



THIS INSTRUMENT PREPARED BY:
 LeClair Ryan, a Professional Corporation
 999 Waterside Drive, Suite 2525
 Norfolk, VA 23510

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MEMORANDUM OF CO-TENANCY AGREEMENT

THIS MEMORANDUM OF CO-TENANCY AGREEMENT, made this 5th day of January, 2005, by and between **GALLERIA WOODS GARDENS ASSOCIATES, LLC**, a Virginia limited liability company ("Galleria Woods"), and **BIRMINGHAM-RIVERSIDE REALTY, LLC**, a Delaware limited liability company ("Birmingham-Riverside").

W I T N E S S E T H:

WHEREAS, Galleria Woods, is the owner of a 54.3479 percent (^{54.3479%}~~A~~%) interest as a tenant-in-common in the certain real property located in Birmingham, Alabama and more particularly described in Exhibit A attached hereto (the "Property"), and Birmingham-Riverside, is the owner of a 45.6521 percent (^{45.6521%}~~A~~%) interest as a tenant-in-common in the Property.

WHEREAS, the parties have entered into a Co-Tenancy Agreement dated January 5, 2005, setting forth their agreement on the operation, leasing, maintenance, financing, allocation of profits and losses and all other matters relating to the ownership of the Property (the "Co-Tenancy Agreement"); and

WHEREAS, parties desire to provide record notice of the Co-Tenancy Agreement;

NOW, THEREFORE, the parties hereto give record notice of the Co-Tenancy Agreement addressing the operation, leasing, maintenance, financing, allocation of profits and losses and all other matters relating to the ownership of the Property. The terms and provisions of the agreement between the parties are more fully detailed in the Co-Tenancy Agreement, which is incorporated

herein by reference, a copy of which is on file at the offices of Galleria Woods Gardens Associates, LLC, 555 East Main Street, 17th Floor, Norfolk, VA 23510.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

WITNESS the following signatures and seals:

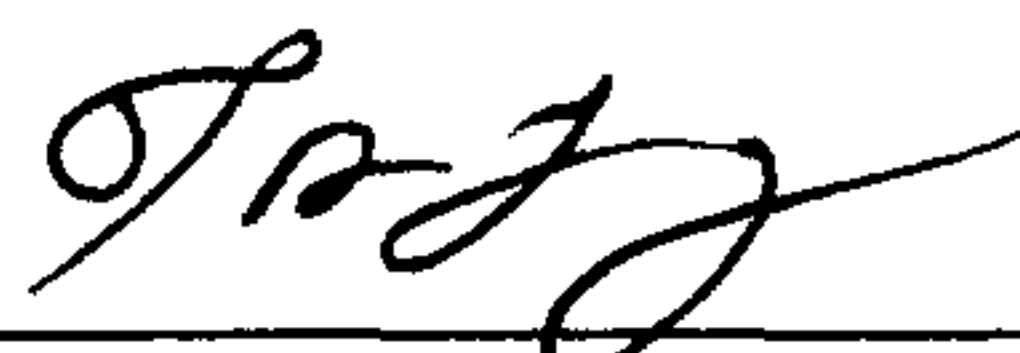
GALLERIA WOODS GARDENS ASSOCIATES, LLC,
a Virginia limited liability company

By: GWGA MANAGING CO., LLC,
a Delaware limited liability company,
its Manager

By: 
T. Richard Litton, Jr., Vice President

BIRMINGHAM-RIVERSIDE REALTY, LLC,
a Delaware limited liability company

By: BRR MANAGING CO., LLC,
a Delaware limited liability company,
its Manager

By: 
T. Richard Litton, Jr., Vice President

COMMONWEALTH OF VIRGINIA)
CITY
COUNTY OF Norfolk)

I, the undersigned, a notary public in and for said county in said state, hereby certify that T. Richard Litton, Jr., whose name as Vice President of GWGA Managing Co., LLC, a Delaware limited liability company, as the manager of Galleria Woods Gardens Associates, LLC, a Virginia 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 said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said company acting in its capacity as such manager, for and as the act of said limited liability company.

Given under my hand and official seal this 30th day of December, 2004.

Lucinda W Kleves
Notary Public

[NOTARIAL SEAL]

My commission expires: Dec 31, 2008

COMMONWEALTH OF VIRGINIA)
CITY
COUNTY OF Norfolk)

I, the undersigned, a notary public in and for said county in said state, hereby certify that T. Richard Litton, Jr., whose name as Vice President of BRR Managing Co., LLC, a Delaware limited liability company, as the manager of Birmingham-Riverside Realty, 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 said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said company acting in its capacity as such manager, for and as the act of said limited liability company.

