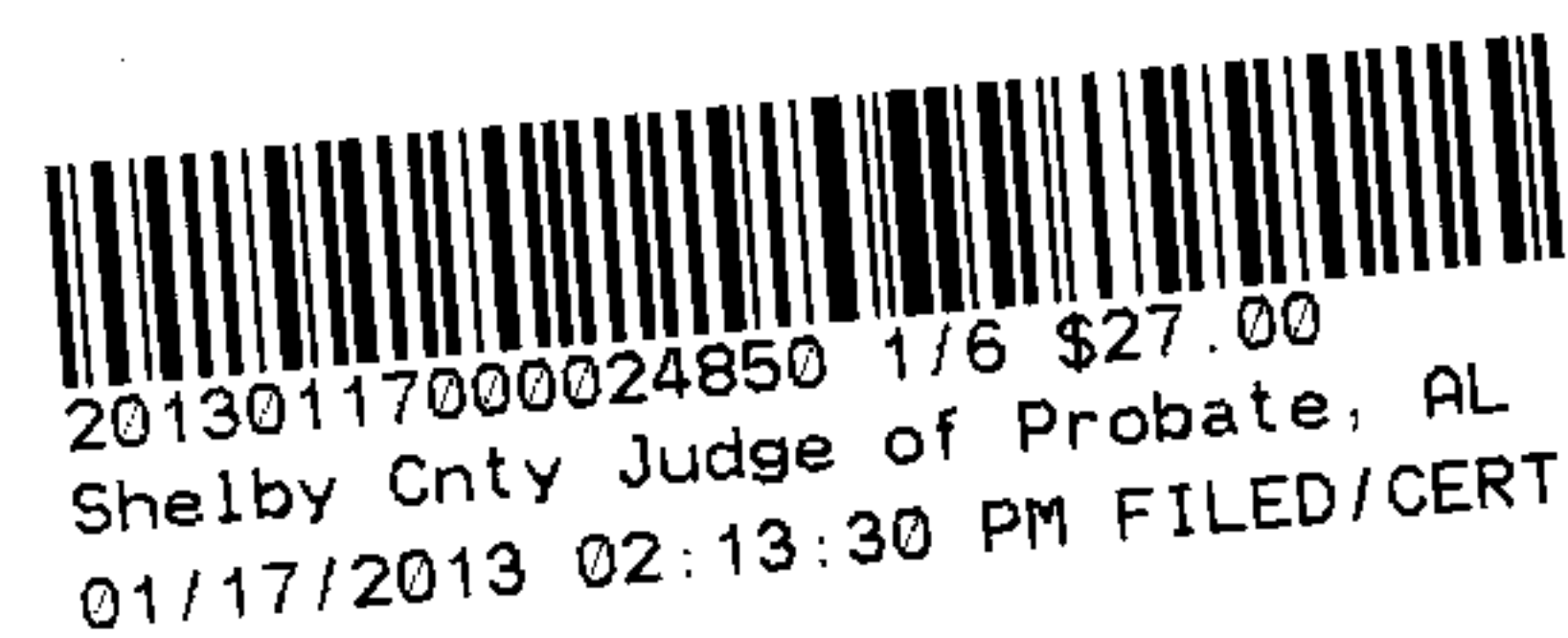


**STATE OF ALABAMA
COUNTY OF SHELBY**



**SECOND AMENDMENT TO
MEMORANDUM OF LEASE**

WHEREAS, **SWF BIRMINGHAM, LLC**, a Delaware limited liability company ("Lessor"), and the **ALABAMA TRUST FUND FOR THE STATE OF ALABAMA (pursuant to Amendment 543 to the Alabama Constitution of 1901)** [which pursuant to Amendment 543 is the entity in which all real property interests of the Alabama Forever Wild Land Trust are held] ("Lessee"), entered into a Hunting, Fishing and Recreational Lease Agreement [Cahaba River WMA] dated October 15, 2009 (as amended, the "Lease") pursuant to which Lessor agreed to lease to Lessee the sole and exclusive right to lawfully and non-commercially manage and use certain land in Bibb and Shelby Counties, Alabama for public hunting, fishing and recreation, all in accordance with the terms, covenants and conditions of the Lease;

