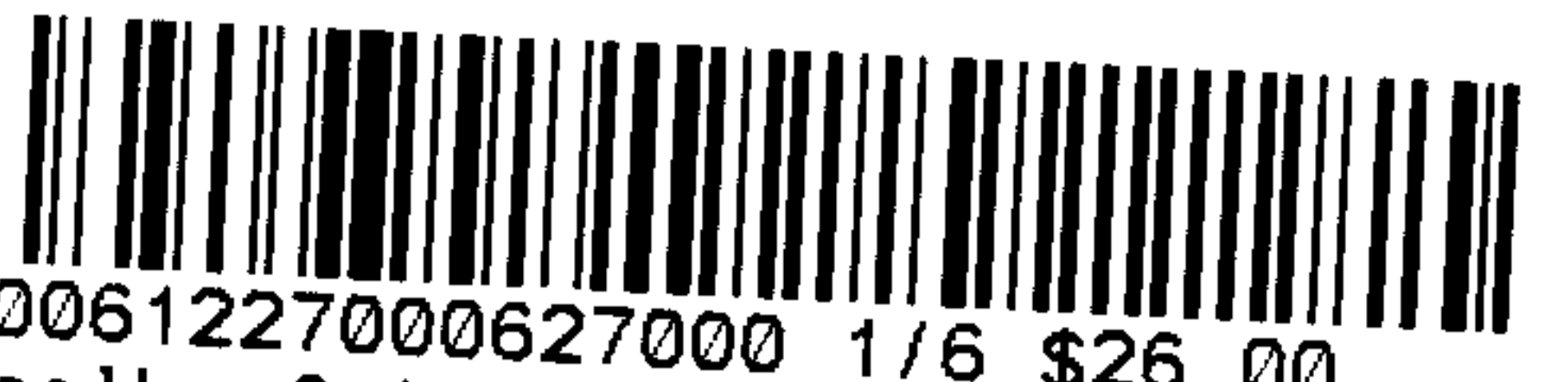


RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:


20061227000627000 1/6 \$26.00
Shelby Cnty Judge of Probate, AL
12/27/2006 12:12:10PM FILED/CERT

SCP Building 4, LLC
c/o Graham & Company, Inc.
2200 Woodcrest Drive, Suite 210
Birmingham, AL 35209

MEMORANDUM OF AGREEMENT
BETWEEN TENANTS-IN-COMMON

THIS MEMORANDUM OF AGREEMENT BETWEEN TENANTS-IN-COMMON ("Memorandum") is made and entered into as of this 21st day of December, 2006, by and between SCP BUILDING 4, LLC, a Delaware limited liability company ("SCP"), DIXON ONE LLC, an Alabama limited liability company ("Dixon"), and O'BRIEN ONE LLC, an Alabama limited liability company ("O'Brien"). SCP, Dixon and O'Brien are sometimes collectively referred to as "Co-tenants" and sometimes individually referred to herein as "Co-tenant".

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, the Co-tenants hereby declare and agree as follows:

1. SCP, as to an undivided fifty percent (50%) interest, Dixon, as to an undivided fifteen percent interest (15%), and O'Brien, as to an undivided thirty five percent (35%) interest, as tenants-in-common are the owners of that certain real property in the County of Shelby, State of Alabama, which is more particularly described in Exhibit "A" attached hereto and incorporated hereby by this reference ("Property").

2. SCP, Dixon and O'Brien have entered into that certain unrecorded Amended and Restated Co-Tenancy Agreement ("Agreement"), dated as of December 22, 2006, for the purpose of providing for the ownership and sale of the Property. The Agreement amended and restated in its entirety a prior Co-Tenancy Agreement (the "Prior Agreement") pertaining to the Property. The Prior Agreement is the subject of a Memorandum of Agreement dated November 10, 2005, and recorded in the Office of the Judge of Probate of Shelby County, Alabama at Instrument No. 20060630000315090 ("Prior Memorandum").

3. The Agreement, among other things, restricts the rights of each Co-tenant under certain circumstances to encumber or to transfer its interest in and to the Property.

4. This Memorandum is being made and entered into for the purpose of providing notice of the Agreement and certain of the provisions thereof. The Agreement is incorporated herein by this reference and is hereby made a part hereof as if set forth in

full herein. By entering into this Memorandum, the parties hereby terminate and cancel the Prior Memorandum, and do hereby release the same of record.

