



2015004215 00166

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:

L.P. MORRIS COMPANY

(Corporate Name)

By: [Signature]

President

Attest:

[Signature]
Secretary

(Corporate Seal)

FMO Real Estate, LLC a subsidiary of
Fairway Outdoor Advertising, LLC

By: _____
Manager

INDIVIDUAL LESSOR or LLC:

(Name)(title if applicable) (SEAL)

(Name)(title if applicable) (SEAL)

CORPORATE PURCHASER:

(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

[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

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: _____
____ PresidentMMcCrary (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



[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

[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

