

# This Instrument Prepared By:

Ken Shapiro Mitchell & Shapiro, LLP 3490 Piedmont Road, Suite 650 Atlanta, Georgia 30305 (404) 812-4748

Return to:

109 N. 20th St. Biannyham, A 35203

## MEMORANDUM OF OPTION

THIS MEMORANDUM OF OPTION made this 30<sup>th</sup> day of July, 2010, by and among DALTON EDUCATIONAL CONCEPTS, INC., an Alabama corporation d/b/a PRIMROSE SCHOOL OF MEADOWBROOK ("Franchisee"), SLCK PROPERTIES, LLC, an Alabama limited liability company ("Owner"), and PRIMROSE SCHOOL FRANCHISING COMPANY ("Franchisor").

### WITNESSETH:

Franchisee, Owner and Franchisor have entered into that certain Primrose School Franchising Company Franchise Agreement of even date (the "Franchise Agreement"). Owner and Franchisee have granted to Franchisor an option and right of first refusal to purchase that certain real property, including buildings and improvements thereon, being more particularly described on Exhibit "A" attached hereto and made a part hereof (the "Property"), in accordance with the terms of the Franchise Agreement.

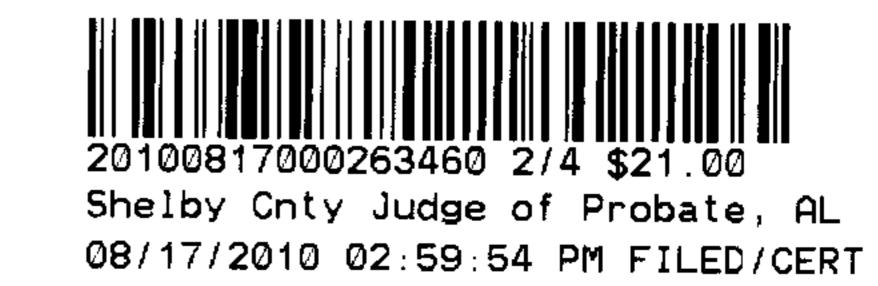
This Memorandum of Option has been executed and delivered by the parties for the purposes of recording and giving notice that a contractual relationship for an option to purchase the Property has been created between Owner and Franchisor.

This Memorandum of Option will terminate ninety (90) days after the termination of the Franchise Agreement, whether by expiration or earlier termination, which termination shall be (i) if the Franchise Agreement is not renewed, no later than ten (10) years from the date of the Franchise Agreement or (ii) if the Franchise Agreement is renewed, no later than thirty (30) years from the date of the Franchise Agreement.

This Memorandum of Option is intended for notice purposes only. Reference must be made to the Franchise Agreement for the full terms and provisions of the option and right of first refusal granted by the Franchise Agreement.

# FRANCHISEE:

Mile Challing Winess V	DALTON EDUCATIONAL CONCEPTS, INC., an Alabama corporation  By: Alton Name: Palph 9. Dalton  Title: President
STATE OF ALABAMA COUNTY OF SHELBY	[SEAL]
Alabama corporation.	re me on the 30 day of, 2010 by deut of Dalton Educational Concepts, Inc., an
WENESS V	OWNER:  SLCK PROPERTIES LLC, an Alabama limited liability company  By:  Dlame: Pulph E. Dalton  Title: Managing Member
STATE OF ALABAMA COUNTY OF SHELBY	[SEAL]
This instrument was acknowledged before Relph 4. Dalton, Managin Alabama limited liability company.  (Notary Seal)	Notary Public in and for the State of Alabama  My Commission Expires: \2 (14\2012



**FRANCHISOR** PRIMROSE SCHOOL FRANCHISING COMPANY By: WITNESS! Name: [SEAL] STATE OF GEORGIA COUNTY OF PAULDING

This instrument was acknowledged before me on the and day of July, 2010 by 5 Kirchner, President & CEO of Primrose School Franchising Company, JoKirchner a Georgia corporation. MAY

Notary Public in and for the State of Alabama My Commission Expires: May 18, 2017

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# EXHIBIT A LEGAL DESCRIPTION OF PROPERTY PRIMIOSE SCHOOL OF MEADOW BROOK

Lot 11A-2, according to Meadow Brook Corporate Park South, Phase II, Resurvey No. 9, being a resurvey of Lot 11A-1 (being a resurvey of Lots 11-A and 11-B) as recorded in Map Book 28, Page 59 in the Office of the Judge of Probate of Shelby, County, Alabama.

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