the "demised premises"), which store building and related improvements located in a shopping center known as Brook Highland Plaza, in the City of Birmingham, County of Shelby, State of Alabama, the legal description of the shopping center being attached hereto as Exhibit "B" and made a part hereof by reference.

2. The term of the Lease is fifteen (15) years which commenced on November 15, 1994. Tenant has the right to extend said lease term for three (3) successive extension periods of five (5) years each.

3. The Lease contains a provision giving the Tenant the exclusive right to operate a retail super drugstore in the Shopping Center, any enlargement thereof and any outparcel as defined in the Lease, excluding the premises leased to the Winn Dixie and Wal-Mart Stores, Inc., and their successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease to be executed by their respective officers duly authorized on the day and year first above written, for the purposes of providing an instrument for recording with the Probate Court of Shelby County, Alabama, in accordance with the provisions of the Alabama Code, as amended.

12/22/1994-37215
01:13 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCB 1552.00

This instrument was
by Carroll L. Hemphill, Esq.
2222 Arlington Avenue SE,
Birmingham, Alabama

Wrote Attn: S. Doss

Inst # 1994-37215

IN WITNESS WHEREOF, Landlord and Tenant have each caused this lease to be executed, ALL IN DUPLICATE, on this the 6th day of ~~November~~ December, 1994.

BIG B, INC.

By: 

Arthur M. Jones, Sr.
Its: President

ATTEST

By: 

Its: VICE PRESIDENT

TENANT

BROOK HIGHLAND LIMITED PARTNERSHIP
A Georgia limited partnership

By: BW 280 Limited Partnership, its
general partner

By: Alex Baker, Inc.,
a general partner

By: 

W. Ernest Moss
Its: Vice President

WITNESS:



LANDLORD

ACKNOWLEDGEMENTS ON NEXT PAGE

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Arthur M. Jones, Sr., whose name as President of Big B, Inc., a 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 said 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 and official seal, this the 15th day of ~~November~~^{December}, 1994.

