20061128000575850 1/4 $20.00
Shelby Cnty Judge of Probate,AL
11/28/2006 12:47:50PM FILED/CERT

THIS INSTRUMENT PREPARED BY
AND RECORD AND RETURN TO:

Douglas G. Stanford, Esquire
Smith, Gambrell & Russell, LLP
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202

[SPACE RESERVED FOR OFFICIAL USE]

MEMORANDUM OF EXCLUSIVE PROPERTY MANAGEMENT AGREEMENT
[Shelby County, Alabama]

THIS MEMORANDUM OF EXCLUSIVE PROPERTY MANAGEMENT AGREEMENT (this "Memorandum") is made effective as of November 21, 2006, by and between

WINN-DIXIE MONTGOMERY LEASING, LLC, a Florida limited liability company ("Tenant"), whose address for purposes of notice is 5050 Edgewood Court, Jacksonville, Florida 32254, Attention: Legal Department, and

WINN-DIXIE MONTGOMERY, INC., a Florida corporation, ("Manager"), whose address for purposes of notice is 5050 Edgewood Court, Jacksonville, Florida 32254, Attention: Legal Department.

R E C I T A L S :

A. Tenant is the successor lessee under certain leases as more particularly described on attached Exhibit A (the "Leases"), covering the leased premises as described therein (the "Premises"), each and every such Premises being located in Shelby County, Alabama.

B. Tenant and Manager have entered into that certain Exclusive Property Management Agreement dated effective as of November 21, 2006 (the "Management Agreement"), pursuant to which Manager has the right to physical possession of the Premises as the operator and manager thereof.

C. Tenant and Manager desire to place third parties on notice of the existence of the Management Agreement.

ACCORDINGLY, Tenant and Manager hereby certify and state the following:

1. **Management Agreement**. Notice is hereby given that, pursuant to the Management Agreement, Tenant has engaged Manager as its manager and operator with respect to the Premises, and that in such capacity, Manager will have the right and privilege to maintain physical possession of the Premises pursuant to the Management Agreement for the purpose of operating and managing the Premises in the ordinary course of Manager's business.

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2. **Subordination of Management Agreement**. The Management Agreement, and the respective rights of Tenant and Manager thereunder, are and shall remain subject and subordinate to the encumbrance, lien and effect of any mortgage that Tenant has granted or hereafter grants in and to its leasehold interest in the Premises.

3. **Record Notice**. This instrument is intended to place third parties on record notice of Manager's possessory rights in the Premises pursuant to the Management Agreement.

IN WITNESS WHEREOF, Tenant and Manager have caused this Memorandum to be executed under seal as of the date first above written.

Signed, sealed and delivered
in the presence of the following
subscribing witnesses:

Starla S. Stoesser
Name: Starla S. Stoesser

Name: JOHN J. JAMES

TENANT:

WINN-DIXIE MONTGOMERY LEASING, LLC,
a Florida limited liability company

By:
Name: Philip E. Fickuto
Title: President

Signed, sealed and delivered
in the presence of the following
subscribing witnesses:

Name: ANDREW KEITH DAVIS

Name: Jacques Molaison

MANAGER:

WINN-DIXIE MONTGOMERY, INC.,
a Florida corporation

By:
Name: Bennett L. Nussbaum
Title: Vice President

AR
10.18.06

LEGAL APPROVED
ATTY: CBI
DATE: 11-17-06

20061128000575850 3/4 $20.00
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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged on Nov 21, 2006, before me, the undersigned Notary Public, by Philip E. Pichulo, the _____ President of **WINN-DIXIE MONTGOMERY LEASING, LLC**, a Florida limited liability company, on behalf of the company. He/She either [✓] is personally known to me or [ ] has produced _____ as identification.

Patricia A. Helwig
Printed Name: _____
Notary Public, State of Florida
Commission No.: _____
My commission expires: _____

[NOTARIAL SEAL]

PATRICIA A. HELWIG
MY COMMISSION # DD 412584
EXPIRES: June 10, 2009
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged on Nov 21, 2006, before me, the undersigned Notary Public, by Bennett L. Nussbaum, the Vice President of **WINN-DIXIE MONTGOMERY, INC.**, a Florida corporation, on behalf of the corporation. He/She either [✓] is personally known to me or [ ] has produced _____ as identification.

Patricia A. Helwig
Printed Name: _____
Notary Public, State of Florida
Commission No.: _____
My commission expires: _____

[NOTARIAL SEAL]

PATRICIA A. HELWIG
MY COMMISSION # DD 412584
EXPIRES: June 10, 2009
Bonded Thru Notary Public Underwriters

EXHIBIT A
Description of Leases

20061128000575850 4/4 $20.00
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STORE #469
335 Helena Market Place
Helena, Shelby County, Alabama

LEASE: Lease as evidenced by Short Form Lease, recorded in Instrument Number 1997-37152, public records of Shelby County, Alabama, as amended.

STORE #509
150 Chelsea Corners
Chelsea, Shelby County, Alabama

LEASE: Lease as evidenced by Short Form Lease, recorded in Instrument Number 1998-33230, public records of Shelby County, Alabama.

STORE #514
2653 Valleydale Road
Birmingham, Shelby County, Alabama

LEASE: Lease as evidenced by Short Form Lease, recorded in Instrument Number 1995-10844, public records of Shelby County, Alabama.