


PREPARED BY:

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450 South Orange Avenue, Suite 650
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Return Recorded Documents To:

LandAmerica National Commercial Services
450 S. Orange Avenue, Suite 170
Orlando, FL 32801
Attention: **Christi Pawlak** 08-551


20080910000360550 1/6 \$27.00
Shelby Cnty Judge of Probate, AL
09/10/2008 03:47:48PM FILED/CERT

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE ("*Memorandum*") is effective as of September 8, 2008 (the "*Effective Date*"), between CNL APF PARTNERS, LP, a Delaware limited partnership, whose address is 450 South Orange Avenue, Suite 1100, Orlando, Florida 32801-3336 ("*Assignor*"), and DUANE G. WASSON and SUSAN E. WASSON, as Trustees of THE WASSON FAMILY 2001 TRUST, executed on October 24, 2001, whose address is 175 Joselyn Road, Woodside, CA 94062 (collectively, the "*Assignee*").

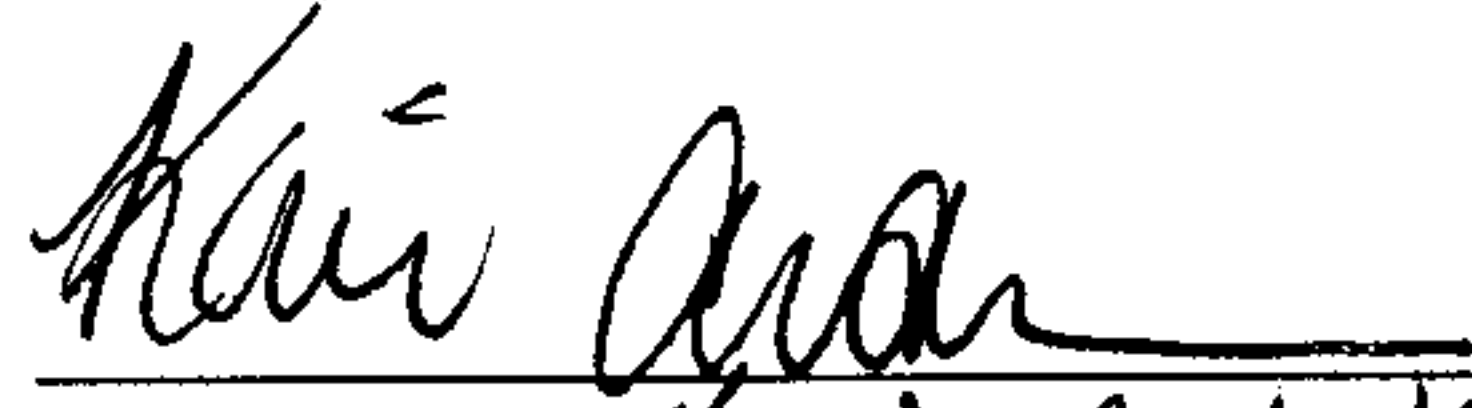
A. Assignor is the landlord under Lease Agreement dated January 18, 2008 (the "*Lease*"), between Assignor, as landlord, and Burger King Corporation, a Florida corporation, as tenant (the "*Tenant*"), whereby Assignor leased to Tenant the real property and improvements more particularly described on *Exhibit A* (the "*Premises*"), as evidenced by that certain Memorandum of Lease, dated January 18, 2008, and recorded January 23, 2008, as Instrument No. 20080123000030400 in the Shelby County Recorder's office.

B. Assignor and Assignee have entered into an Assignment and Assumption of Lease ("*Agreement*"), of even date herewith, and hereby incorporate the terms and conditions of the Agreement as if set forth in full herein, and record this Memorandum to serve as constructive notice of the terms and conditions of the Agreement, with the intent that such Agreement be binding on all successors or assigns of Assignor and Assignee.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Memorandum as of the Effective Date.

WITNESSES:



Print Name: Kari Ardelean



Print Name: Miriam MALDONADO

Print Name:

Print Name:

ASSIGNOR:

CNL APF PARTNERS, LP, a Delaware limited partnership

By: CNL APF GP, LLC, a Delaware limited liability company, its sole general partner

By:

Printed Name: THOMAS G. KINDRED, JR.

