



20130123000031190 1/4 \$895.00
Shelby Cnty Judge of Probate, AL
01/23/2013 02:23:33 PM FILED/CERT

*This Instrument Prepared By, And
After Recording Return To:*

Jeff Baker
Burr & Forman LLP
420 North 20th Street
3400 Wells Fargo Tower
Birmingham, Alabama 35203
(205) 251-3000

STATE OF ALABAMA)
SHELBY COUNTY)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE, made as of the ____ day of December, 2012, is by and between **RTR PARTNERS II, LLC**, a Delaware limited liability company, whose mailing address is 3750 Corporate Woods Drive, Birmingham, Alabama 35242, Attn: Joey Pierson (the "Landlord"), and **TACALA, LLC**, a Delaware limited liability company, whose mailing address is 3750 Corporate Woods Drive, Birmingham, Alabama 35242, Attn: Lease Administration (the "Tenant").

W I T N E S S E T H:

WHEREAS, Landlord and Tenant are parties to that certain Net Lease Agreement dated as of December 14, 2012 (as heretofore or hereafter extended, amended, modified or renewed, the "Lease"); and,

WHEREAS, Landlord and Tenant desire to execute this Memorandum of Lease in order to publish record notice of the existence of the Lease and the rights created thereby;

NOW, THEREFORE, Landlord and Tenant do hereby acknowledge and agree that the Lease contains the following terms:

1. **Landlord:** The name of the Landlord is RTR Partners II, LLC.


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State of Alabama
Deed Tax:\$874.00

2. **Tenant:** The name of the Tenant is Tacala, LLC.
3. **Term:** The primary term of the Lease commenced on December 14, 2012, and will expire not later than March 3, 2037.
4. **Renewal Options:** The Lease contains six (6) successive renewal options, each of which is for a term of five (5) years.
5. **Description of Leased Premises:** The leased premises are described in Exhibit A attached hereto and made a part hereof.
6. **Notice of Rights of Taco Bell Corp.:** Pursuant to the terms of the Lease Landlord and Tenant have granted Taco Bell Corp., a California corporation, and its affiliates certain conditional rights, including possession, in and to the Premises.

This Memorandum of Lease is for informational purposes only and nothing contained herein shall be deemed in any way to modify or otherwise affect any of the terms and conditions of the Lease, all of which are incorporated herein by this reference.

This instrument is intended to be construed as a Memorandum of Lease within the meaning of Section 35-4-51.1 of the *Code of Alabama* (1975), and is subject to all of the terms, provisions and conditions of the Lease. In the event of any inconsistency between the terms of the Lease and this instrument, the terms of the Lease shall prevail.

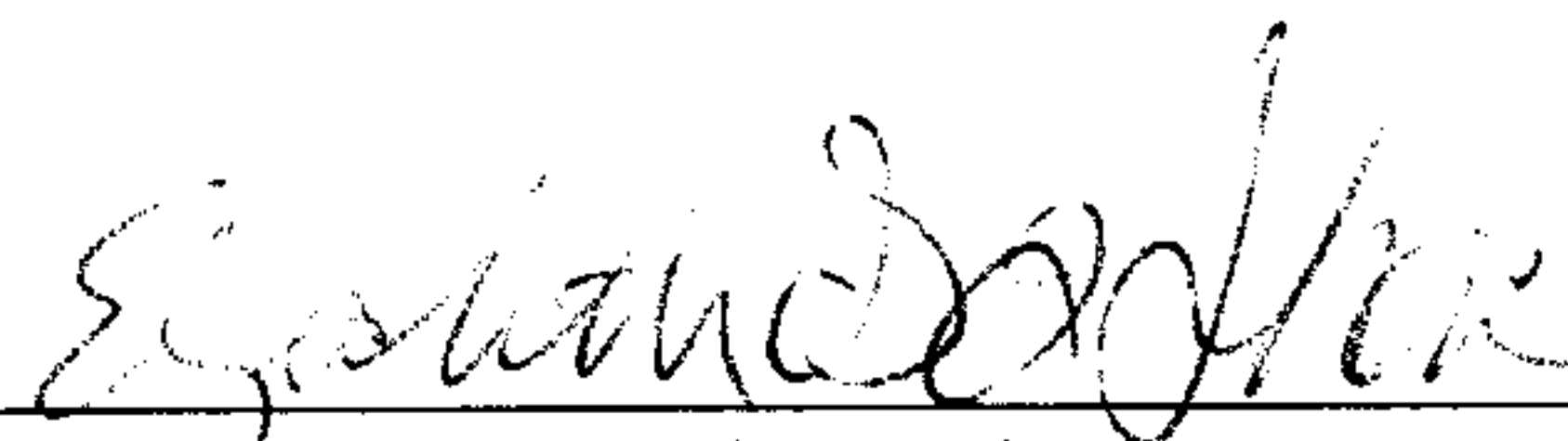
[No further text this page. Signature page follows.]