Carolyn Rial
NOTARY PUBLIC
My Commission Expires: 4/29/98

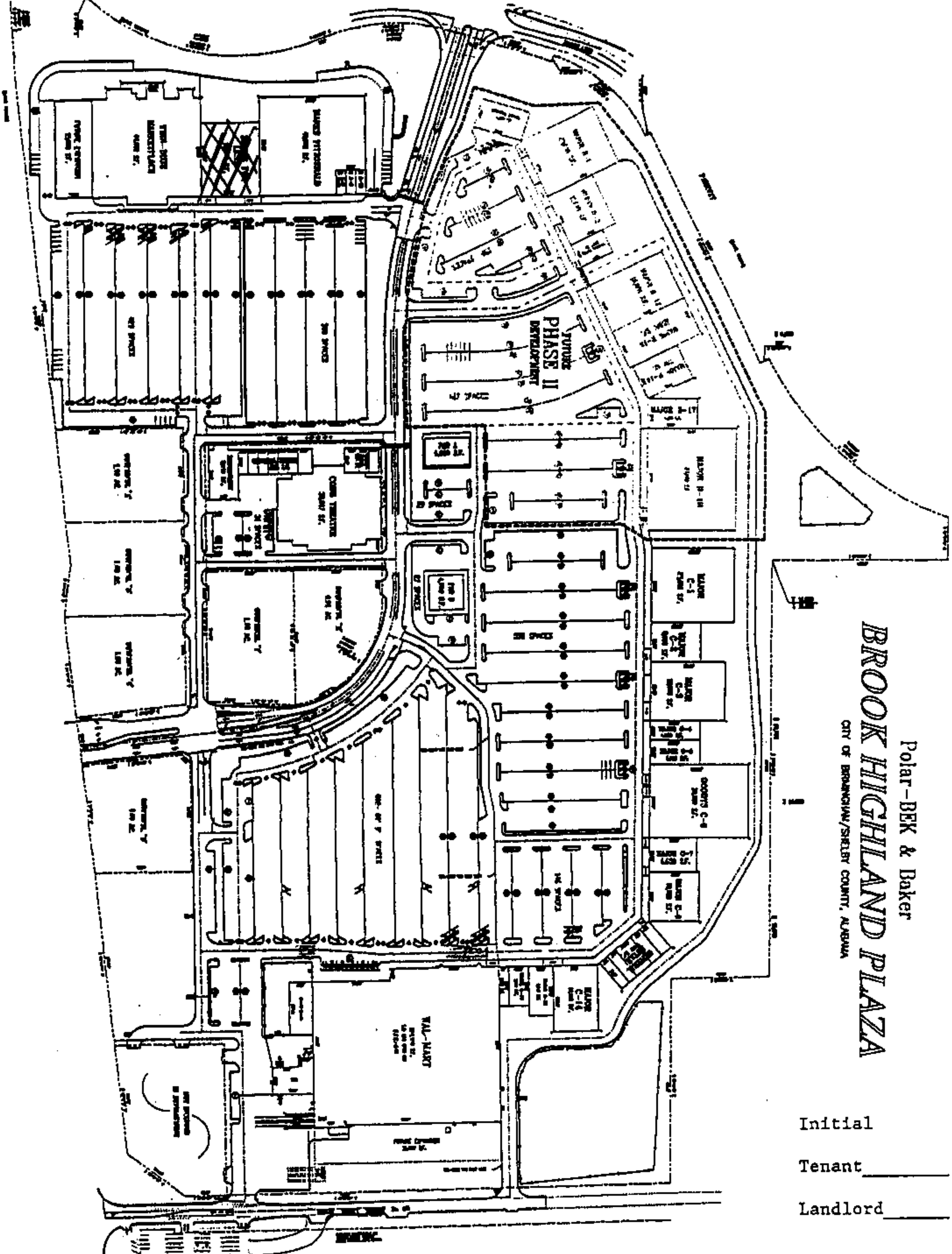
STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that W. Ernest Moss, whose name as Vice President of Alex Baker, Inc., a general partner of BW 280 Limited Partnership, a general partner of Brook Highland Limited Partnership, a Georgia limited partnership, 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 said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation acting in its capacity as a general partner of BW280 Limited Partnership, acting in its capacity as the general partner of Brook Highland Limited Partnership.

Given under my hand and official seal, this the 10th day of December, 1994.

Melissa Williams
NOTARY PUBLIC
My Commission Expires 6-8-96



Polar-Bek & Baker
BROOK HIGHLAND PLAZA
CITY OF BRANSON/SHELBY COUNTY, ALABAMA

Initial _____
Tenant _____
Landlord _____

BROOK HIGHLAND PLAZA
CITY OF BRANSON/SHELBY COUNTY, ALABAMA
NOT BEING A SUBDIVISION AND A PROJECT OF THE CITY OF BRANSON, ALABAMA, THE CITY OF BRANSON, ALABAMA, HAS THE HONOR TO APPROVE THE LOCATION OF THE PROJECT IN THE CITY OF BRANSON, ALABAMA, AND THE PROJECT IS BEING CONSIDERED AS A PROJECT OF THE CITY OF BRANSON, ALABAMA. THE CITY OF BRANSON, ALABAMA, HAS THE HONOR TO APPROVE THE LOCATION OF THE PROJECT IN THE CITY OF BRANSON, ALABAMA, AND THE PROJECT IS BEING CONSIDERED AS A PROJECT OF THE CITY OF BRANSON, ALABAMA.