5. The Co-tenants further agree that the Agreement shall run with the Property only for so long as title to the Property is held by the Co-tenants, but shall be deemed to be null and void and no longer a right or obligation appurtenant to such Property upon the execution of an affidavit of any one or more of the Co-tenants and the recordation of such in the Office of the Judge of Probate of Shelby County, Alabama certifying that such Agreement has been terminated as between the Co-tenants; provided, however, that in the event that any financial obligations owing to Principal Commercial Funding, LLC or any other mortgage lender (collectively, "Lender") is outstanding and secured by the Property, then notwithstanding this paragraph 5, the Agreement shall not be amended, modified or terminated, or become null or void, except upon the prior written consent of Lender, to be determined in the sole and absolute discretion of the Lender.

[signatures on following page]

IN WITNESS WHEREOF, the undersigned have executed this Memorandum of Agreement Between Tenants-In-Common as of the date first set forth above.

SCP BUILDING 4, LLC

By: Graham & Company, Inc.,
Its Manager

By: H. Michael Graham
H. Michael Graham
Its President

DIXON ONE LLC

By: Gail Dixon
Gail Dixon
Its Sole Member

O'BRIEN ONE LLC

By: Gerald Dennis O'Brien
Gerald Dennis O'Brien
Its Sole Member

THIS INSTRUMENT PREPARED BY:
J. David Dresher
Bradley Arant Rose & White LLP
1819 5th Avenue North
Birmingham, AL 35203

STATE OF ALABAMA

JEFFERSON COUNTY



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I, the undersigned, a notary public in and for said county in said state, hereby certify that H. Michael Graham, whose name as President of Graham & Company, Inc., as Manager of SCP Building 4, 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 Member and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal this 20th day of December, 2006.

Billy J M Orum
Notary Public

[NOTARIAL SEAL]

My commission expires: 06/08/09

STATE OF ALABAMA

JEFFERSON COUNTY

I, the undersigned, a notary public in and for said county in said state, hereby certify that Gail Dixon, whose name as Member of Dixon One LLC, an Alabama 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 Member and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal this 20th day of December, 2006.

Billy J M Orum
Notary Public

[NOTARIAL SEAL]

My commission expires: 06/08/09

STATE OF ALABAMA

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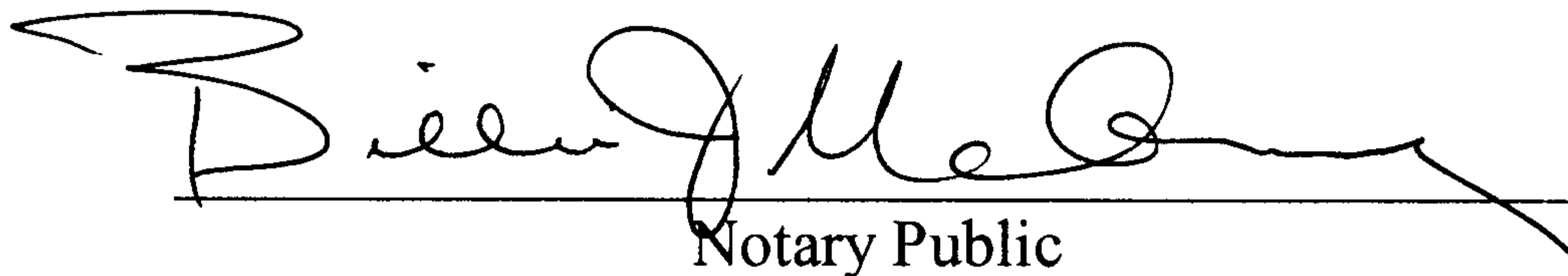
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JEFFERSON COUNTY

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I, the undersigned, a notary public in and for said county in said state, hereby certify that Gerald Dennis O'Brien, whose name as Member of O'Brien One LLC, an Alabama 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 Member and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal this 20th day of December, 2006.


Notary Public

[NOTARIAL SEAL]

My commission expires: 06/08/09



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EXHIBIT A

Legal Description

Lot 2C of Graham's Resurvey of Lot 2, Shelby Commerce Park, as recorded in Map Book 35, Page 18, in the Office of the Judge of Probate of Shelby County, Alabama.



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