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IN WITNESS WHEREOF, Landlord and Tenant have caused this Memorandum of Lease to be properly executed and delivered as of the date set forth above.

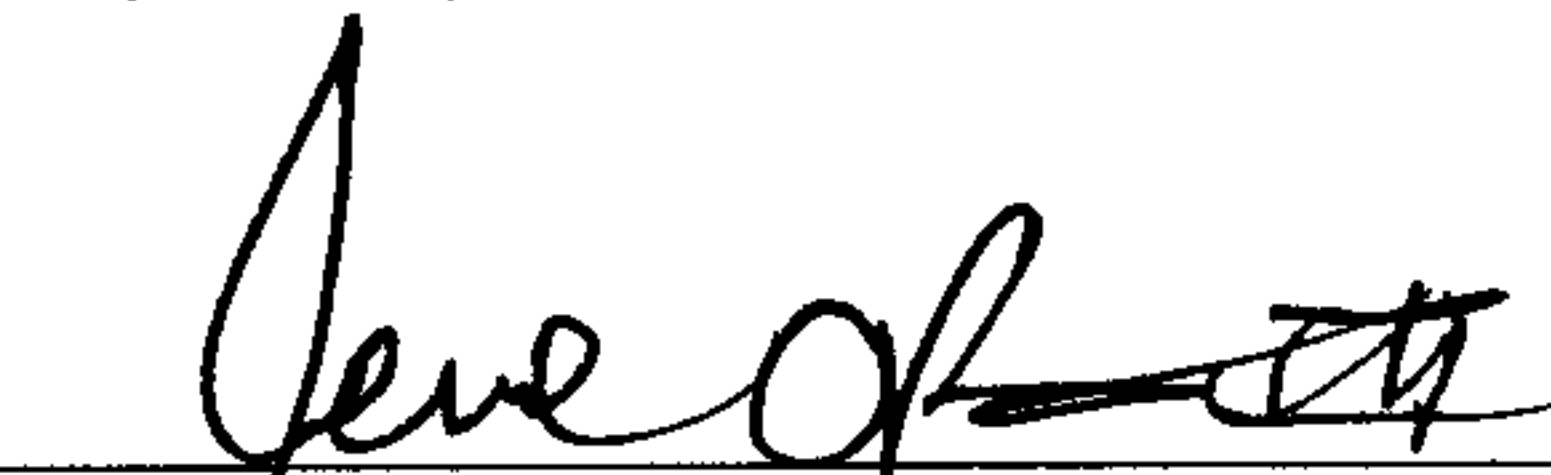
LANDLORD:

RTR PARTNERS II, LLC, a Delaware limited liability company

By: 
Elizabeth G. Ghareeb, Manager

TENANT:


TACALA, LLC, a Delaware limited liability company

By: 
Jerre O. Pierson, III, Chief Financial Officer

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Elizabeth G. Ghareeb, whose name as Manager of RTR Partners II, LLC, a Delaware 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, she, as such ,manager and with full authority, executed the same voluntarily for and as the act of said company.

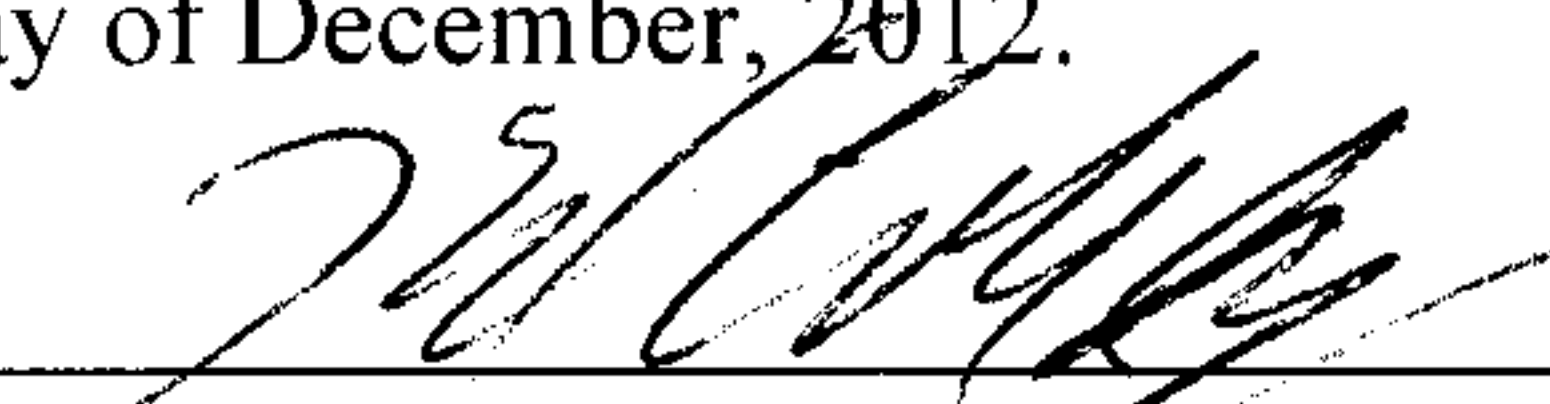
Given under my hand and official seal this 14th day of December, 2012.