WHEREAS, the parties filed a Memorandum of Lease dated October 15, 2009 and recorded at Instrument No. 20091118000428430 in the Judge of Probate of Shelby County, Alabama and RP Book 238, Page 266 in the Judge of Probate of Bibb County, Alabama (as amended, the "Memo");

WHEREAS, the Memo contains a cross-hatched map of the property covered thereby ("Property");

WHEREAS, Lessor and Lessee have now entered into a Second Amendment to Hunting, Fishing and Recreational Lease Agreement [Cahaba River WMA] dated simultaneously herewith pursuant to which they (i) subtracted one (1) parcel of land located in Shelby County, Alabama, totaling approximately eighty and 00/100 (80.0) acres, more or less, from the Property (the

“Subtracted Parcel”); and (ii) added one (1) parcel of land located in Shelby County, Alabama, totaling approximately eighty and 00/100 (80.0) acres, more or less, to the Property (the “Added Parcel”).

WHEREAS, Lessor and Lessee now desire to amend the Memo in accordance with the terms hereof.

NOW, THEREFORE, in consideration of the foregoing and the premises and the mutual covenants of the parties, the parties do hereby add the Added Parcel to and remove the Subtracted Parcel from the Property, both of which are described on Exhibit “A” attached hereto and made a part hereof.

It is understood that all other conditions, terms and agreements contained in the Memo shall remain the same.

All terms not specifically defined herein shall have the meanings set forth in the Memo.


IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Second Amendment to Memorandum of Lease to be executed in duplicate counterparts on this the 3rd day of December, 2012.

[SIGNATURE PAGES TO FOLLOW]

20130117000024850 3/6 \$27.00
Shelby Cnty Judge of Probate, AL
01/17/2013 02:13:30 PM FILED/CERT

LESSOR:

