



MEMORANDUM OF
MANAGEMENT AGREEMENT

THIS MEMORANDUM OF MANAGEMENT AGREEMENT, made and entered into this 30th day of April, 1975, by and between GREENVILLE OFFICE ASSOCIATES, LTD., a Georgia limited partnership (hereinafter referred to as "Owner") and OPA GREENVILLE COMPANY, a Georgia corporation qualified to do business in the State of South Carolina, having its principal office at 300 Interstate North, Atlanta, Georgia (hereinafter referred to as "Company");

W I T N E S S E T H, That:

WHEREAS, Owner and Manager have entered into a Management Agreement, dated December 31, 1974, wherein and whereby Owner has employed Company to manage and operate certain real property more particularly described in Exhibit "A" attached hereto and by reference incorporated herein, on which property a multi-story office building is being constructed; and

WHEREAS, Owner and Company desire to enter into this Memorandum of Management Agreement, which is to be recorded in order that third parties may have notice of the existence of said Management Agreement and the terms and conditions thereof;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements set forth herein, Owner and Company, intending to be legally bound, agree as follows:

ARTICLE I

DEFINITIONS

The following definitions shall be used in this Memorandum Agreement:

Section 1.01 "Agreement" means that Management Agreement between Owner and Company, dated December 31, 1974, and includes the Exhibits attached thereto.