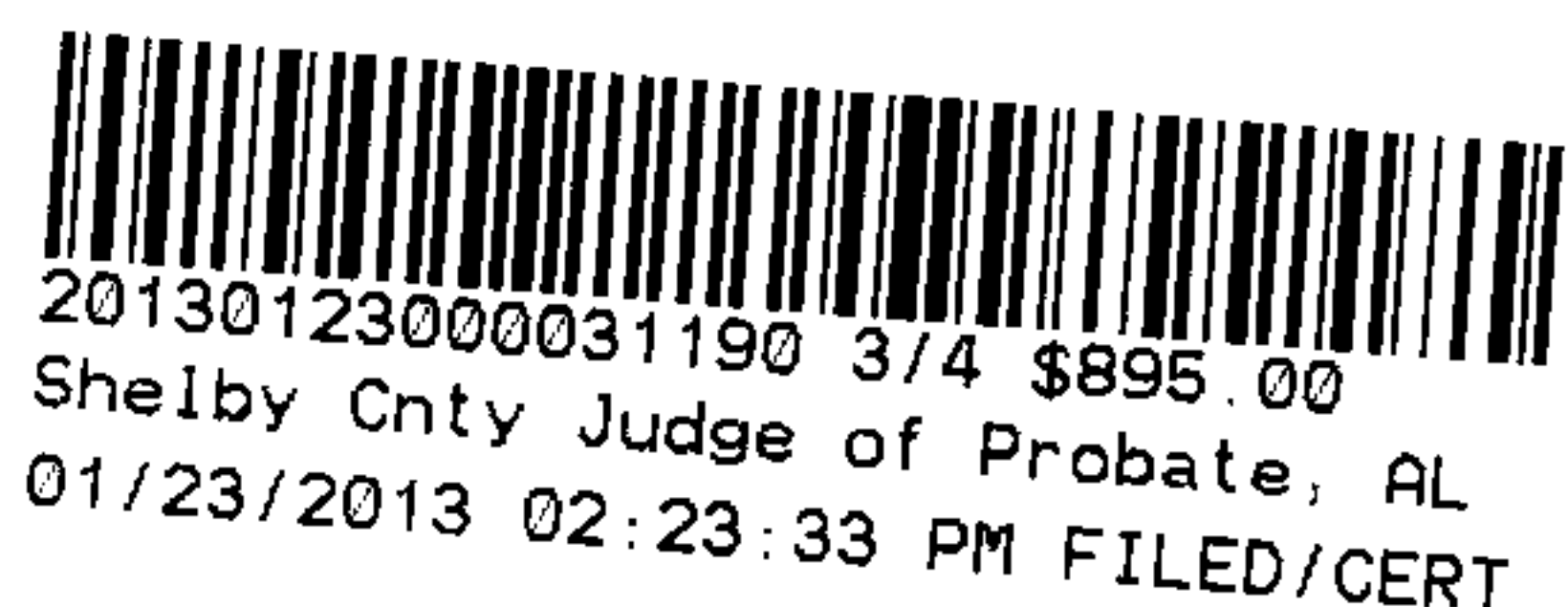

NOTARY PUBLIC
My Commission Expires: 3-3-2014

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Jerre O. Pierson, III, whose name as Chief Financial Officer of Tacala, LLC, a Delaware 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 officer and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal this 14th day of December, 2012.


NOTARY PUBLIC
My Commission Expires: _____



MY COMMISSION EXPIRES 3/28/2015

EXHIBIT A

Legal Description of the Property

Part of Block 1 of Cahaba Valley Park North as recorded in Map Book 13, Page 140, in the Probate Office of Shelby County, Alabama, more particularly described as follows:

Begin at the Southwest corner of said Block 1, said point being on the Northerly right of way line of Alabama Highway 119, and run Northwesterly for 150.00 feet; thence 88 degrees 04 minutes 00 seconds right and run Northeasterly for 227.16 feet to a point on the Westerly right of way line of Cahaba Valley Parkway; thence 90 degrees 00 minutes right and run Southeasterly along said right of way line for 99.56 feet to a point; said point being at the beginning of a curve to the right, subtending a central angle of 89 degrees 53 minutes 17 seconds and having a radius of 50.00 feet; thence run Southwesterly along the arc of said curve for 78.44 feet to a point on the Northerly right of way line of Alabama Highway 119 and end of said curve; thence at tangent to said curve run Southwesterly along said right of way line for 182.32 feet to the point of beginning.

Situated in Shelby County, Alabama.



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