Its Authorized Signatory

ASSIGNEE:


THE WASSON FAMILY 2001 TRUST

By:

Printed Name: Duane G. Wasson, Trustee

By:

Printed Name: Susan E. Wasson, Trustee

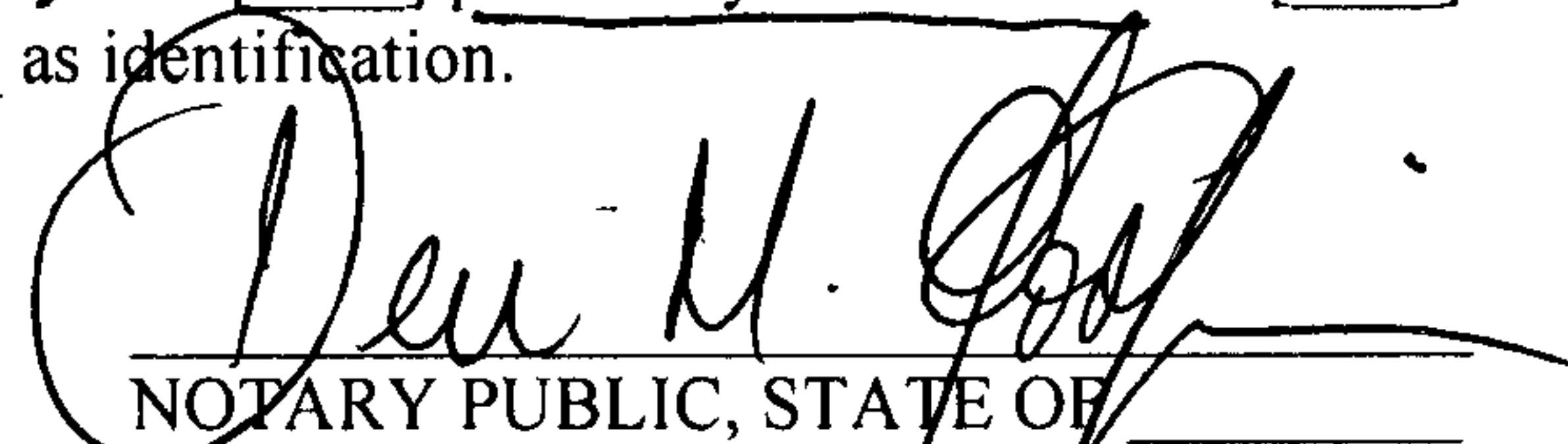

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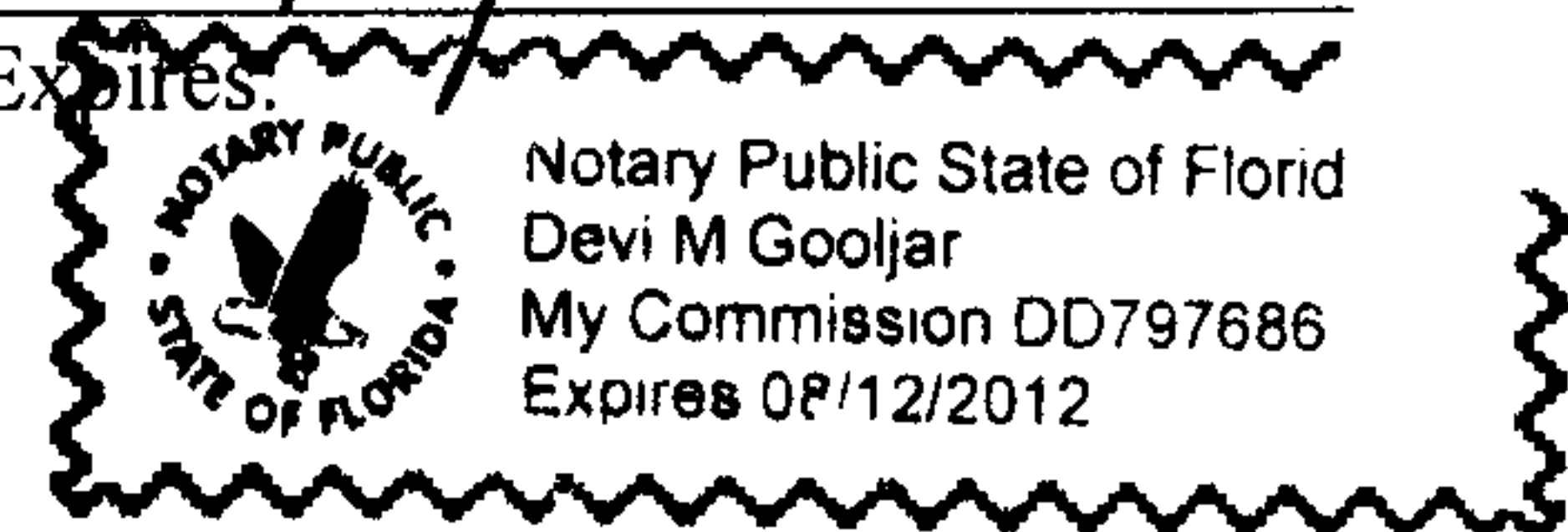
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STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this 5 day of September 2008, by THOMAS G. KINDRED, JR. the Authorized Signatory of CNL APF GP, LLC, a Delaware limited liability company, the sole general partner of CNL APF PARTNERS, LP, a Delaware limited partnership, on behalf of the company and partnership. He/She is [] personally known to me or [] has produced _____ as identification.


