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This document prepared by
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3490 Piedmont Road, Suite 650
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Return to:

Jason Selmore
1600 University Park Drive
B'ham, AL 35205

MEMORANDUM OF ACQUISITION RIGHTS

THIS MEMORANDUM OF ACQUISITION RIGHTS made this April 28, 2022, by and among TDF EDUCATION, LLC, an Alabama limited liability company d/b/a PRIMROSE SCHOOL OF MEADOWBROOK ("Franchisee"), TDF HOLDINGS, LLC, an Alabama limited liability company ("Owner"), and PRIMROSE SCHOOL FRANCHISING SPE, LLC, a Delaware limited liability company, located at 3200 Windy Hill Road SE, Suite 1200E, Atlanta, GA 30339 ("Franchisor").

WITNESSETH:

Franchisee, Owner and Franchisor have entered into that certain Primrose School Franchise Agreement of even date herewith (the "Franchise Agreement"), pursuant to which Owner and Franchisee have granted Franchisor or its designee certain limited rights to acquire the real property described on Exhibit "A" attached hereto (including buildings and improvements thereon, the "Property"), which rights are further modified by that certain Addendum to Primrose School Franchise Agreement of even date herewith (the "Addendum").

This Memorandum has been executed and delivered for the purpose of giving notice of Franchisor's or its designee's limited acquisition rights with respect to the Property. It is intended for notice purposes only. Reference must be made to the Franchise Agreement, as modified by the Addendum, for the full terms and provisions of Franchisor's or its designee's acquisition rights with respect to the Property.

This Memorandum 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.

FRANCHISEE:

TDF EDUCATION, LLC
an Alabama limited liability company

By: Stacy Michelle Vines
Stacy Michelle Vines
CEO

[Signature]
WITNESS

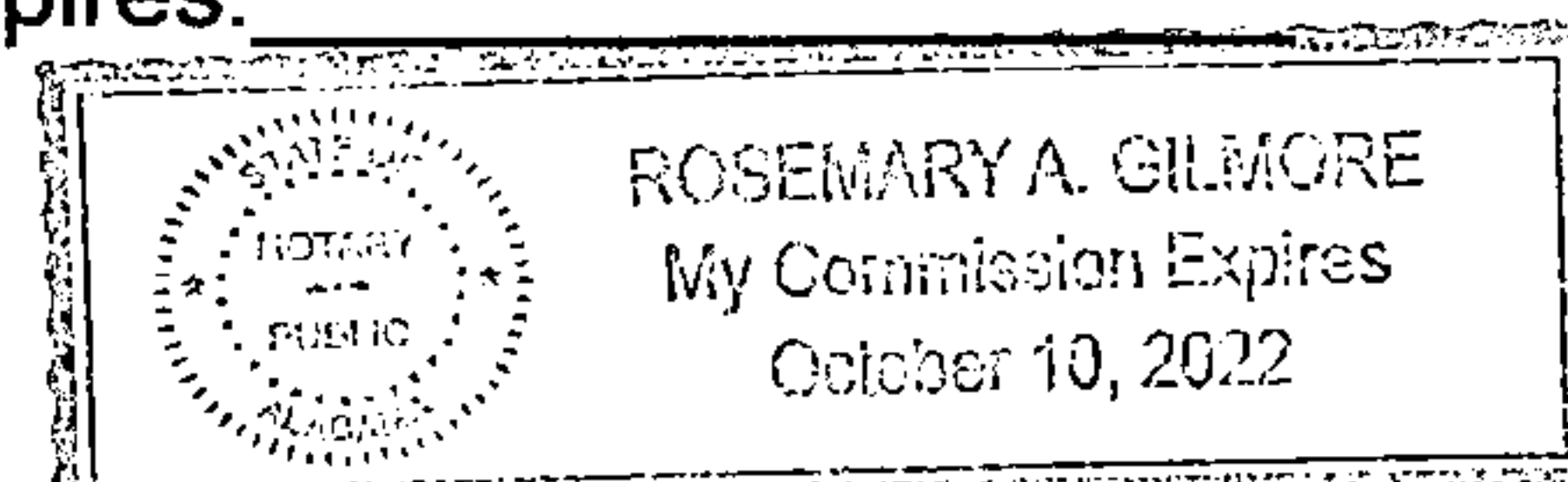
[SEAL]

STATE OF ALABAMA
COUNTY OF SHELBY

This instrument was acknowledged before me on the 28 day of April, 2022 by
Stacy Michelle Vines, CEO of TDF Education, LLC.

