



20061103000542620 1/5 \$23.00
Shelby Cnty Judge of Probate, AL
11/03/2006 02:17:25PM FILED/CERT

This instrument prepared by:
Nicole J. Papa, Esq.
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, Ohio 43215

MEMORANDUM OF OPTION

This Memorandum of Option is made at and entered into this 18th day of April, 2006, by and between the following two parties: (i) C-K Quantum Enterprises, Inc., an Ohio corporation ("Seller"); and (ii) V&S Clark Substations LLC ("Buyer").

WITNESSETH

1. This is a Memorandum of an Option granted April 18, 2006 by Seller to Buyer pursuant to an agreement between the parties dated of even date herewith (hereinafter referred to as the "Option").

2. The name and address of Buyer as set forth in the Option is V&S Clark Substations LLC located at c/o Voigt & Schweitzer, 1000 Buckeye Park Road, Columbus, Ohio 43207.

3. The name and address of Seller as set forth in the Option is C-K Quantum Enterprises, Inc. located at C/O ANTHONY CODISPOTI 8300 NOTTINGHILL CIRCLE N.W.
NORTH CANTON, OHIO 44720

4. The legal description of the real property which Buyer has an option to purchase is attached hereto as Exhibit A and made a part hereof.

5. The Option has a term of 10 years commencing on April 18, 2006. Buyer may exercise the Option within the last 120 days within the term of the Option, by giving Seller written notice of Buyer's election to exercise the Option.



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IN WITNESS WHEREOF, the parties hereto have executed this Memorandum,
effective as of the date first above written.

SELLER:

C-K QUANTUM ENTERPRISES, INC.

By: Anthony Codispoti
Name: ANTHONY CODISPOTI
Title: PRESIDENT

STATE OF OHIO)
COUNTY OF Stark) SS:

I, Karen S Hawk, a Notary Public in and for said County, in said State, hereby certify that Anthony Codispoti, whose name as President of C-K Quantum Enterprises, Inc., an Ohio 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 the 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 _____ day of April, 2006.

Karen S Hawk
Notary Public KAREN S. HAWK
Notary Public, State of Ohio
My Commission Expires 04-03-2010



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BUYER:

V&S CLARK SUBSTATIONS LLC

By: *W. Niehaus*
Name: *Werner Niehaus*
Title: *President*

STATE OF OHIO)
COUNTY OF *Franklin*) SS:

I, *Bruce P. Paige*, a Notary Public in and for said County, in said State, hereby certify that *Werner Niehaus*, whose name as *President* of V&S Clark Substations LLC, an Ohio 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, he, as such officer and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal, this *14th* day of *April*, 2006.

Bruce Paige
Notary Public



BRUCE P. PAIGE
ATTORNEY AT LAW
Notary Public, State of Ohio
My commission has no
expiration date.



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EXHIBIT A

A parcel of land in the South one half of the Southwest quarter of Section 28, Township 21 South, Range 2 West, Shelby County, Alabama, more particularly described by metes and bounds as follows:

Commence at the Southwest corner of the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 28, Township 21 South, Range 2 West, Shelby County, Alabama and run thence South $79^{\circ}27'28''$ East along the South line of said $\frac{1}{4}$ - $\frac{1}{4}$ a distance of 1,341.69 feet to a point on the Easterly right of way line of U.S. Highway No. 31; thence run North $10^{\circ}52'28''$ West along said right of way line a distance of 374.52 feet to the point of beginning of a curve to the right having a central angle of $07^{\circ}17'16''$ and a radius of 2,730.14 feet and a chord bearing of North $07^{\circ}13'50''$ West; thence run along the arc of said curve an arc distance of 347.26 feet to a found steel property corner and the point of beginning of the property being described; thence continue along said curve on a central angle of $05^{\circ}25'36''$ with a radius of 2,730.14 feet and a measured arc distance of 258.57 feet (Deed call 259.08') to the P.T. of said curve' thence continue North $01^{\circ}51'02''$ East along the East right of way line of said Highway No. 31 a distance of 274.22 feet to a found steel property corner; thence run North $89^{\circ}59'32''$ East a distance of 864.45 feet (Deed call 864.05') to found steel property corner in the centerline of Camp Branch, a small creek or branch; thence run along said centerline of said branch the following five (5) field measured calls: South $09^{\circ}12'10''$ East 157.23 feet to a point; thence (Deed call South $09^{\circ}09'15''$ East 157.53') South $19^{\circ}52'04''$ West 211.73 feet to a point; thence (Deed call South $19^{\circ}46'52''$ West 211.85') South $70^{\circ}29'10''$ West 158.09 feet to a point; thence (Deed call South $70^{\circ}25'22''$ West 158.10') South $62^{\circ}48'17''$ West 165.52 feet to a point; thence (Deed call South $62^{\circ}51'22''$ West 165.81') South $55^{\circ}54'49''$ West 89.18 feet to a found steel corner; (Deed call South $56^{\circ}09'22''$ West 89.18') thence run North $89^{\circ}58'04''$ West a distance of 447.41 feet to the point of beginning.

Less any except any part of subject property lying within a road right of way.

Situated in Shelby County, Alabama.

Also described as:

Commence at the SW corner of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 28, Township 21 South, Range 2 West; Thence run S $79^{\circ}27'28''$ East along the South line thereof for a distance of 1341.69 feet to the Easterly right of way of U.S. #31 thence run North $10^{\circ}52'28''$ West along said right of way for a distance of 374.52 feet to the point of beginning of a curve to the right having a central angle of $07^{\circ}17'16''$ and a radius of 2730.14 feet and a chord bearing of North $07^{\circ}13'50''$ West; thence run along the arc of said curve for a distance of 347.26 feet to the point of beginning; thence continue along the arch of said curve for a distance of 259.08 feet; thence run North $01^{\circ}51'02''$ East for a distance of 274.22 feet; thence leaving said right of way run



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North $89^{\circ}59'32''$ East for a distance of 864.05 feet to the centerline of Camp Branch; thence run the following calls along said centerline South $09^{\circ}09'15''$ East for a distance of 157.53 feet; thence run the following calls along said centerline South $09^{\circ}09'15''$ East for a distance of 157.53 feet; thence run South $19^{\circ}46'52''$ West for a distance of 211.85 feet; thence run South $70^{\circ}25'22''$ West for a distance of 158.10 feet; thence run South $62^{\circ}51'22''$ West for a distance of 165.81 feet; thence run South $56^{\circ}09'22''$ West for a distance of 89.18 feet; thence leaving said centerline run North $89^{\circ}59'52''$ West for a distance of 451.76 feet to the point of beginning.

Less and except any part of subject property lying within a road right of way.