

STATE OF ALABAMA)
SHELBY COUNTY)

MEMORANDUM OF RAILROAD CROSSING PERMIT

KNOW ALL MEN BY THESE PRESENTS; that on the 21st day of August, 2001, Heart of Dixie Railroad Museum, Inc., (herein Railroad) did grant to Golf Course Realty Development, LLC (Permittee) a railroad crossing permit (the Permit) enabling Permittee and its approved successors and assigns the non-exclusive license and privilege to cross property of the Railroad which is more particularly described on Exhibit A attached hereto and incorporated by reference herein.

The Permit is hereby incorporated by reference herein. The Railroad has the right under the Permit to terminate the Permit in the event Permittee has ceased the use of the real property described herein for 12 consecutive months or if Permittee has breached any of the covenants, conditions or obligations of the Permit which have not been cured within sixty (60) days of any such breach.

In witness whereof, the parties have hereunto executed this Memorandum on this 12th day of Sept, 2001.

Heart of Dixie Railroad Museum, Inc.
By: [Signature]
Its: President

Golf Course Realty Development, LLC
By: Shelby Golf Company, LLC
By: [Signature]
Randall H. Goggans, its Member

By: Creed Development, LLC
By: [Signature]
Larry W. Clayton, its Member MANAGER

STATE OF ALABAMA)
COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Gary Garner as President of Heart of Dixie Railroad Museum, Inc., whose name 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 this instrument, he, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 12th day of Sept, 2001.

[Signature]
Notary Public
My Commission Expires: 4-2004

Inst # 2001-40363

STATE OF ALABAMA)
COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Randall H. Goggans as Member of Shelby Golf Company, LLC, as Member of Golf Course Development, LLC whose name 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 this instrument, he, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 21st day of August, 2001.

Robbie B. Sumner
Notary Public
My Commission Expires: 4-2004

STATE OF ALABAMA)
COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Larry W. Clayton as Member of Creed Development, LLC, as Member of Golf Course Development, LLC whose name 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 this instrument, he, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 21st day of August, 2001.

Robbie B. Sumner
Notary Public
My Commission Expires: 4-2004

STATE OF ALABAMA
SHELBY COUNTY

20' INGRESS/EGRESS **PERMIT**

A 20' INGRESS/EGRESS **PERMIT** LOCATED IN THE EAST 1/2 OF THE SOUTHWEST 1/4 OF FRACTIONAL SECTION 23, TOWNSHIP 22 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID FRACTIONAL SECTION 23; THENCE N 48°17'24" E A DISTANCE OF 1780.02'; THENCE N 89°32'24" E A DISTANCE OF 772.53' TO A POINT LYING ON THE NORTHWESTERLY RIGHT-OF-WAY LINE OF A HEART OF DIXIE RAILROAD RIGHT-OF-WAY (100' RIGHT-OF-WAY); THENCE N 56°15'17" E, ALONG SAID NORTHWESTERLY RIGHT-OF-WAY LINE A DISTANCE OF 112.49' TO THE POINT OF BEGINNING OF A 20' INGRESS/EGRESS **PERMIT** LYING EITHER SIDE OF AND PARALLEL TO THE FOLLOWING DESCRIBED CENTERLINE; THENCE S 32°51'11" E A DISTANCE OF 100.82' TO THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF SAID HEART OF DIXIE RAILROAD RIGHT-OF-WAY AND THE END OF SAID CENTERLINE OF **PERMIT**

Inst # 2001-40363

09/18/2001-40363
10:39 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
003 MSB 17.00