

~~When recorded, return to:~~

Khofo Investment Group, LLC
c/o Jorge de la Osa, Esq.
255 Alhambra Circle
Suite 550
Coral Gables, Florida 33134

NOTICE AND MEMORANDUM OF ASSIGNMENT OF LEASE

THIS NOTICE AND MEMORANDUM OF ASSIGNMENT OF LEASE (this "Notice") is made as of June 29, 2007, by and among GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation ("Assignor") successor by merger with Franchise Finance Corporation of America, successor by merger to Insured Income Properties 1982 whose address is 8377 East Hartford Drive, Suite 200, Scottsdale, Arizona 85255, and KHOFO INVESTMENT GROUP, LLC, a Florida limited liability company ("Assignee"), whose address is 255 Alhambra Circle, Suite 550, Coral Gables, Florida 33134.

WITNESSETH:

1. Assignor and Mathews Foods, Inc. #5, an Alabama corporation ("Mathews Foods"), as lessee, entered into that certain lease dated as of August 1, 1992, as assigned by Mathews Foods to Wesco Foods, Inc., an Alabama corporation ("Lessee") pursuant to that certain Assignment and Assumption of Lease dated September 26, 1996 (as assigned, the "Lease") located in Pelham, Shelby County, Alabama, and more particularly described on Exhibit A attached hereto, together with all buildings, structures, fixtures and improvements located thereon (collectively, the "Premises").

2. A Memorandum of Lease was not recorded in the Official Records of Shelby County, Alabama. Original copies of the Lease are in possession of Lessee and the parties hereto.

2. Pursuant to that certain Master Assignment and Assumption of Lessor's Interest in Lease dated of even date herewith, by and between Assignor and Assignee (the "Assignment"), Assignor has assigned all of its right, title and interest under the Lease to Assignee and Assignee has agreed to be bound by all of the terms and conditions under the Lease.

3. Original copies of the Assignment are in the possession of the parties hereto. The Assignment contains other terms not herein set forth but which are incorporated by reference herein for all purposes, and this Memorandum is executed for the purpose of placing parties dealing with the Premises on notice of the existence of the Assignment and, where appropriate, its contents, and shall ratify and confirm all other terms of the Assignment as fully as if the same had been set forth herein. Additional information concerning the terms of the Assignment can be obtained from the parties hereto at the



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Shelby Cnty Judge of Probate, AL
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4. This Notice is intended for recording purposes only, and does not modify, supersede, diminish, add to or change all or any of the terms of the Lease (except as modified by the Assignment) or the Assignment in any respect. In the event of any conflict between the provisions of this Memorandum and the provisions of the Assignment, the provisions of the Assignment shall control.

5. This Notice may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same document. Signature pages may be detached from the counterparts and attached to a single copy of this Memorandum to physically form one document.

(BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK)

When recorded mail to:
LandAmerica Financial Group, Inc.
Attn: *Kristin Brown*
1850 N. Central Ave., #300
Phoenix, AZ 85004
Escrow No. 07-52443

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

ASSIGNOR:

GE CAPITAL FRANCHISE FINANCE
CORPORATION, a Delaware corporation

By: Deborah R. Barker
Name: Deborah R. Barker
Its: Vice President

ASSIGNEE:

KHOFO INVESTMENT GROUP, LLC,
a Florida limited liability company

By: _____
Printed Name: _____
Its: _____

STATE OF ARIZONA]
] SS.
COUNTY OF MARICOPA]

I, the undersigned, hereby certify that Deborah R. Barker, whose name as Vice President of GE Capital Franchise Finance Corporation, a Delaware 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/she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 28 day of June, 2007.

My Commission Expires:

7-31-07

Susan M. Fitzgerald
Printed Name: Susan M. Fitzgerald
Notary Public, Maricopa County, Arizona





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Shelby Cnty Judge of Probate, AL
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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

ASSIGNOR:

GE CAPITAL FRANCHISE FINANCE
CORPORATION, a Delaware corporation

By: _____
Name: _____
Its: _____

ASSIGNEE:

KHOFO INVESTMENT GROUP, LLC,
a Florida limited liability company

By: [Signature]
Printed Name: Alaa Elbrati
Its: MBR

STATE OF ARIZONA]
] SS.
COUNTY OF MARICOPA]

I, the undersigned, hereby certify that Deborah R. Barker, whose name as Vice President of GE Capital Franchise Finance Corporation, a Delaware 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/she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this ____ day of June, 2007.

My Commission Expires:

Printed Name:
Notary Public, Maricopa County, Arizona



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Shelby Cnty Judge of Probate, AL
07/12/2007 10:28:23AM FILED/CERT

STATE OF FLORIDA

]
] SS.
]

COUNTY OF MIAMI-DADE

I, the undersigned, hereby certify that AAA ELBIAI, whose name as Manager of Khofo Investment Group, LLC, a Florida 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/she, as such officer and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand this 28 day of June, 2007.

My Commission Expires:

Bonnie J Padulsky
Printed Name:
Notary Public, Bonnie J Padulsky



Bonnie J. Padulsky
My Commission DD238718
Expires November 13, 2007

[Handwritten mark]



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Shelby Cnty Judge of Probate, AL
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EXHIBIT A

LEGAL DESCRIPTION

Part of the Southwest Quarter of the Northwest Quarter of Section 25, Township 20 South, Range 3 West, situated in Shelby County, Alabama, being more particularly described as follows: Commence at the point of intersection of the South line of said Quarter-Quarter Section and the Westerly right-of-way of U. S. Highway 31, thence run Northeasterly 299.13 feet along said right-of-way to the point of beginning; thence continue along last described course 125.00 feet; thence an angle left of 103 deg. 00'35" and run Westerly 200.00 feet; thence an angle left of 90 deg. 00' and run Southerly 121.79 feet; thence an angle left of 90 deg. 00' and run Easterly 171.86 feet to the point of beginning.

Mineral and mining rights excepted.