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 03/03/2005 08:50 AM \$21.00  
 Book - 9101 Pg - 799-803  
 GARY W. OTT  
 RECORDER, SALT LAKE COUNTY, UTAH  
 SUBWAY REAL EST CORP  
 325 BIC DR  
 MILFORD CT 06460  
 BY: JLJ, DEPUTY - MA 5 P.

### MEMORANDUM OF LEASE

Pursuant to Section 37.10 of the Lease

This is a Memorandum of Lease for the Lease executed on **9/28/2004**, between **Subway Real Estate Corp.** a corporation organized under the laws of the State of Delaware, having its principal office at 325 Bic Drive, Milford, CT 06460, hereinafter called "the Tenant," and **Tempe Express, LLC**, having its principal office at: **71 East Wadsworth Park Drive, Draper, UT 84020** hereinafter called "the Landlord."

For the purpose of this document and/or the Lease, as well as any exhibits/schedules executed by the Landlord and Tenant, if applicable, the terms "Landlord" and "Lessor" or "Tenant" and "Lessee" as used shall be deemed synonymous.

The Landlord leases to the Tenant the premises as described in the Lease:

1. Premises:  
 Store Number: **3668** approximately: <sup>1380</sup>~~1500~~ Square Feet.

Located at: **1888 W 12600 S space A, Riverton, UT, 84065**

State of: **UT** County of: **SALT LAKE**

2. Term:  
 The Lease is for a term of **10 years** to commence on **10/1/2004** and terminate on **9/30/2014**.

3. Renewal (Option) Periods:  
 The Tenant shall have the right to renew this lease for: **2 - 5 year** option(s)

Within ten (10) days of the expiration or earlier termination of this lease, Tenant, upon Landlord's request, shall deliver to Landlord an executed Memorandum of Termination of Lease.

Landlord and Tenant agree that any conflict between the terms of the Master Lease and the provisions of this Memorandum of Lease shall be resolved in favor of this Memorandum of Lease.

Prepared by, and return to:  
 Subway Real Estate Corp.  
 R. Asper, Lease Recording  
 325 Bic Drive ~ Milford, CT 06460  
 800-888-4848, Ext. 1435

The land located in Salt Lake County, Utah, described as follows:

PARCEL 1:

Lot 2 of IFA COUNTRY SQUARE SUBDIVISION Amending Lot A of the MOUNTAIN AMERICA RIVERTON SUBDIVISION and Lot 2 of the WENDY'S INTERNATIONAL RIVERTON SUBDIVISION, located in the Southwest quarter of Section 27, Township 3 South, Range 1 West, Salt Lake Base and Meridian, and recorded in the Salt Lake County Recorder's Office, as Entry No. 8621459 in Book 2003P of Plats at Page 105.

PARCEL 1A:

TOGETER WITH that certain perpetual, non-exclusive easement appurtenant to Parcel 1 for the purpose of vehicular and pedestrian ingress, egress and access to and from parcel 1 and Doreen Drive, as Granted in that certain declaration of Restrictions Easements and Covenants, recorded in the Salt Lake County Recorder's Office, as Entry No. 7574836 in Book 8342 at Page 1347, over, upon, across and through the following described property, located in Salt Lake County, Utah:

Beginning at a point West along the section line 1377.30 feet and North 0 deg. 05'58" East 302.00 feet and East 195.00 feet and South 0 deg. 05'58" West 26.50 feet from the South quarter corner of Section 27, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence South 0 deg. 05'58" West 25.00 feet; thence South 89 deg. 59'56" West 112.69 feet; thence South 38.03 feet; thence South 89 deg. 59'56" West 82.38 feet; thence North 0 deg. 05'58" East 25.00 feet; thence North 89 deg. 59'56" East 57.33 feet; thence North 38.03 feet; thence North 89 deg. 59'56" East 137.73 feet to the point of beginning.

PARCEL 1B:

TOGETHER WITH those certain perpetual non-exclusive easements appurtenant to Parcel 1 for (a) ingress and egress by vehicular and pedestrian traffic an vehicular parking upon, over, across and through the Common area (as defined in Section I.1.a.(2) of the Declaration as defined below) and (b) the installation, maintenance, repair and replacement of water drainage systems and structures, water mains, storm drains, sewers, water sprinkler system lines, telephone or electric conduits or systems, gas mains and other facilities for Utilities (as defined in Section I.1.a.(7) of the Declaration) under, through and across the Common Area, all as granted in that certain Declaration of Restrictions and Grant of Easements, recorded in the Salt Lake County Recorder's Office, a Entry No. 8675263 in Book 8811 at Page 1183, as amended by that certain Amendment to Declaration of Restrictions and Grant of easements, recorded in the Salt Lake County Recorder's Office, as Entry No. 8995175 in Book 8953 at Page 8583.

PARCEL 1C:

TOGETHER WITH that certain non-exclusive easement appurtenant to Parcel 1 for ingress and egress by vehicular and pedestrian traffic over, across and through the Common area (as defined in Section I.2.a. of the Grant of easements, as defined below) as granted in that certain Grant of easements and Restrictive Covenants, recorded in the Salt Lake County Recorder's Office, as Entry No. 8754042 in Book 8853 at Page 3038.

Parcel #2727379012

Acknowledgement - General

In Witness whereof the "Landlord" has hereunto executed this document this 17th day of January, 2005.

Landlord: TEMPE EXPRESS, LLC

[Signature]  
Signature

KIP WADSWORTH  
Print

MEMBER  
Title:

1/17/05  
Date

[Signature]  
Witness  
NATE BALLARD  
Print

[Signature]  
Witness  
Valeria Wallace  
Print

STATE OF UTAH

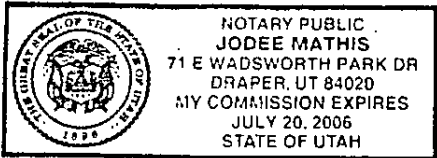
COUNTY OF SALT LAKE

On this the 17th day of January in the Year 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared

KIP WADSWORTH

personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledge to me that (he)/she/they executed the same in (his)/her, their capacity(ies), and that by (his)/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

[Signature]  
Notary Public

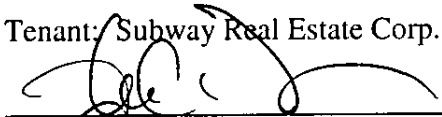



(Notarial Seal)  
My Commission expires 7/20/2006

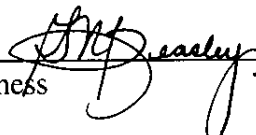
Prepared by, and return to:  
Subway Real Estate Corp.  
325 Bic Drive - Milford, CT 06460

In Witness Whereof the "Tenant" has hereunto executed this document this 27<sup>th</sup> day of January, 2005.

Tenant: Subway Real Estate Corp.

  
\_\_\_\_\_  
John C. Devine, Its: Vice President

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Witness


Kim Wagner  
\_\_\_\_\_  
Print

GWENDOLYN BEASLEY  
\_\_\_\_\_  
Print

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

On this the 27<sup>th</sup> day of January in the Year 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared John C. Devine, Vice President of Subway Real Estate Corp., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledge to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

My Commission expires 4/30/07

NO NOTARY SEAL  
CO. RECORDER