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STATE MS.-DE SOTO CO.  
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**RETURN RECORDED DOCUMENTS TO:**

*J. Marshall Martin, III, Esquire*

*Foltz Martin, LLC*

*Five Piedmont Center, Suite 750*

*Atlanta, Georgia 30305 (404) 231-9397*

**MEMORANDUM OF LEASE**

**THIS MEMORANDUM OF LEASE** ("Memorandum") dated as of May 24, 2001, between, **CC DESOTO CLINIC, LLC**, a Tennessee limited liability company, having its principal offices at 2636 Elm Hill Pike, Suite 200, Nashville, TN 37214 (herein referred to as "Landlord"), and **CAMPBELL CLINIC, P.C.**, a Tennessee professional corporation, having its principal office at 1400 South Germantown Road, Germantown, Tennessee 38138 (herein referred to as "Tenant").

**WITNESSETH:**

**WHEREAS**, Landlord intends to improve and develop the property in City of Southaven, DeSoto County, Mississippi, being more particularly described on Exhibit "A" hereto (the "Property") with an approximately 21,798 gross square foot medical office building (the "MOB"); and

**WHEREAS**, Tenant has leased the MOB from Landlord on terms and conditions more particularly set forth in that certain Lease Agreement of dated May 24, 2001 herewith by and between Landlord and Tenant (the "Master Lease"); and

**WHEREAS**, Landlord and Tenant desire to enter into this Memorandum to give notice of the Master Lease and all of its terms, covenants and conditions to the same extent as if the Master Lease were fully set forth herein;

**NOW, THEREFORE**, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, including the rents reserved and the covenants and conditions more particularly set forth in the Master Lease, Landlord and Tenant do hereby covenant, promise and agree as follows:

1. Landlord does hereby demise and lease the MOB to Tenant, and Tenant does hereby lease and take the MOB from Landlord for the twenty (20) year term set forth in the Master Lease.

2. Tenant has been granted two (2) renewal options for a period of ten (10) years each.

3. The Master Lease contains an option to purchase the Property at the commencement of the sixth lease year in favor of Tenant.

4. All parties are hereby directed to the Master Lease for the full agreement between Landlord and Tenant.

IN WITNESS WHEREOF, the parties hereto have executed this agreement as of the day and year first above written.

TENANT:

CAMPBELL CLINIC, P.C.

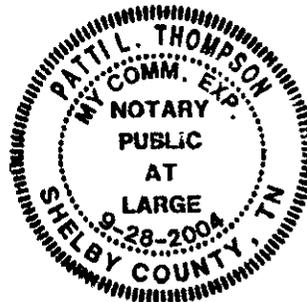
By: [Signature]  
Its: CEO

STATE OF Tennessee  
COUNTY OF Shelby

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this 23<sup>RD</sup> day of May, 2001, within my jurisdiction, the within named John M. Vines, who acknowledged to me that he is CEO of Campbell Clinic, P.C., a Tennessee professional corporation, and for and on behalf of said corporation and as its act and deed, he executed and delivered the above and foregoing instrument of writing after first having been duly authorized by said corporation so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE.

Patti L. Thompson  
NOTARY PUBLIC



My commission expires: 9/28/2004

LANDLORD:

CC DESOTO CLINIC, LLC

By: Alan W. McKinney  
Alan W. McKinney, its Chief Manager

(COMPANY SEAL)

STATE OF Alabama  
COUNTY OF Jefferson

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this 24<sup>th</sup> day of May, 2001, within my jurisdiction, the within named Alan W. McKinney, who acknowledged to me that he is the Chief Manager of CC DeSoto Clinic, LLC, a Tennessee limited liability company, and for and on behalf of said corporation and as its act and deed, he executed and delivered the above and foregoing instrument of writing after first having been duly authorized by said corporation so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE.

Elizabeth A. Cunningham  
NOTARY PUBLIC

My commission expires: 1/10/2005

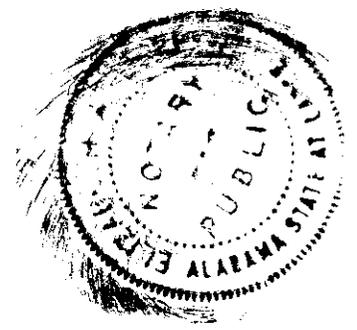


EXHIBIT "A"

**Legal Description**

Legal description of 2.83, more or less, acres of land being known as Lot 20, DeSoto-Tenway Subdivision (Plat Book 72, Page 46) and being located in the Southeast quarter of the Northeast quarter of Section 25, Township 1 South, Range 8 West, City of Southaven, DeSoto County, Mississippi:

Beginning at an iron pin (set), said pin being South 2627.19 feet and West 53.00 feet from the Northeast corner of Section 25, Township 1 South, Range 8 West;

Thence South 88 degrees 41 minutes 58 seconds West 375.00 feet to an iron pin (set) on a 25-foot offset East;

Thence continue South 88 degrees 41 minutes 58 seconds West 25.00 feet to a point (total distance 400.00 feet);

Thence North 01 degrees 16 minutes 34 seconds West 308.60 feet to an iron pin (found) in the South right-of-way line of Tenway Drive;

Thence North 88 degrees 43 minutes 19 seconds East 370.02 feet along said right-of-way to an iron pin (set);

Thence along a curve to the right having a radius of 30.00 feet and a delta angle of 90 degrees 27 minutes 10 seconds and a chord bearing of South 46 degrees 23 minutes 02 seconds East and a chord distance of 42.59 feet to an iron pin (set) in the West right-of-way line of Airways Boulevard;

Thence South 01 degrees 14 minutes 08 seconds East 278.38 feet along said right-of-way to the Point of Beginning containing 2.83, more or less, acres (123,249.5338, more or less, square feet) being subject to all codes, regulations, revision, restrictions, easements and rights-of-way of record.