NOTARY PUBLIC, STATE OF _____

Print Name: _____
My Commission Expires: _____



STATE OF _____)
)
COUNTY OF _____)

The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this _____ day of September 2008, by Duane G. Wasson, as Trustee of THE WASSON FAMILY 2001 TRUST, executed on October 24, 2001, on behalf of said trust. He is [] personally known to me or [] has produced _____ as identification.

NOTARY PUBLIC, STATE OF _____
Print Name: _____
My Commission Expires: _____

STATE OF _____)
)
COUNTY OF _____)

The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this _____ day of September 2008, by Susan E. Wasson, as Trustee of THE WASSON FAMILY 2001 TRUST, executed on October 24, 2001, on behalf of said trust. She is [] personally known to me or [] has produced _____ as identification.

NOTARY PUBLIC, STATE OF _____
Print Name: _____
My Commission Expires: _____

IN WITNESS WHEREOF, Assignor and Assignee have executed this Memorandum as of the Effective Date.

WITNESSES:

Thomas B. Woods
Print Name:

Print Name:

J. Jizem
Print Name:

Print Name:

ASSIGNOR:,

CNL APF PARTNERS, LP, a Delaware limited partnership

By: CNL APF GP, LLC, a Delaware limited liability company, its sole general partner

By: _____
Printed Name: _____
Its Authorized Signatory

ASSIGNEE:

THE WASSON FAMILY 2001 TRUST

By: Duane G. Wasson
Printed Name: Duane G. Wasson, Trustee

By: Susan E. Wasson
Printed Name: Susan E. Wasson, Trustee



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 Shelby Cnty Judge of Probate, AL
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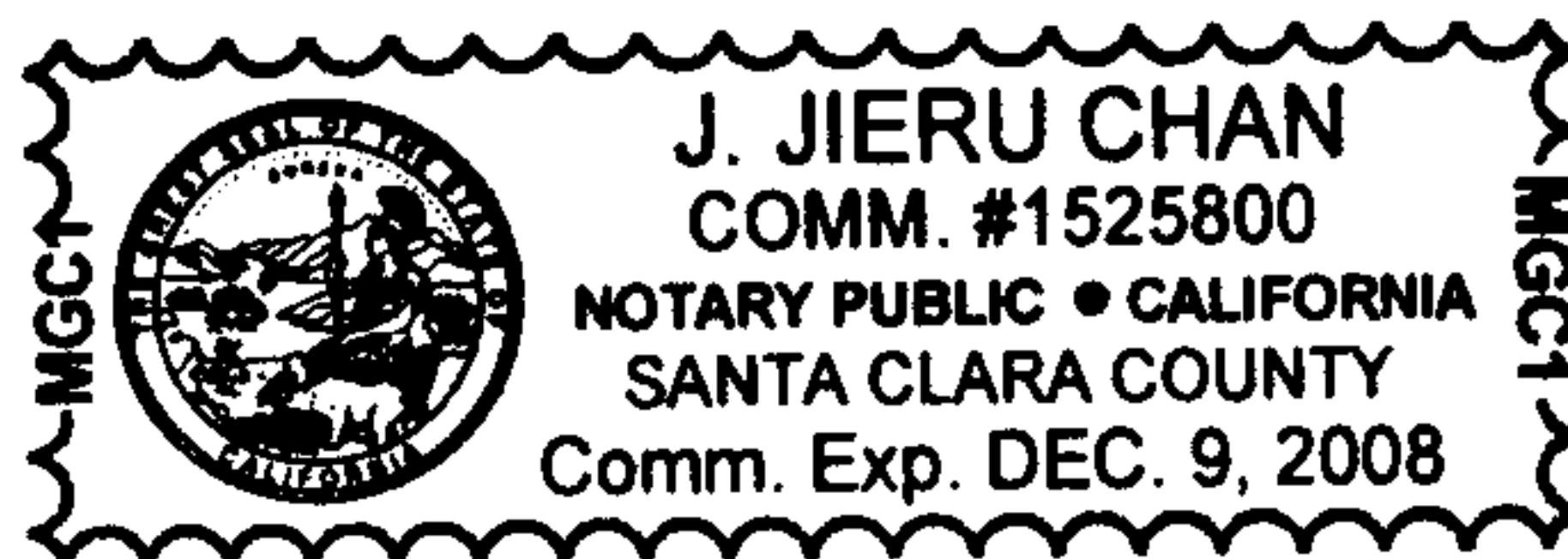
STATE OF FLORIDA)
)
 COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this _____ day of September 2008, by _____, the Authorized Signatory of CNL APF GP, LLC, a Delaware limited liability company, the sole general partner of CNL APF PARTNERS, LP, a Delaware limited partnership, on behalf of the company and partnership. He/She is [] personally known to me or [] has produced _____ as identification.

