

Please return to:  
Haskell Shapiro, Esq.  
First American Title Insurance Company  
101 Huntington Ave., Suite 1300  
Boston, MA 02199  
File No. 939C

## MEMORANDUM OF LEASE

WHEN RECORDED MAIL TO:

~~Diane L. Parsons Salem  
Panera, LLC  
6710 Clayton Road  
Richmond Heights, MO 63117~~

~~Panera, LLC  
63 Kendrick Street, Suite 201  
Needham, MA 02494  
Attention: Development Counsel~~

SPACE ABOVE THIS LINE FOR RECORDER'S USE

## MEMORANDUM OF LEASE

This is a Memorandum of Lease by and between **AIG BAKER BROOKSTONE, L.L.C.**, a Delaware limited liability company (hereinafter called "Landlord") and **PANERA, LLC**, a Delaware limited liability company, (hereinafter called "Tenant"), upon the following terms:

Date of Lease: August 15, 2003.

Description of Premises: See Exhibit A attached hereto.

Date of Commencement: As determined under Section 3.1 of the Lease.

Term: Original term of ten (10) years.

Renewal Options: Three (3) five (5) year options.


The purpose of this Memorandum of Lease is to give record notice of the Lease and of the rights created thereby, all of which are hereby confirmed.


IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the dates set forth in their respective acknowledgments.

TENANT:

WITNESS:

PANERA, LLC,  
a Delaware limited liability company


  
\_\_\_\_\_

By:  8-11-03  
Its: **Ronald M. Shaich**  
**Chairman and Chief Executive Officer**

STATE OF Missouri  
COUNTY OF St. Louis

I, the undersigned, Notary Public in and for said County in said State, hereby certify that Ronald M. Shaich of Panera, LLC, a Delaware 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, Chairman & CEO, as such \_\_\_\_\_ and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand this the 11<sup>th</sup> day of August, 2003.

  
Notary Public

[ Notarial Seal ]

My Commission Expires: 4-28-06

LANDLORD:

**AIG BAKER BROOKSTONE, L.L.C.,**  
a Delaware limited liability company

WITNESS:

By: **AIG BAKER SHOPPING CENTER  
PROPERTIES, L.L.C.,**  
a Delaware limited liability company,  
its sole Member

