

246,708

## MEMORANDUM OF LEASE

STATE OF ALABAMA

COUNTY OF SHELBY

On November 16th, 1998, a Ground Lease was entered into between S & W PARTNERSHIP, L.L.P., an Alabama Limited Partnership ("Landlord") and HARCO, INC., a public corporation organized and existing under the laws of the State of Alabama ("Tenant"). This memorandum of that Ground Lease is presented for recording.

1. The address of Landlord, S & W PARTNERSHIP, L.L.P., as set forth in the Ground Lease, is 2616 Millwood Road, Birmingham, Alabama 35243.
2. The address of Tenant, HARCO, INC., as set forth in the Ground Lease, is 30 Hunter Lane, Camp Hill, Pennsylvania, 17011.
3. The address of the premises subject to the Ground Lease is 2100 Valleydale Road, Birmingham, Alabama 35214.
4. The specific legal description of the premises subject to the Ground Lease is

That certain parcel of land depicted on Exhibit "A" attached hereto and made a part hereof along with all rights of way, easements and appurtenances connected therewith.

5. The date on which the term of the lease commences is December 9, 1998.
6. The term of the lease is twenty (20) years.
7. Tenant has a right to six (6) successive renewal periods of five years each under the lease.

The expiration date of the lease is December 8, 2018.

This memorandum of lease was executed on February 9<sup>th</sup>, 1999.

### LANDLORD

S & W PARTNERSHIP, L.L.P., an Alabama  
Registered Limited Partnership

By: Nancy Schilling  
Nancy Schilling, partner

By: Thurman Wilson  
Thurman Wilson, partner

07/13/1999-29288

10:36 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

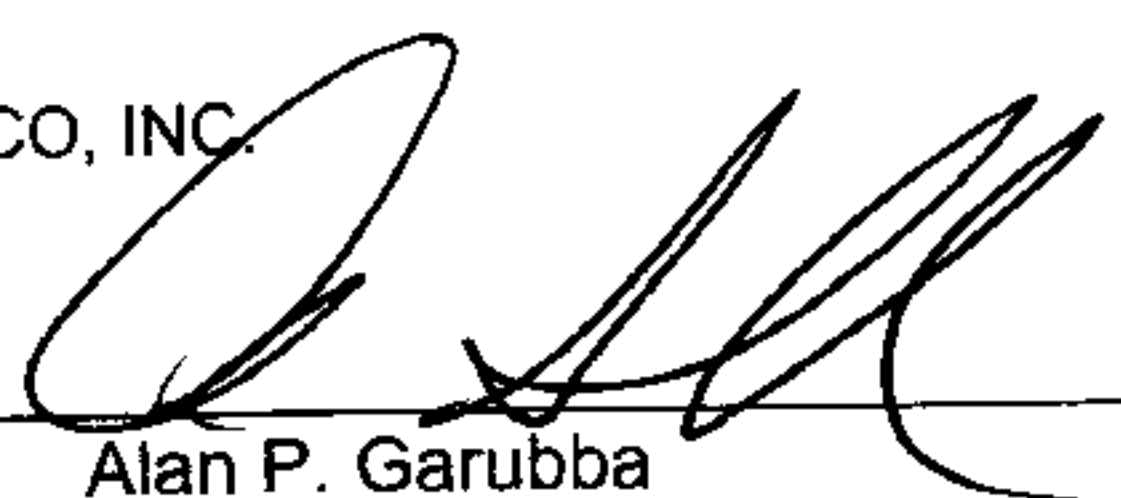
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Inst # 1999-29288

TENANT

HARCO, INC.

BY:

  
Alan P. Garubba  
Its authorized representative

STATE OF ALABAMA     )  
JEFFERSON COUNTY    )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Nancy Schilling and Thurman Wilson, whose names as partners, S & W PARTNERSHIP, L.L.P, an Alabama Registered Limited Partnership, organized and existing under the laws of the State of Alabama, are signed to the foregoing instrument and who are known to me, acknowledged before me that, being informed of the contents of said instrument, they are such partners with full authority, executed the same voluntarily as the act of said partnership

Given under my hand and seal of office this 9th day of February, 1999.

(SEAL)

  
NOTARY PUBLIC

My Commission Expires: My Commission Expires May 24, 2003

COMMONWEALTH OF PENNSYLVANIA     )  
Cumberland COUNTY                    )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that ALAN P. GARUBBA, whose name as Authorized Representative, of HARCO, INC., an Alabama Corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me that, being informed of the contents of said instrument, he as such agent and with full authority, executed the same voluntarily as the act of said limited liability company.

Given under my hand and seal of office this 9th day of February, 1999.

(SEAL)

  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

This instrument was prepared by :  
CLAUDE MCCAIN MONCUS  
CORLEY, MONCUS & WARD, P.C.  
400 Shades Creek Parkway Suite 100  
Birmingham, Alabama 35209  
(205) 879-5959

Notarial Seal  
Julia A. Hendrickson, Notary Public  
East Pennsboro Twp., Cumberland County  
My Commission Expires Sept. 30, 2002

EXHIBIT A

A parcel of land located in the NW 1/4 of the NW 1/4 of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, and being more particularly described by the following metes and bounds legal description, based on a Boundary Survey prepared by Walter Schoel Engineering Company, Inc., dated August 27, 1998, to-wit;

Commence at the Northwest corner of said Section 31 (also known as the Southwest corner of Section 30); run thence along the North boundary of said Section 31, N 90° 00' 00" E (assumed bearing) for a distance of 94.14 feet, to the Point of Beginning of the parcel herein described, said point also being a point on the Easterly right of way line of U. S. Highway 31; thence continue along said North boundary of Section 31, N 90° 00' 00" E for a distance of 214.44 feet; thence S 00° 25' 21" W for a distance of 90.00 feet; thence along a line lying 90.00 feet south of and parallel with the aforesaid North boundary of Section 31, N 90° 00' 00" W for a distance of 224.27 feet, to a point on the aforesaid Easterly right-of-way line of U. S. Highway 31, lying 100 feet Easterly of concentric with the centerline of said highway, being a spiral curve concave to the East having a length of 300.00 feet and a spiral angle of 4° 30'; thence along said right-of-way, across the chord N 06° 38' 57" E for a distance of 90.61 feet, to the Point of Beginning.

Inst # 1999-29288

07/13/1999-29288  
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003 MMS 2846.00