NOTARY PUBLIC, STATE OF _____
 Print Name: _____
 My Commission Expires: _____

STATE OF CALIFORNIA
)
 COUNTY OF SAN MATEO

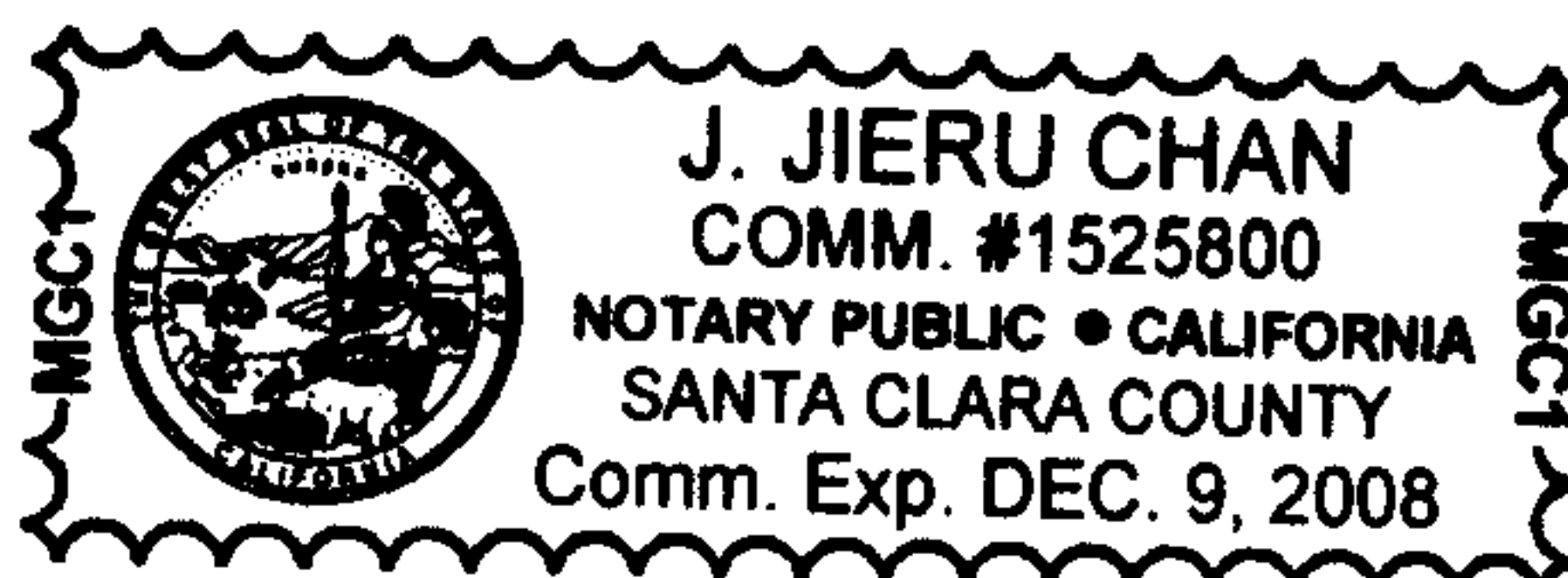
The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this 5th day of September 2008, by Duane G. Wasson, as Trustee of THE WASSON FAMILY 2001 TRUST, executed on October 24, 2001, on behalf of said trust. He is [] personally known to me or [☒] has produced CALIFORNIA DRIVER'S as identification.
LICENSE



NOTARY PUBLIC, STATE OF CALIFORNIA
 Print Name: J. JIERU CHAN
 My Commission Expires: 12-09-08

STATE OF CALIFORNIA
)
 COUNTY OF SAN MATEO

The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this 5th day of September 2008, by Susan E. Wasson, as Trustee of THE WASSON FAMILY 2001 TRUST, executed on October 24, 2001, on behalf of said trust. She is [] personally known to me or [☒] has produced CALIFORNIA DRIVER'S as identification.
LICENSE



NOTARY PUBLIC, STATE OF CALIFORNIA
 Print Name: J. JIERU CHAN
 My Commission Expires: 12-09-08

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EXHIBIT A
LEGAL DESCRIPTION OF THE PREMISES

Lot C-1, according to the Survey of Cahaba Valley Park North, as recorded in Map Book 13, page 140, in the Probate Office of Shelby County, Alabama.