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FORSYTH CO, NC FEE \$26.00  
PRESENTED & RECORDED

02-06-2015 03:22:06 PM

C. NORMAN HOLLEMAN  
REGISTER OF DEEDS  
BY LORI HOLLOWAY

DPTY

BK: RE 3216

PG: 41-47

Box #8 Allman Spry  
STATE OF NORTH CAROLINA  
COUNTY OF Forsyth**WAIVER OF RIGHT OF FIRST REFUSAL**

This Waiver Agreement, made and entered into by and between FMO Real Estate, LLC a subsidiary of Fairway Outdoor Advertising, LLC ("Tenant") with an office located at 1920 West Lee Street, Greensboro, NC 27403; LP Morris Company ("Lessor"); and McCrary Holdings II, LLC ("Purchaser").

**WHEREAS**, the Lessor and Tenant, or their predecessors, have entered into a certain lease agreement dated June 28, 2011, as memorialized by a Memorandum of Lease recorded in Book 1796, Page 1029, Forsyth Registry ("Lease Agreement"), which Lease Agreement is hereby incorporated into and made a part of this Waiver Agreement; and

**WHEREAS**, under the Lease Agreement, the Tenant possesses a right of first refusal to purchase the Lessor's Tract (or any portion thereof)("Right of First Refusal"); and

**WHEREAS**, Lessor has received a bona fide offer from Purchaser to purchase the Lessor's Tract ("Pending Purchase Offer") and Lessor has requested that Tenant waive its Right of First Refusal for this one transaction; and

**WHEREAS**, Tenant has agreed to waive its Right of First Refusal for the sale of Lessor's Tract to Purchaser subject to the terms and conditions hereinafter expressed;

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Tenant does hereby waive and release its Right of First Refusal to purchase the Lessor's Tract resulting from the Pending Purchase Offer ("Waiver"). This Waiver shall only apply to this single transaction and shall not apply to any additional conveyances of the Lessor's Tract. Tenant's Right of First Refusal shall remain in effect for future conveyances of the Lessor's Tract.

2. As a condition of the above Waiver, the parties agree that the Lease Agreement is hereby modified: N/A

[NOTE: if no modifications, insert N/A; could modify term, etc.).

3. Except as herein modified, the Lease Agreement shall remain in full force and effect.

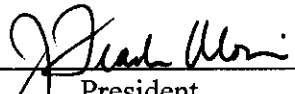
IN WITNESS WHEREOF, the parties have caused this instrument to be duly executed this the 6th day of February, 2015.

CORPORATE LESSOR:

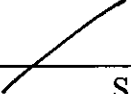
INDIVIDUAL LESSOR or LLC:

L.P. MORRIS COMPANY

(Corporate Name)

By:   
President

Attest:

 Secretary

(Corporate Seal)

FMO Real Estate, LLC a subsidiary of  
Fairway Outdoor Advertising, LLC  
By: \_\_\_\_\_  
Manager

\_\_\_\_\_  
(Name)(title if applicable) (SEAL)

\_\_\_\_\_  
(Name)(title if applicable) (SEAL)

CORPORATE PURCHASER:

INDIVIDUAL PURCHASER or LLC:

\_\_\_\_\_  
(Corporate Name)

By: \_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary

(Corporate Seal)

[PERSONAL ATTEST]

State of North Carolina

County of \_\_\_\_\_

I, \_\_\_\_\_, Notary Public of the State and County aforesaid, do hereby certify that \_\_\_\_\_, personally appeared before me and acknowledged the execution of the foregoing instrument.

\_\_\_\_\_  
Personally known to me  
\_\_\_\_\_  
Produced satisfactory evidence of identity  
\_\_\_\_\_  
Driver's License No. \_\_\_\_\_ State \_\_\_\_\_  
\_\_\_\_\_  
Other \_\_\_\_\_

Witness my hand and official seal, this the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Sign  
\_\_\_\_\_  
Print

Notary Public

My Commission Expires: \_\_\_\_\_

SEAL

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[CORPORATE ATTEST]

CORPORATE LESSOR:

INDIVIDUAL LESSOR or LLC:

\_\_\_\_\_  
(Corporate Name)

\_\_\_\_\_  
(Name)(title if applicable) (SEAL)

By: \_\_\_\_\_  
\_\_\_\_ President

\_\_\_\_\_  
(Name)(title if applicable) (SEAL)

Attest:

\_\_\_\_\_  
\_\_\_\_ Secretary

(Corporate Seal)

FMO Real Estate, LLC

By: *Randall F. Romig*  
Randall F. Romig  
Vice President of Real Estate &  
Asset Management

CORPORATE PURCHASER:

INDIVIDUAL PURCHASER or LLC:

\_\_\_\_\_  
(Corporate Name)

\_\_\_\_\_  
(Name)(title if applicable) (SEAL)

By: \_\_\_\_\_  
\_\_\_\_ President

\_\_\_\_\_  
(Name)(title if applicable) (SEAL)

Attest:

\_\_\_\_\_  
\_\_\_\_ Secretary

(Corporate Seal)

[PERSONAL ATTEST]

State of North Carolina

County of \_\_\_\_\_

I, \_\_\_\_\_, Notary Public of the State and County aforesaid, do hereby certify that \_\_\_\_\_, personally appeared before me and acknowledged the execution of the foregoing instrument.