(Notary Seal)

Rosemary A. Gilmore
Notary Public in and for the State of Alabama
My Commission Expires: _____



OWNER:

TDF HOLDINGS, LLC
an Alabama limited liability company

By: Stacy Michelle Vines
Stacy Michelle Vines
CEO

[Signature]
WITNESS

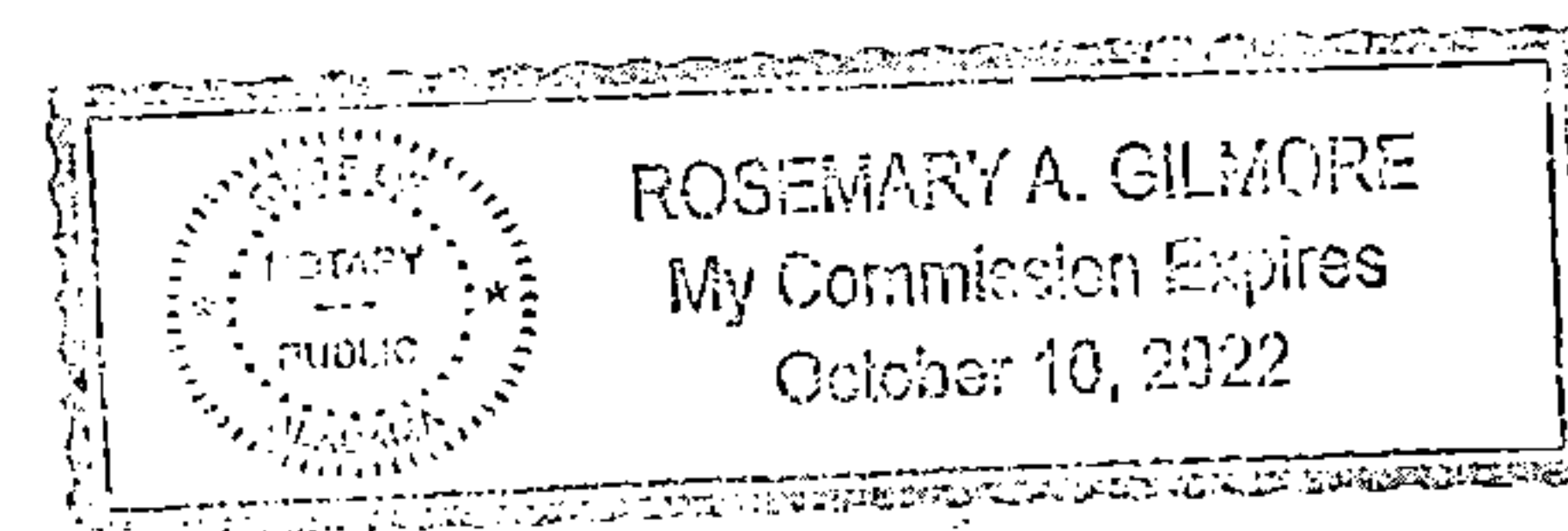
[SEAL]

STATE OF ALABAMA
COUNTY OF SHELBY

This instrument was acknowledged before me on the 28 day of April, 2022 by
Stacy Michelle Vines, CEO of TDF Holdings, LLC.

(Notary Seal)


Rosemary A. Gilmore
Notary Public in and for the State of Alabama
My Commission Expires: _____



FRANCHISOR

PRIMROSE SCHOOL FRANCHISING SPE, LLC

By: 
Steven A. Clemente
President


WITNESS

[SEAL]

STATE OF GEORGIA
COUNTY OF COBB

This instrument was acknowledged before me on the 26th day of April, 2022 by Steven A. Clemente, President of Primrose School Franchising SPE, LLC, a Delaware limited liability company.

(Notary Seal)

Cindy L Halliday
NOTARY PUBLIC

Cobb County, GEORGIA
My Comm. Expires 05/01/2022

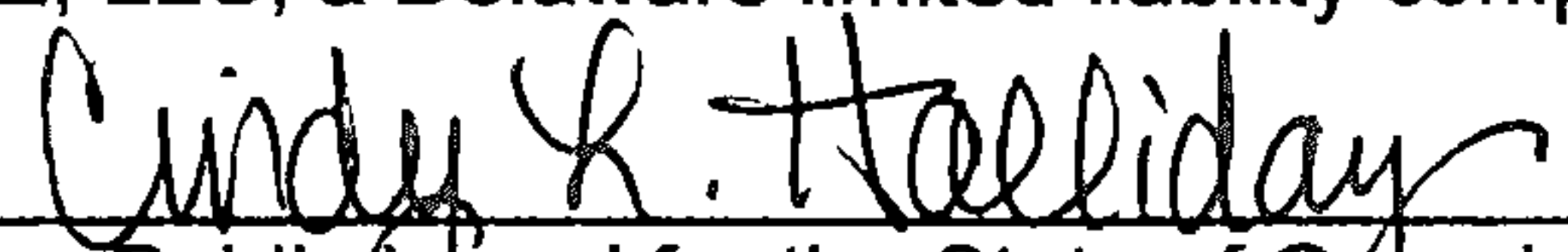

Notary Public in and for the State of Georgia
My Commission Expires: May 1, 2022

EXHIBIT "A"

MEMORANDUM OF ACQUISITION RIGHTS

[Legal description of property]

Lot 11A-2, according to the Survey of Meadow Brook Corporate Park South, Phase II, Resurvey No. 10, as recorded in Map Book 29, page 42, 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
04/29/2022 09:30:11 AM
\$33.00 CHERRY
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Allen S. Bayl