

P 5/17/06 9:36:34 P^d
BK 114 PG 77 P^S
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

RETURN TO:
CHICAGO TITLE INSURANCE CO.
6060 POPLAR AVE.-SUITE LL37
MEMPHIS, TN 38119-0916

Wjt 2081011

~~AFTER RECORDING RETURN TO:~~

Prepared By

After recording return to:
Sharon Gregory LP
Fidelity National Title Insurance
1800 Parkway Place, Suite 700
Marietta, GA 30067

NA

STATE OF MISSISSIPPI

COUNTY OF DESOTO

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made as of May 8, 2006, by and between PALADINS MISSISSIPPI, LLC, a Delaware limited liability company ("Lessor") and FAMOUS RECIPE COMPANY OPERATIONS, INC., a Georgia corporation ("Lessee").

WITNESSETH:

WHEREAS, Lessor, for and in consideration of the rents, covenants, agreements and stipulations contained in the Lease hereinafter described, has leased to Lessee, and Lessee has leased from Lessor, certain real property located in DeSoto County, Mississippi, as more particularly described on Exhibit "A" attached hereto and made a part hereof (the "Land") pursuant to that certain Lease Agreement, dated as of May 8, 2006, between Lessor and Lessee, as may be amended from time to time (the "Lease");

WHEREAS, Lessor and Lessee wish to place of record the existence of the Lease together with certain of its terms;

LEGAL_US_E # 70682861.2

Chicago Title

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NOW THEREFORE, for good and valuable consideration, Lessor and Lessee hereby confirm as follows:

1. The premises which are the subject of the Lease are located at 954 State Line Road, Southhaven, Mississippi, as more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference.

2. The initial term of the Lease commenced as of May 8, 2006 and shall terminate on May 31, 2026, unless such term is earlier terminated, as provided in the Lease. However, the Lease may be extended for four (4) five (5)-year terms, as provided in the Lease.

3. Unless otherwise provided herein, all capitalized words and terms in this Memorandum shall have the same meanings ascribed to such words and terms as in the Lease. All terms and conditions of the Lease are hereby incorporated herein by reference as if fully set forth herein. This Memorandum of Lease has been entered into for the sole purpose of placing the Lease of record and shall not be deemed to amend, modify, supplement or change the terms of the Lease in any respect whatsoever. The terms and conditions contained in the Lease shall, at all times and in all respects, govern and control.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum of Lease to be executed as of the day and year first above written.

"Lessor":

PALADINS MISSISSIPPI, LLC,
a Delaware limited liability company

By: SunTrust Equity Funding, LLC,
its Sole Member

By: *Paul Severn*
Name: Paul Severn
Title: Manager

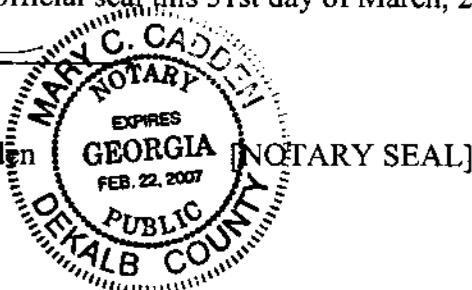
STATE OF GEORGIA)
)
COUNTY OF FULTON)

Personally appeared before me, the undersigned authority in and for DeKalb County and said state, on this 31st day of March, 2006, within my jurisdiction, the within named Paul Severn as Manager of SunTrust Equity Funding, LLC, the Sole Member of Paladins Mississippi, LLC, and that as his free act and deed he executed the above and foregoing instrument on behalf of Paladins Mississippi, LLC.

Given under my hand and official seal this 31st day of March, 2006.

Mary C. Cadden
Notary Public

Print Name: Mary C. Cadden
My commission expires:



[SIGNATURES CONTINUED ON THE FOLLOWING PAGE.]

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"Lessee":

FAMOUS RECIPE COMPANY OPERATIONS, INC., a Georgia corporation

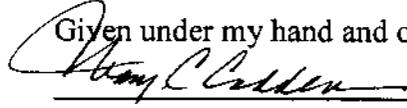
By: 
Jeffrey D. Miller, President

[CORPORATE SEAL]

STATE OF GEORGIA)
)
COUNTY OF DeKalb)

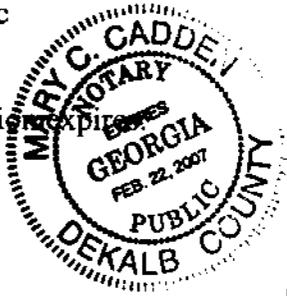
Personally appeared before me, the undersigned authority in and for the ^{DeKalb} said county and state, on this 31st day of March, 2006 within my jurisdiction, the within named Jeffrey D. Miller as President of Famous Recipe Company Operations, Inc., and that as his free act and deed he executed the above and foregoing instrument on behalf of Famous Recipe Company Operations, Inc.

Given under my hand and official seal this 31st day of March, 2006.



Notary Public

Print Name:
My commission expires



[NOTARY SEAL]

[END OF SIGNATURES.]

Address of Lessor:
Paladins Mississippi, LLC
c/o SunTrust Robinson Humphrey
303 Peachtree Street, 24th Floor
Atlanta, GA 30308
Phone: 800.786.8787

Address of Lessee:
Famous Recipe Company Operations, Inc.
171 Brooks Street, Suite F
Ft. Walton Beach, FL 30326
Phone: 850.244.6131

Exhibit "A"

Legal Description

A parcel of land lying and being situated in the Southwest Quarter of Section 13, Township 1 S, Range 8 W, in the city of Southaven, DeSoto County, Mississippi, and more particularly described as follows:

Beginning at a 1/2" iron rod found in the Northern R.O.W. line of Stateline Road West (80 feet wide) for the beginning point of the following described parcel. Said point being also located N 89°07'44" W a distance of 246.18 feet from the intersection point of the Western R.O.W. line of Southview Street (50 feet wide) and the Northern R.O.W. line of said Stateline Road West.

Thence bearing N 89°07'44" W and running with the said Northern R.O.W. line of Stateline Road West a distance of 125.00 feet to an "X" in concrete found for the Southwestern corner of this parcel; Thence bearing N 00°05'18" E for a distance of 225.00 feet to a 1/2" iron rod found for the Northwestern corner of this parcel; Thence bearing S 89°06'13" E a distance of 125.05 feet to a 1/2" iron rod found for the Northeastern corner of this parcel; Thence bearing S 00°06'21" W for a distance of 224.95 feet to the Point of Beginning.

This parcel contains an area of 28,125 plus or minus square feet or 0.6457 acres according to the survey of Joseph P. Thomas, P.E. dated October 31, 1983.

The above legal description describes the same property as in the title report prepared by Fidelity National Title Insurance Company, Commitment No. 06ATL1129, dated December 5, 2005.