Rock C. Wheeler

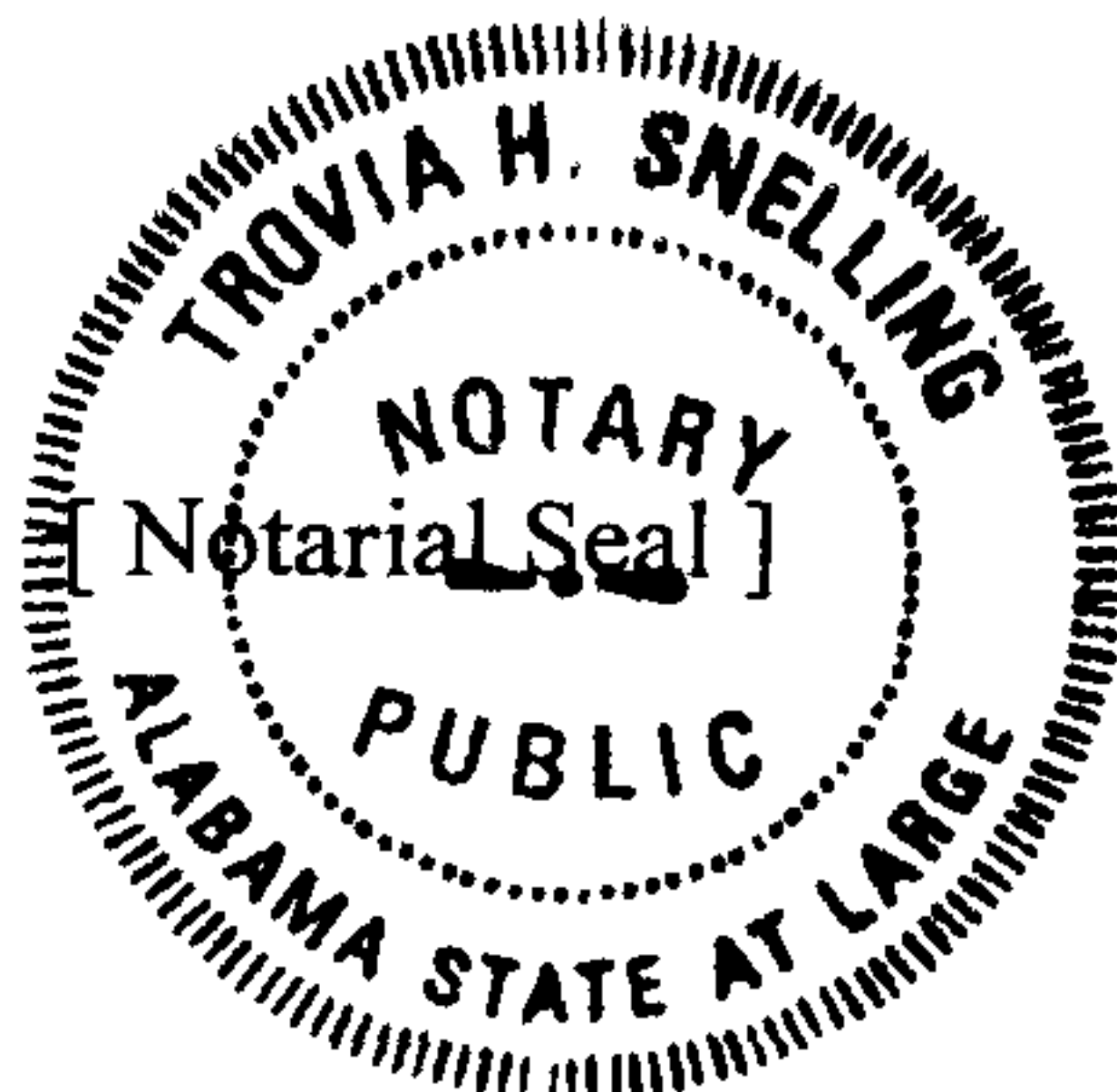
By: *Alex D. Baker*  
Its: President

STATE OF ALABAMA

COUNTY OF SHELBY

I, *Trovia H. Snelling*, a notary public in and for said county in said state, hereby  
certify that *Alex D. Baker*, whose name as *President* of AIG  
BAKER SHOPPING CENTER PROPERTIES, L.L.C., a Delaware limited liability company, as the sole  
member of **AIG BAKER BROOKSTONE, L.L.C.,** a Delaware 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 such instrument, he, as such officer and with full authority, executed the same  
voluntarily for and as the act of said AIG BAKER SHOPPING CENTER PROPERTIES, L.L.C., as the  
sole member of **AIG BAKER BROOKSTONE, L.L.C.**

Given under my hand this the 15<sup>th</sup> day of August, 20 03.



*Trovia H. Snelling*  
Notary Public

My Commission Expires: 8-23-05



# ***FIRST AMERICAN TITLE INSURANCE COMPANY***

## **COMMITMENT**

### **LEGAL DESCRIPTION**

Issuing Office File No.: T-64006

A portion of the parcel of land situated in the S.E.  $\frac{1}{4}$  of the N.W.  $\frac{1}{4}$  and the S.W.  $\frac{1}{4}$  of the N.E.  $\frac{1}{4}$  of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at a iron pin set at the S.E. corner of the S.E.  $\frac{1}{4}$  of the N.W.  $\frac{1}{4}$  of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said point being the POINT OF BEGINNING; thence proceed S 88 degrees 49 minutes 06 seconds W along said South line of said S.E.  $\frac{1}{4}$  of N.W.  $\frac{1}{4}$  for a distance of 1334.50 feet to a 2" capped pipe purported to be the S.W. corner of the S.E.  $\frac{1}{4}$  of the N.W.  $\frac{1}{4}$  of said Section 5; thence proceed N 00 degrees 30 minutes 04 seconds W along the West line of said S.E.  $\frac{1}{4}$  of N.W.  $\frac{1}{4}$  for a distance of 987.15 feet to a rebar found; thence proceed N 88 degrees 41 minutes 32 seconds E for a distance of 1335.96 feet to a 2" open top pipe on the East line of said S.E.  $\frac{1}{4}$  of N.W.  $\frac{1}{4}$ ; thence proceed S 00 degrees 25 minutes 08 seconds E along said East line of said S.E.  $\frac{1}{4}$  of N.W.  $\frac{1}{4}$  for a distance of 520.11 feet to an iron pin set; thence proceed N 88 degrees 49 minutes 06 seconds E for a distance of 165.30 feet to an iron pin set on the West right of way of U.S. Highway 280; thence proceed S 03 degrees 59 minutes 20 seconds W along said West right of way of U.S. Highway 280 for a distance of 89.76 feet to a concrete right of way monument; thence proceed S 07 degrees 19 minutes 16 seconds E along said West right of way of U.S. Highway 280 for a distance of 382.76 feet to a iron pin set on the South line of said S.W.  $\frac{1}{4}$  of N.E.  $\frac{1}{4}$ ; thence proceed S 88 degrees 49 minutes 06 seconds W along said South line of said S.W.  $\frac{1}{4}$  of N.E.  $\frac{1}{4}$  for a distance of 204.40 feet to POINT OF BEGINNING.

Said portion being depicted as Panera, LLC, Property Premises # F1, F2, F3 and F4 of The Village at Lee Branch, on Exhibit A to that Certain Memorandum of Lease by AIG Baker Brookstone L.L.C., a Delaware limited liability company, (Landlord), and Panera, LLC, (Tenant), recorded in Instrument # \_\_\_\_\_.

