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FORSYTH CO, NC FEE \$26.00  
PRESENTED & RECORDED:

09-22-2009 03:03:00 PM

C. NORMAN HOLLEMAN  
REGISTER OF DEEDS  
BY: E. NAVARRO  
DPTY

BK: RE 2913

PG: 2088-2092

DRAWN BY AND MAIL TO:  
Parker Poe Adams & Bernstein LLP  
Three Wachovia Center  
401 S. Tryon Street, Suite 3000  
Charlotte, NC 28202

#106

### MEMORANDUM OF SUBLEASE

THIS MEMORANDUM OF SUBLEASE ("Memorandum") is entered into as of this 21st day of September, 2009, by the BROOKSTOWN DEVELOPMENT PARTNERS, LLC, a North Carolina limited liability company ("Sublandlord"), and SPORTS MENAGERIE STADIUM LLC, a North Carolina limited liability company ("Subtenant").

1. The City of Winston-Salem, North Carolina ("Landlord") and Sublandlord entered into a Ground Lease dated September 21, 2009 ("Ground Lease"), pursuant to which Landlord is leasing to Sublandlord certain premises in Winston-Salem, North Carolina, as described on Exhibit A ("Premises").

2. Sublandlord and Subtenant entered into a Lot 1 Ground Sublease dated September 21, 2009 ("Sublease"), pursuant to which Sublandlord is leasing to Subtenant the Premises (the Premises are referred to in this Memorandum as the "Subleased Premises").

3. The term of the Sublease begins on September 21, 2009 ("Commencement Date") and expires at 11:59 p.m. on October 31, 2034.

4. The terms of the Sublease are expressly made subject to all of the terms, covenants and conditions of the Ground Lease. To the extent there is any conflict between the provisions of the Ground Lease and the provisions of the Sublease, the provisions of the Ground Lease shall prevail.

5. The terms of the Sublease are subject to the terms of the Tri-Party Agreement between Landlord, Sublandlord, Subtenant, Sports Menagerie, LLC, Bank of America, N.A. and Sports Menagerie Corp. entered into contemporaneously herewith and recorded in the Forsyth County Public Registry. In the event of any conflict between the terms of the Sublease and the Tri-Party Agreement, the terms of the Tri-Party Agreement shall control.

6. The Sublease contains provisions for the benefit of the holders of Leasehold Deeds of Trust on the Subleased Premises, all as set forth in the Sublease, which include the right of the holders of any Leasehold Deed of Trust to further extend the term of the Ground Lease for a period of up to ninety-nine (99) years from the time that such holders take possession of the Premises.

7. The address of Sublandlord is:

Brookstown Development Partners, LLC  
104 Cambridge Plaza Drive  
Winston-Salem, NC 27104

8. The address of Subtenant is:

Sports Menagerie Stadium LLC  
926 Brookstown Avenue  
Winston-Salem, NC 27101  
Fax: (336) 714-2288

9. All of the provisions of the Sublease are hereby incorporated into and made a part of this Memorandum by this reference. The provisions of this Memorandum constitute only a general description of the contents of the Sublease with respect to matters set forth herein. Accordingly, third parties are advised that the provisions of the Sublease shall control with respect to all matters set forth herein. In the event of any discrepancy between the provisions of the Sublease and this Memorandum, the provisions of the Sublease shall prevail over the provisions of this Memorandum.

IN WITNESS WHEREOF, Sublandlord and Subtenant have caused this Memorandum of Sublease to be executed effective as of the day and year first written above.

**SUBLANDLORD:**

**BROOKSTOWN DEVELOPMENT PARTNERS, LLC**, a North Carolina limited liability company

By: [Signature]  
Name: Billy D. Prim  
Title: Manager

STATE OF NORTH CAROLINA

COUNTY OF Forsyth

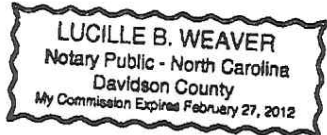
I, Lucille B. Weaver, a Notary Public of Davidson County, State of North Carolina, certify that Billy D. Prim, who being by me duly sworn, says that he/she is manager of **BROOKSTOWN DEVELOPMENT PARTNERS, LLC**, a North Carolina limited liability company, and that he/she, as manager, being authorized to do so, executed the foregoing instrument on behalf of the company.

Witness my hand and official seal, this 18th day of September 2009.

[Signature]  
Notary Public

My Commission Expires:  
February 27, 2012

[NOTARY SEAL]



**SUBTENANT:**

**SPORTS MENAGERIE STADIUM LLC,**  
a North Carolina limited liability company

By: [Signature]  
Name: Billy D. Prim  
Title: Manager

STATE OF NORTH CAROLINA

COUNTY OF ~~MECKLENBURG~~ Forsyth

I, Lucille B. Weaver, a Notary Public of Davidson County, State of North Carolina, certify that Billy D. Prim, who being by me duly sworn, says that he/she is manager of SPORTS MENAGERIE STADIUM LLC, a North Carolina limited liability company, and that he/she, as manager, being authorized to do so, executed the foregoing instrument on behalf of the company.

Witness my hand and official seal, this 18th day of September, 2009.

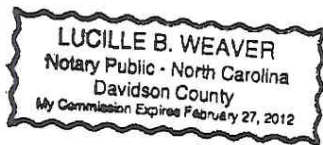
[Signature]

Notary Public

My Commission Expires:

February 27, 2012

[NOTARY SEAL]



**EXHIBIT A**

**PREMISES**

Being known and designated as Revised Lot 1 as shown on the Plat of Subdivision at the site of the Downtown Winston-Salem Baseball Stadium recorded in Plat Book 54, Page 182, in Office of the Register of Deeds of Forsyth County, North Carolina, to which map reference is hereby made for a more particular description.