SWF BIRMINGHAM, LLC

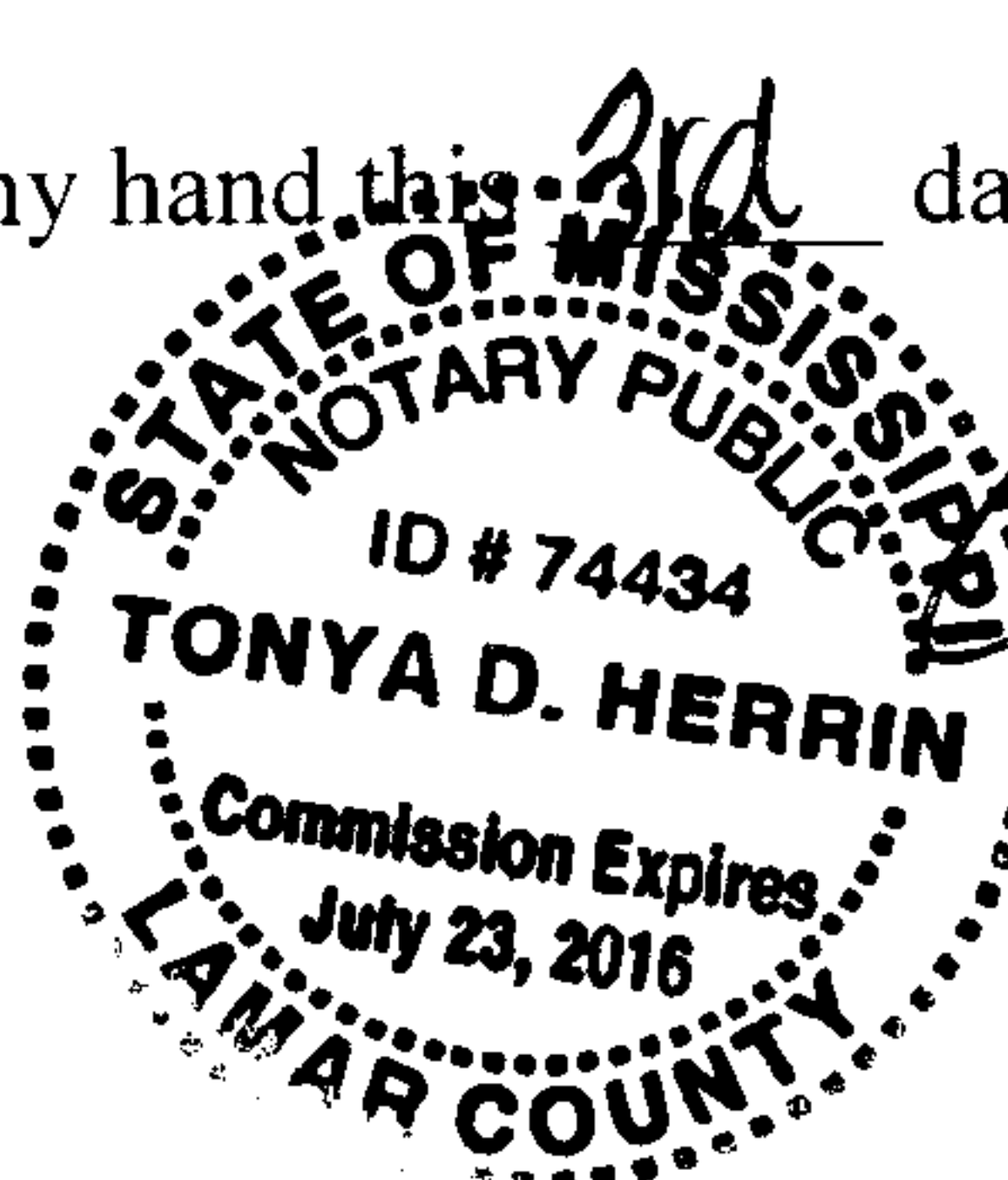

By: 
Name: Ken Sewell, Chief Operating
Officer of Molpus Timberlands Management, LLC,
its authorized agent and property manager

STATE OF MISSISSIPPI

COUNTY OF FORREST

I, THE UNDERSIGNED NOTARY PUBLIC, in and for the aforesaid county and state, hereby certify that Ken Sewell, whose name is signed to the foregoing instrument as Chief Operating Officer of Molpus Timberlands Management, LLC, a Mississippi limited liability company, as the authorized agent and property manager of SWF Birmingham, LLC, a Delaware limited liability company, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such Chief Operating Officer of Molpus Timberlands Management, LLC, executed the same voluntarily and as the authorized act of said limited liability company as the authorized agent and property manager of SWF Birmingham, LLC.

Given under my hand this 3rd day of December, 2012.



NOTARY PUBLIC
My Commission Expires: July 23, 2016

[ADDITIONAL SIGNATURE PAGE FOLLOWS]



20130117000024850 4/6 \$27.00
 Shelby Cnty Judge of Probate, AL
 01/17/2013 02:13:30 PM FILED/CERT

LESSEE:

Alabama Trust Fund for the State of Alabama (pursuant to Amendment 543 to the
~~Alabama Constitution of 1901~~)

By: [Signature]

Print Name: N. Gunter Guy, Jr.

As Its: Chairman of the Alabama Forever Wild Land Trust

APPROVED: Robert Bentley
 GOVERNOR

[Signature]

ATTEST: Beth Chapman
 SECRETARY OF STATE

STATE OF _____

COUNTY OF _____

I, THE UNDERSIGNED NOTARY PUBLIC, in and for the aforesaid county and state, hereby
 certify that N. Gunter Guy, Jr., whose name is signed to the foregoing instrument as
 Chairman of the Alabama Forever Wild Land Trust on behalf of Alabama Trust Fund for the
 State of Alabama (pursuant to Amendment 543 to the Alabama Constitution of 1901), and who is
 known to me, acknowledged before me on this day that, being informed of the contents of the
 conveyance, he/she, as such Chairman, executed the same voluntarily and as the
 authorized act of Alabama Trust Fund for the State of Alabama (pursuant to Amendment 543 to
 the Alabama Constitution of 1901)..

Given under my hand this 31 day of October, 2012.