PROJECT DATA

SPRINT	AREA	NO. OF UNITS	NO. OF UNITS
A-1	10,000 S.F.	100	100
A-2	10,000 S.F.	100	100
A-3	10,000 S.F.	100	100
A-4	10,000 S.F.	100	100
A-5	10,000 S.F.	100	100
A-6	10,000 S.F.	100	100
A-7	10,000 S.F.	100	100
A-8	10,000 S.F.	100	100
A-9	10,000 S.F.	100	100
A-10	10,000 S.F.	100	100
A-11	10,000 S.F.	100	100
A-12	10,000 S.F.	100	100
A-13	10,000 S.F.	100	100
A-14	10,000 S.F.	100	100
A-15	10,000 S.F.	100	100
A-16	10,000 S.F.	100	100
A-17	10,000 S.F.	100	100
A-18	10,000 S.F.	100	100
A-19	10,000 S.F.	100	100
A-20	10,000 S.F.	100	100
A-21	10,000 S.F.	100	100
A-22	10,000 S.F.	100	100
A-23	10,000 S.F.	100	100
A-24	10,000 S.F.	100	100
A-25	10,000 S.F.	100	100
A-26	10,000 S.F.	100	100
A-27	10,000 S.F.	100	100
A-28	10,000 S.F.	100	100
A-29	10,000 S.F.	100	100
A-30	10,000 S.F.	100	100
A-31	10,000 S.F.	100	100
A-32	10,000 S.F.	100	100
A-33	10,000 S.F.	100	100
A-34	10,000 S.F.	100	100
A-35	10,000 S.F.	100	100
A-36	10,000 S.F.	100	100
A-37	10,000 S.F.	100	100
A-38	10,000 S.F.	100	100
A-39	10,000 S.F.	100	100
A-40	10,000 S.F.	100	100
A-41	10,000 S.F.	100	100
A-42	10,000 S.F.	100	100
A-43	10,000 S.F.	100	100
A-44	10,000 S.F.	100	100
A-45	10,000 S.F.	100	100
A-46	10,000 S.F.	100	100
A-47	10,000 S.F.	100	100
A-48	10,000 S.F.	100	100
A-49	10,000 S.F.	100	100
A-50	10,000 S.F.	100	100
A-51	10,000 S.F.	100	100
A-52	10,000 S.F.	100	100
A-53	10,000 S.F.	100	100
A-54	10,000 S.F.	100	100
A-55	10,000 S.F.	100	100
A-56	10,000 S.F.	100	100
A-57	10,000 S.F.	100	100
A-58	10,000 S.F.	100	100
A-59	10,000 S.F.	100	100
A-60	10,000 S.F.	100	100
A-61	10,000 S.F.	100	100
A-62	10,000 S.F.	100	100
A-63	10,000 S.F.	100	100
A-64	10,000 S.F.	100	100
A-65	10,000 S.F.	100	100
A-66	10,000 S.F.	100	100
A-67	10,000 S.F.	100	100
A-68	10,000 S.F.	100	100
A-69	10,000 S.F.	100	100
A-70	10,000 S.F.	100	100
A-71	10,000 S.F.	100	100
A-72	10,000 S.F.	100	100
A-73	10,000 S.F.	100	100
A-74	10,000 S.F.	100	100
A-75	10,000 S.F.	100	100
A-76	10,000 S.F.	100	100
A-77	10,000 S.F.	100	100
A-78	10,000 S.F.	100	100
A-79	10,000 S.F.	100	100
A-80	10,000 S.F.	100	100
A-81	10,000 S.F.	100	100
A-82	10,000 S.F.	100	100
A-83	10,000 S.F.	100	100
A-84	10,000 S.F.	100	100
A-85	10,000 S.F.	100	100
A-86	10,000 S.F.	100	100
A-87	10,000 S.F.	100	100
A-88	10,000 S.F.	100	100
A-89	10,000 S.F.	100	100
A-90	10,000 S.F.	100	100
A-91	10,000 S.F.	100	100
A-92	10,000 S.F.	100	100
A-93	10,000 S.F.	100	100
A-94	10,000 S.F.	100	100
A-95	10,000 S.F.	100	100
A-96	10,000 S.F.	100	100
A-97	10,000 S.F.	100	100
A-98	10,000 S.F.	100	100
A-99	10,000 S.F.	100	100
A-100	10,000 S.F.	100	100