Given under my hand and official seal this 30th day of December, 2004.

Lucinda W Kleves
Notary Public

[NOTARIAL SEAL] My commission expires: Dec. 31 2008

EXHIBIT "A"

Legal Description

Lot 2, Crowne Resurvey of Galleria Woods, as recorded in Map Book 178, page 65, in the Office of the Judge of Probate, Birmingham Division, and in Map Book 29, Page 70, in the Office of the Judge of Probate, Bessemer Division, all in Jefferson County, Alabama.

Along with the right to use the sanitary sewer easement recorded in Bessemer Real 1025, Page 508, in the Probate Office of Jefferson County, Alabama, Bessemer Division.

Together with all rights acquired in Amendment No. 2 to the Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase (Business) recorded in Birmingham Real 1437, Page 570, et seq., Bessemer Real 348, Page 878, et seq., and Shelby Book 19, Page 633, et seq.

Lot 4-A, according to A Resurvey of Lot 4, Crowne Resurvey of Galleria Woods, First Addition, as recorded in Map Book 32, Page 35, in the Probate Office of Jefferson County, Alabama, Bessemer Division.

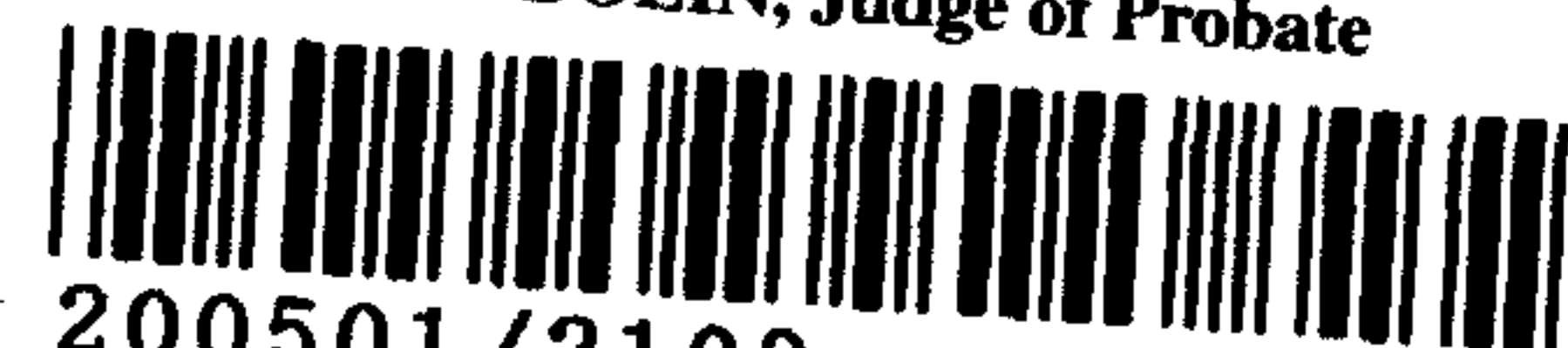
Together with all rights acquired in Amendment No. 2 to the Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase (Business) recorded in Birmingham Real 1437, Page 570, et seq., Bessemer Real 348, Page 878, et seq., and Shelby Book 19, Page 633, et seq.

Lot 3, Crowne Resurvey of Galleria Woods, First Addition, as recorded in Map Book 30, Page 77, in the Probate Office of Jefferson County, Alabama, Bessemer Division, and in Map Book 21, Page 91, in the Probate Office of Shelby County, Alabama.

Together with all rights acquired in Amendment No. 2 to the Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase (Business) recorded in Birmingham Real 1437, Page 570, et seq., Bessemer Real 348, Page 878, et seq., and Shelby Book 19, Page 633, et seq.

State of Alabama - Jefferson County
I certify this instrument filed on:
2005 JAN 06 01:45:11:21PM
Recorded and \$ Mtg. Tax
and \$ Deed Tax and Fee Amt.
\$ 14.50 Total \$ 14.50
MICHAEL F. BOLIN, Judge of Probate

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State of Alabama - Jefferson County
I certify this instrument filed on:
2005 JAN 06 12:35:01:31PM
Recorded and \$ Mtg. Tax
and \$ Deed Tax and Fee Amt.
\$ 14.50 Total \$ 14.50
MICHAEL F. BOLIN, Judge of Probate

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