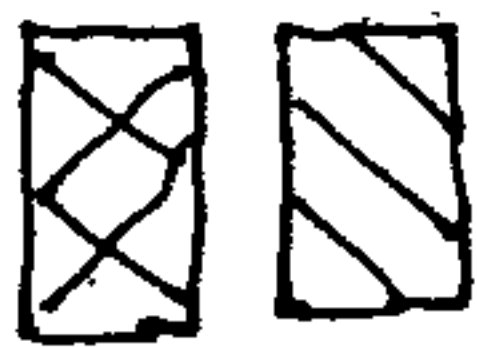
Situated in Shelby County, Alabama.

**EXHIBIT** A

# THE VILLAGE AT LEE BRANCH



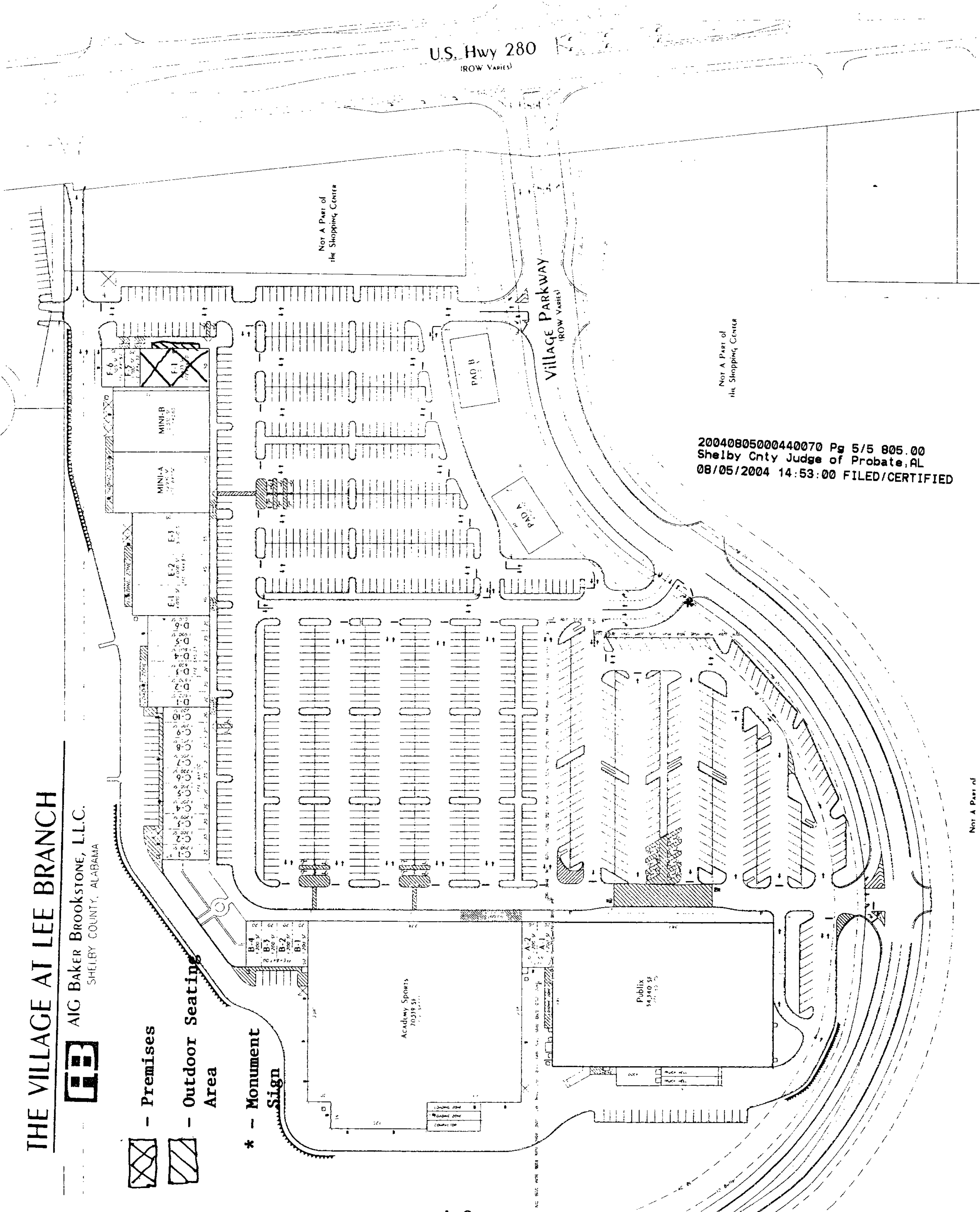
AIG Baker Brookstone, L.L.C.  
SHELBY COUNTY, ALABAMA



- Premises

- Outdoor Seating Area

\* - Monument Sign



U.S. Hwy 280  
(ROW VARIES)

Village Parkway  
(ROW VARIES)

20040805000440070 Pg 5/5 805.00  
Shelby Cnty Judge of Probate, AL  
08/05/2004 14:53:00 FILED/CERTIFIED