

Prepared By / Return To:

Richard L. Voigt, Esq.
Waffle House, Inc.
5986 Financial Drive
Norcross, GA 30071
(as counsel to Buyer only)

Unit #1295
Birmingham, AL

MEMORANDUM OF REAL ESTATE PURCHASE AGREEMENT

THIS MEMORANDUM OF REAL ESTATE PURCHASE AGREEMENT (“Memorandum”), is made and entered into as of this 22 day of Oct., 2020 between **EZELL HOLDINGS, LLC**, an Alabama limited liability company (as “Seller”), and **WAFFLE HOUSE, INC.**, a Georgia corporation (as “Buyer”).

Buyer and Seller have entered into that certain REAL ESTATE PURCHASE AGREEMENT, having an effective date of September 22, 2020 (as amended from time to time, the “Agreement”), and relating to that certain real property located in Shelby County, Alabama and more particularly described on the attached Exhibit “A” (the “Property”).

Buyer and Seller are executing and recording this Memorandum in the public records of Shelby County, Alabama (the “Public Records”) to provide public notice of their respective obligations under the Agreement. The Property is owned by Seller and is subject to all terms of the Agreement, including, without limitation, Seller’s obligation to sell and convey the Property (or portions thereof) to Buyer.

This Memorandum shall automatically expire at 11:59:59 P.M. EST on December 31, 2022, and shall be of no force or effect after that date. The addresses of the Seller and Buyer for notice are as set forth below:

<p>Seller:</p> <p>Ezell Holdings, LLC 103 Lanier Avenue Mobile, Alabama 36607-3213</p>	<p>Buyer:</p> <p>Waffle House, Inc. 5986 Financial Drive Norcross, GA 30071 Attention: Vice President of Real Estate</p>
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IN WITNESS WHEREOF, the parties herein have set their hands and seals hereunto, as of the day and year first above written.

SELLER:

EZELL HOLDINGS, LLC,
an Alabama limited liability company

By: Elissa E. Watkins
Elissa E. Watkins, Manager

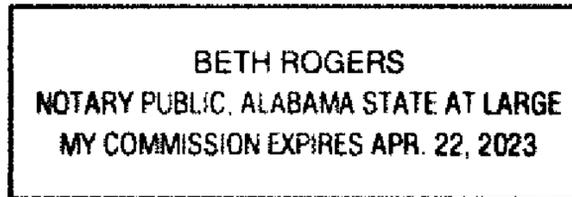
STATE OF Alabama)
COUNTY OF Mobile)

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Elissa E. Watkins, whose name as Manager of Ezell Holdings, LLC, an Alabama 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.

Witness my hand, at office, this 22 day of October, 2020.

Beth Rogers
Notary Public

My Commission Expires: 4/22/2023

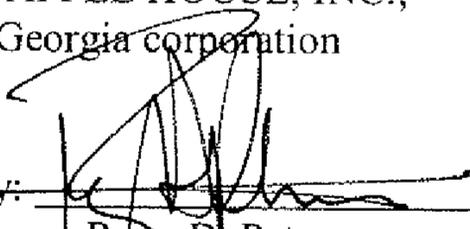


(SIGNATURES CONTINUE ON FOLLOWING PAGE)

IN WITNESS WHEREOF, the parties herein have set their hands and seals hereunto, as of the day and year first above written.

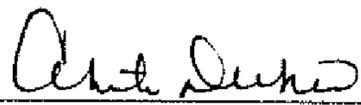
BUYER:

WAFFLE HOUSE, INC.,
a Georgia corporation

By: 
Name: Ryan D. Peterson
Its: Vice President of Real Estate

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Ryan D. Peterson, whose name as Vice President of Real Estate of Waffle House, Inc., a Georgia 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 said instrument, he, as such Vice President of Real Estate and with full authority, executed the same voluntarily for and as the act of said company.

Witness my hand, at office, this 22 day of October, 2020.



Notary Public
My Commission Expires: 10-6-2021

(END OF SIGNATURES)

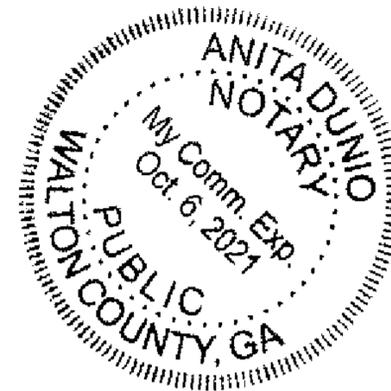


EXHIBIT "A"

Lot 1, according to the Survey of South Park, as recorded in Map Book 20, Page 100, in the Probate Office of Shelby County, Alabama.



Filed and Recorded
Official Public Records
Judge of Probate, Shelby County Alabama, County
Clerk
Shelby County, AL
11/24/2020 01:47:49 PM
\$31.00 CHARITY
20201124000540330

Allie S. Bayl