\_\_\_\_ Personally known to me

\_\_\_\_ Produced satisfactory evidence of identity

Driver's License No. \_\_\_\_\_ State \_\_\_\_\_

Other \_\_\_\_\_

Witness my hand and official seal, this the \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_

\_\_\_\_\_  
\_\_\_\_ Sign  
\_\_\_\_ Print

Notary Public

My Commission Expires: \_\_\_\_\_

SEAL

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CORPORATE LESSOR:

INDIVIDUAL LESSOR or LLC:

\_\_\_\_\_  
(Corporate Name)\_\_\_\_\_  
(Name)(title if applicable) (SEAL)By: \_\_\_\_\_  
\_\_\_\_ President\_\_\_\_\_  
(Name)(title if applicable) (SEAL)

Attest:

\_\_\_\_\_  
\_\_\_\_ Secretary

(Corporate Seal)

FMO Real Estate, LLC a subsidiary of  
Fairway Outdoor Advertising, LLCBy: \_\_\_\_\_  
Manager

CORPORATE PURCHASER:

INDIVIDUAL PURCHASER or LLC:

\_\_\_\_\_  
(Corporate Name)McCRARY HOLDINGS II, LLC (SEAL)  
(Name)(title if applicable)By: \_\_\_\_\_  
\_\_\_\_ PresidentMMCCray (SEAL)  
(Name)(title if applicable) MBR

Attest:

\_\_\_\_\_  
\_\_\_\_ Secretary

(Corporate Seal)

[PERSONAL ATTEST]

State of North Carolina

County of \_\_\_\_\_

I, \_\_\_\_\_, Notary Public of the State and County aforesaid, do hereby certify that \_\_\_\_\_, personally appeared before me and acknowledged the execution of the foregoing instrument.

\_\_\_\_ Personally known to me

\_\_\_\_ Produced satisfactory evidence of identity

\_\_\_\_ Driver's License No. \_\_\_\_\_ State \_\_\_\_\_

\_\_\_\_ Other \_\_\_\_\_

Witness my hand and official seal, this the \_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
\_\_\_\_\_  
Sign  
Print

Notary Public

My Commission Expires:

STATE OF NORTH CAROLINA

SS:

COUNTY OF FORSYTH

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: J Frank Morris

Date: February 6, 2015

Patti C. Huffman  
Printed Name: Patti C. Huffman, Notary Public

My commission expires: 1-4-2016

[CORPORATE ATTEST]

State of ~~North Carolina~~ Georgia  
County of Fulton

I, Andrew M. Destro, Notary Public for said County and State, certify that Randall F. Romig personally came before me this day and acknowledged that he is VP of Real Estate of FMD Real Estate LLC, a corporation, and that by authority duly given and as the act of the corporation the foregoing instrument was signed in its name by its VP of Real Estate, sealed with its corporate seal, and attested by Andrew M. Destro as its Notary.

☒ Personally known to me  
☐ Produced satisfactory evidence of identity  
Driver's License No. n/a State n/a  
Other n/a

Witness my hand and official seal, this the 4th day of Feb, 2015.

Andrew M. Destro Sign  
Andrew M. Destro print

Notary Public  
My Commission Expires: 6/24/2017  
SEAL



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[LLC ATTEST]

State of North Carolina  
County of \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public for said County and State, do hereby certify that \_\_\_\_\_, manager of \_\_\_\_\_, LLC, a limited liability company, personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of the company.

☐ Personally known to me  
☐ Produced satisfactory evidence of identity  
Driver's License No. \_\_\_\_\_ State \_\_\_\_\_  
Other \_\_\_\_\_

Witness my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

\_\_\_\_\_ sign  
\_\_\_\_\_ print  
Notary Public  
My Commission Expires: \_\_\_\_\_

SEAL

State of North Carolina

County of \_\_\_\_\_

I, \_\_\_\_\_, Notary Public for said County and State, certify that \_\_\_\_\_ personally came before me this day and acknowledged that he is \_\_\_\_\_ of \_\_\_\_\_, a corporation, and that by authority duly given and as the act of the corporation the foregoing instrument was signed in its name by its \_\_\_\_\_, sealed with its corporate seal, and attested by \_\_\_\_\_ as its \_\_\_\_\_.

\_\_\_\_\_ Personally known to me

\_\_\_\_\_ Produced satisfactory evidence of identity

\_\_\_\_\_ Driver's License No. \_\_\_\_\_ State \_\_\_\_\_

\_\_\_\_\_ Other \_\_\_\_\_

Witness my hand and official seal, this the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_ Sign  
\_\_\_\_\_ print

Notary Public

My Commission Expires: \_\_\_\_\_

SEAL

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[LLC ATTEST]

State of ~~North Carolina~~ TEXASCounty of Tarrant

I, Carolyn Hamm, a Notary Public for said County and State, do hereby certify that Mark McCrary, manager of McCrary Holdings II, LLC, a limited liability company, personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of the company.

✓ \_\_\_\_\_ Personally known to me

\_\_\_\_\_ Produced satisfactory evidence of identity

\_\_\_\_\_ Driver's License No. \_\_\_\_\_ State \_\_\_\_\_

\_\_\_\_\_ Other \_\_\_\_\_

Witness my hand and official stamp or seal, this 4th day of February, 2006.

Carolyn Hamm sign  
\_\_\_\_\_ print

Notary Public

My Commission Expires: 2-15-2015

SEAL