EXHIBIT B
BROOK HIGHLAND SHOPPING CENTER

OVERALL BOUNDARY

A parcel of land situated in the West Half of the Southeast Quarter, in the East Half of the Southwest Quarter, and in the Southeast Quarter of the Northwest Quarter of Section 31, Township 13 South, Range 1 West, Shelby County, Alabama, and being more particularly described by metes and bounds as follows:

BEGINNING at the Northwest Corner of the Southeast Quarter of Section 31, Township 13 South, Range 1 West, Shelby County, Alabama; thence North 89°31'51" East along the north line of said Southeast Quarter for a distance of 848.96 feet; thence, leaving said north line, South 01°38'40" East for a distance of 200.00 feet; thence North 89°31'51" East for a distance of 415.62 feet to the westerly right-of-way line of Shelby County Highway No. 495 (right-of-way width varies); thence South 01°59'57" East along said westerly right-of-way line for a distance of 966.16 feet; thence South 35°57'31" West along said westerly right-of-way line for a distance of 143.80 feet to an intersection with the northerly right-of-way line of U. S. Highway No. 260 (right-of-way width varies); thence South 82°30'03" West along said northerly right-of-way line for a distance of 1099.63 feet; thence North 84°16'22" West along said northerly right-of-way line for a distance of 104.40 feet; thence South 82°34'10" West along said northerly right-of-way line for a distance of 917.76 feet to the point of curvature of a curve to the right having a central angle of 6°52'47", a radius of 3182.44 feet, and a chord which bears South 36°00'34" West for a distance of 381.90 feet; thence along the arc of said curve for a distance of 382.13 feet to an intersection with the southeasterly right-of-way line of Brook Highland Parkway (right-of-way width varies), said point being the point of curvature of a non-tangent curve to the right having a central angle of 6°14'13", a radius of 173.32 feet, and a chord which bears North 37°49'43" East for a distance of 18.86 feet; thence along the arc of said curve for a distance of 13.87 feet to the point of tangency; thence North 40°00'00" East along said southeasterly right-of-way line for a distance of 179.19 feet; thence South 50°00'00" East for a distance of 10.00 feet; thence North 40°00'00" East for a distance of 23.63 feet to the point of curvature of a curve to the left having a central angle of 61°15'02", a radius of 449.33 feet, and a chord which bears North 09°22'29" East for a distance of 457.80 feet; thence along the arc of said curve for a distance of 480.34 feet to the point of tangency; thence North 21°15'02" West for a distance of 37.01 feet to the point of curvature of a curve to the right having a central angle of 37°44'02", a radius of 393.72 feet, and a chord which bears North 02°23'01" West for a distance of 254.64 feet; thence along the arc of said curve for a distance of 259.30 feet to the point of tangency; thence North 16°29'00" East for a distance of 206.74 feet; thence North 73°31'00" West for a distance of 12.00 feet to a point on a curve to the right having a central angle of 47°00'00", a radius of 310.47 feet, and a chord which bears North 39°59'00" East for a distance of 247.60 feet; thence along the arc of said curve for a distance of 254.68 feet to the point of tangency; thence North 26°31'00" West and radial to said curve for a distance of 12.00 feet; thence North 63°29'00" East for a distance of 518.37 feet; thence North 26°31'00" West for a distance of 20.00 feet to a point on a curve to the left having a central angle of 45°13'17", a radius of 635.12 feet, and a chord which bears North 40°52'21" East for a distance of 486.37 feet; thence along the arc of said curve for a distance of 501.28 feet; thence, leaving said curve and said southeasterly right-of-way line of Brook Highland Parkway, South 89°50'48" East for a distance of 65.31 feet to a point on the east line of the Southeast Quarter of the Northwest Quarter of said Section 31; thence South 00°33'35" East along said east quarter-quarter section line for a distance of 355.06 feet to the POINT OF BEGINNING.

Containing 73.446 acres, more or less.

Inst # 1994-37215

12/22/1994-37215
01:13 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 1552.00

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