Betsy Fuller Jones
 NOTARY PUBLIC
 My Commission Expires: _____



BETSY FULLER JONES
 NOTARY PUBLIC
 STATE OF ALABAMA
 MY COMM. EXP. 8-11-15

This document prepared by
and upon recordation return to:
Ashley S. Harris, Esq.
Adams and Reese LLP
11 North Water Street, Suite 23200
P.O. Box 1348 (36633)
Mobile, AL 36602
Main: 251-433-3234
Fax: 251-438-7733

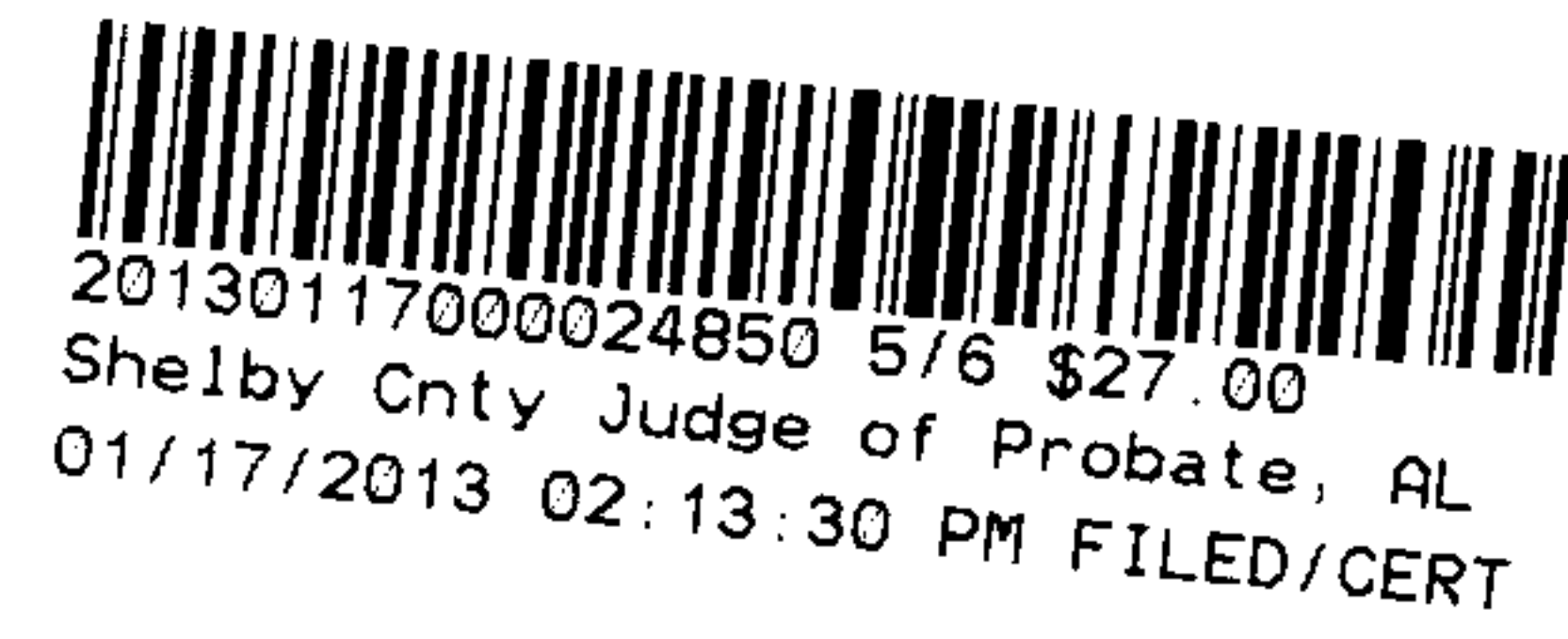



EXHIBIT "A"


20130117000024850 6/6 \$27.00
Shelby Cnty Judge of Probate, AL
01/17/2013 02:13:30 PM FILED/CERT

SUBTRACTED PARCEL

The South $\frac{1}{2}$ of the Northwest $\frac{1}{4}$ of Section 19, Township 21 South, Range 4 West of the Huntsville Meridian, Shelby County, Alabama, containing 80.0 acres, more or less.

ADDED PARCEL

The West $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of Section 17, Township 21 South, Range 4 West of the Huntsville Meridian, Shelby County, Alabama, containing 80.0 acres, more or less.