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THIS INSTRUMENT PREPARED BY AND  
AFTER RECORDING RETURN TO:  
Liechty & McGinnis, P.C.  
7502 Greenville Avenue, Suite 750  
Dallas, Texas 75231  
Attn: Lorne O. Liechty, Esq.

Doc#: 0713809092 Fee: \$32.00  
Eugene "Gene" Moore RHSP Fee: \$10.00  
Cook County Recorder of Deeds  
Date: 05/18/2007 02:10 PM Pg: 1 of 5

STATE OF ILLINOIS

§

ss.

COUNTY OF COOK

§

§

MEMORANDUM OF RIGHT OF FIRST REFUSAL AGREEMENT

THIS MEMORANDUM OF RIGHT OF FIRST REFUSAL AGREEMENT (this "Memorandum") by and among SCP 2006-C23-028 LLC, a Delaware limited liability company, having an office at 3234 Riverview Lane, Daytona Beach, Florida 32118 ("Owner"), THE BARCHESTER CORPORATION, a Connecticut corporation, having an office at 3234 Riverview Lane, Daytona Beach, Florida 32118 ("Beneficial Owner") (Owner and Beneficial Owner, collectively and individually, "Optionor") and SCP CAPITAL, INC., a Texas corporation having an office at c/o SCP Capital, Inc., 2525 Fairmount Street, Suite 200, Dallas, Texas 75201 ("SCP"). For good and valuable consideration Optionor has granted to SCP, an option to purchase Owner's interest in the real property herein described (the "Property") or one hundred percent (100%) of the limited liability company interest in Owner, for the price and upon the terms and conditions of that certain Right of First Offer/Refusal Agreement, by and among Owner, Beneficial Owner and SCP of even date herewith (as the same may hereafter be amended, modified, supplemented or restated, the "Agreement") upon the following terms:

Optionor: Owner and Beneficial Owner

Optionee: SCP

Date of Agreement: As of May 1, 2007

Property Description: See Exhibit A attached hereto

Date of Expiration: January 31, 2032

The purpose of this Memorandum is to give record notice of the Agreement and the rights created thereby, all of which are hereby confirmed and this shall not have the effect of in any way modifying, supplementing or abridging the Agreement or any of its provisions as the same are now or may hereafter be in force and effect. All provisions set forth in the Agreement are incorporated into and made part of this Memorandum by reference. In the event of any conflict between the provisions of the Agreement and this Memorandum, the provisions of the Agreement shall prevail.

MEMORANDUM OF ROFR

R:\SCP Capital\CVS XXIII\Sales\Seravalli\CVS 23 May Closing Docs\Memo of ROFR Merged.doc

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IN WITNESS WHEREOF, this Memorandum has been executed under seal and delivered by the authorized officers of the parties as of May 4, 2007.

**SCI:**

**ATTEST:**

SCP CAPITAL, INC.,  
a Texas corporation,

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Kyle Woo  
Kyle Woo, Vice President

STATE OF TEXAS           §  
  §  
COUNTY OF DALLAS   §

I, Linda Jo Graber, certify that Kyle Woo, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 4 day of May, 2007.



[Notary Seal]

Linda Jo Graber  
Notary Public

My commission expires: 02-20-2009

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## OWNER:

ATTEST:

SCP 2006-C23-028 LLC,  
a Delaware limited liability companyBy: Jeri Seravalli  
Name: TERRI SERAVALLI  
Title: \_\_\_\_\_By: John Seravalli  
John Seravalli, PresidentSTATE OF FLORIDA §  
COUNTY OF VOLUSIA §

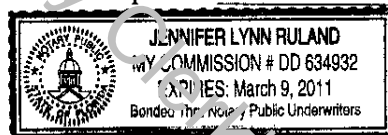
I, Jennifer Lynn Ruland, certify that John Seravalli, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 1st day of May, 2007.

Notary Public

[Notary Seal]

My commission expires: \_\_\_\_\_



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## BENEFICIAL OWNER:

ATTEST:

THE BARCHESTER CORPORATION,  
a Connecticut corporation

By: Terri Seravalli  
Name: Terri Seravalli  
Title: \_\_\_\_\_

By: Joseph Seravalli  
Joseph Seravalli, President

STATE OF Florida §  
COUNTY OF Volusia §

I, Jennifer Lynn Ruland, certify that Joseph Seravalli, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 16<sup>th</sup> day of May, 2007.

Notary Public

[Notary Seal]

My commission expires: \_\_\_\_\_



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## EXHIBIT A

CVS Store No. 8740  
Chicago, Illinois

Lots 4 to 20 and the East half of Lot 21 in Block 1 in Rufus P. Patterson's Subdivision of Block 1 in Wright and Webster's Subdivision of the Northeast quarter of Section 12, Township 39 North, Range 13 West of the Third Principal Meridian, in Cook County, Illinois

APN: 16-12-203-005; 006; 007; 008; 009; 010; 011; 012; 013

Property of Cook County Clerk's Office