

The Smith, Mehre and Smith Company joined in the execution of the Agreement for the purpose of acknowledging and agreeing to the consulting and submanagement fees payable thereunder to The Smith, Mehre and Smith Company.

Section 12.13 Agreement Control. The purpose of this Memorandum of Management Agreement is to provide third parties with notice of the existence of the Agreement and the terms and conditions thereof. With respect to Owner and Company, the Agreement contains the entire agreement between them respecting the subject matter of this Memorandum of Management Agreement. If any term of this Memorandum of Management Agreement is inconsistent or conflicts with any terms and provisions set forth in the Agreement, the terms and provisions of the Agreement shall, in all respects, govern for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed and their seals to be affixed hereunto on the day and year first above written.

Hans Dambach
Witness
Thomas H. Cape
Witness

"OWNER"

GREENVILLE OFFICE ASSOCIATES, LTD.,
a Georgia Limited Partnership, by
its sole General Partners

H. Terrell Smith, Jr. (SEAL)
H. Terrell Smith, Jr.
Harry J. Mehre, Jr. (SEAL)
Harry J. Mehre, Jr.
R. McKenzie Smith (SEAL)
R. McKenzie Smith

STATE OF GEORGIA
COUNTY OF Fulton

PERSONALLY APPEARED before me, Hans Dambach, who, being duly sworn, says that he saw the within named H. Terrell Smith, Jr., Harry J. Mehre, Jr. and R. McKenzie Smith, as the sole General Partners of Greenville Office Associates, Ltd., sign, seal, and as their act and deed, deliver the foregoing* Management Agreement, and that he, with Thomas H. Cape, witnessed the execution thereof.

*Memorandum of

Sworn to and subscribed before
me this 30th day of April,
1975.

Barbara J. Redmond
Notary Public for Georgia

My commission expires:

Notary Public, State of Georgia
My Comm. Expires on Jan. 4, 1977

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