

STATE OF ALABAMA)
 :
SHELBY COUNTY)


20070619000288260 1/4 \$21.00
Shelby Cnty Judge of Probate, AL
06/19/2007 04:09:03PM FILED/CERT

**TERMINATION OF MEMORANDUM
OF AGREEMENT BETWEEN
TENANTS-IN-COMMON**

THIS TERMINATION OF MEMORANDUM OF AGREEMENT BETWEEN TENANTS-IN-COMMON (this "Termination") is made and entered into this 19th day of June, 2007 by and among SHELBY COMMERCE PARK LLC, an Alabama limited liability company ("SCP"), DIXON LLC, an Alabama limited liability company ("Dixon") and O'BRIEN LLC, an Alabama limited liability company ("O'Brien").

RECITALS:

SCP, Dixon and O'Brien have heretofore entered into a Memorandum of Agreement between Tenants-in-Common dated as of August 22, 2003 (the "Memorandum of Agreement"), as recorded August 22, 2003 in the office ("Probate Office") of the Judge of Probate of Shelby County, Alabama as Instrument No. 20030822000559870.

The Memorandum of Agreement was made and entered into in connection with providing notice of the provisions of a certain unrecorded Co-Tenancy Agreement dated as of April 2, 2002 between SCP, Dixon and O'Brien ("Co-Tenancy Agreement").

Pursuant to statutory warranty deeds dated as of June 19, 2007, and recorded in the Probate Office; SCP, Dixon and O'Brien have transferred and conveyed to Calera 3280, LLC all of the Property described in the Memorandum of Agreement.

SCP, Dixon and O'Brien desire to cancel and terminate the Memorandum of Agreement.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SCP, Dixon and O'Brien do hereby acknowledge and agree that, effective as of June 19, 2007 the Memorandum of Agreement is cancelled and terminated in its entirety.

IN WITNESS WHEREOF, SCP, O'Brien and Dixon have executed this
Termination as of the date first above written.

SHELBY COMMERCE PARK LLC

By: *H. Michael Graham*
Its: Authorized Member

O'BRIEN LLC

By: *Gerald D. O'Brien*
Gerald Dennis O'Brien
Its: Sole Member

DIXON LLC

By: *Gail Dixon*
Gail Dixon
Its: Sole Member

This instrument prepared by:
J. David Dresher
Bradley Arant Rose & White LLP
1819 5th Avenue North
Birmingham, AL 35203

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I, the undersigned, a notary public in and for said county in said state, hereby certify that N. Michael Truham, whose name as Authorized Member of Shelby Commerce Park 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 Authorized 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 19th day of June, 2007.

Margaret F. Soldo
Notary Public

[NOTARIAL SEAL]

My commission expires: 9-10-2010

STATE OF ALABAMA

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SHELBY 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 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 19th day of June, 2007.

Margaret F. Soldo
Notary Public

[NOTARIAL SEAL]

My commission expires: 9-10-2010

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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 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 19th day of June, 2007.

Margaret F. Soldo
Notary Public

[NOTARIAL SEAL]

My commission expires: 9-10-2010