

MEMORANDUM OF LEASE

ENT 23832 BK 2804 PG 71
NINA B REID UTAH CO RECORDER BY AC
1991 JUN 19 3:09 PM FEE 13.00
RECORDED FOR RON HERZ

This Memorandum of Lease is made as of the 10th day of June, 1991, between University Square Associates, Ltd., a Utah limited partnership, whose address is 455 East Fifth Street, Salt Lake City, Utah 84111 (hereinafter referred to as "Landlord"), and Phar Mor of Wisconsin, Inc., a Wisconsin corporation with its principal place of business at 20 Federal Plaza West, Youngstown, Ohio 44503 (hereinafter referred to as "Tenant").

WITNESSETH:

Landlord and Tenant have entered into a Lease (the "Lease") dated, June 10, 1991, whereby Landlord has leased to Tenant a portion of the real property (the "Property"), in the City of Orem, Utah County, Utah, the legal description of which Property is set forth on Exhibit "A" attached hereto. The Lease contains provisions and rights appurtenant to the Property, some of which are as follows:

1. Term. The term of the Lease is for a period of twenty years, commencing on the Commencement Date (as established in the Lease based upon the substantial completion of the improvements upon the Property.) Thereafter, Tenant has the right under the Lease to renew and extend the term of the Lease for four (4) successive periods of five (5) years each.

2. Exclusive Operation Privilege. The Lease provides that Tenant shall enjoy the sole and exclusive privilege in the Shopping Center located on the Property to operate a pharmacy, drugstore and health and beauty aids store subject only to the rights of certain tenants of the Shopping Center as set forth in the Lease to engage in similar operations.

3. Successors. The covenants, conditions and agreements made and entered into by the parties hereto shall be binding upon and inure to the benefit of their respective heirs, administrators, executors, representatives, successors and assigns.

4. Incorporation of Lease. All the terms and conditions of the Lease are hereby incorporated herein by reference as if fully set forth herein. This Memorandum of Lease is solely for notice and recording purposes and shall not be construed to alter, modify, expand, diminish or supplement the provisions of the Lease. In the event of any inconsistency between the provisions of this Memorandum of

Lease and the provisions of the Lease, the provisions of the Lease shall govern.

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IN WITNESS WHEREOF, this Memorandum of Lease has been duly executed by the parties hereto as of the day and year first above written.

UNIVERSITY SQUARE ASSOCIATES,
LTD., a Utah limited
partnership

By: University Square
Associates, Inc., a Utah
corporation

By: *Wm G. Kelle*
Its: *Wm G. Kelle*

ATTEST: *Ronald A. Fryer*
By: *Ronald A. Fryer*
Its: ASSISTANT SECRETARY

TENANT:

PHAR-MOR OF WISCONSIN, INC.

By: *Charley E. Imerie*
Its: CHARLEY E. IMERIE
VICE PRESIDENT

ATTEST: *Richard E. [Signature]*
By: *Richard E. [Signature]*
Its: ASSISTANT SECRETARY

Instrument drafted by and
when recorded return to:

Michael Z. Margolies, Esq.
JENNER & BLOCK
One IBM Plaza
Chicago, Illinois 60611

OREM.MEM

EXHIBIT A

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Lots 4, 5, and 6, UNIVERSITY
SQUARE, PLAT "A", a
Subdivision according to the
Official plat thereof on file
and of record in the Office of
the Utah County Recorder.

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

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I, Michael Z. Margolies, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Marc A. Kahan, personally known to me to be the Vice President of UNIVERSITY SQUARE ASSOCIATES, INC., a Utah corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument executed the foregoing instrument as his free and voluntary act, and as the free and voluntary act of said Corporation, acting in its capacity as the sole general partner of University Square Associates, Ltd., a Utah corporation (the "Partnership"), for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 18th day of June, 1991.


Notary Public

MY COMMISSION EXPIRES:

May 16, 1994



STATE OF PENNSYLVANIA)
COUNTY OF ALLEGHENY)

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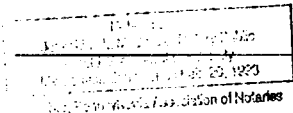
I, Joseph S. McCordle, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Charley J. Imbrie, personally known to me to be the Vice - President of Phar-Mor OF Wisconsin, Inc., a Wisconsin corporation, and Richard H. Nantz, personally known to me to be the Asst. Secretary of said corporation and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that they signed and delivered the said instrument as Vice - President and Asst. - Secretary of said corporation, pursuant to authority given by the Board of Directors of said corporation, as the free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 12th day of June, 1991.

Joseph S. McCordle
Notary Public



My commission expires:



LANDLORD:

UNIVERSITY SQUARE ASSOCIATES, LTD.,
a Utah Limited Partnership

By: University Square Associates,
Inc., a Utah Corporation

By: J. Rees Jensen
J. Rees Jensen, President

ATTEST:

Ronald L. Merz
Ronald L. Merz
Assistant Secretary

STATE OF UTAH)
: ss
COUNTY OF SALT LAKE)

On the 19th day of June, 1991, personally appeared before me J. Rees Jensen, and Ronald L. Merz who being by me duly sworn, did say, each for himself, that he, the said J. Rees Jensen is the president, and he, the said Ronald L. Merz is the assistant secretary of University Square Associates, Inc., a Utah Corporation, General Partner of University Square Associates, Ltd., a Utah Limited Partnership, and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said J. Rees Jensen and Ronald L. Merz, each duly acknowledged to me that said corporation executed the same as the General Partner for and on behalf of the Limited Partnership, and for the purposes described therein.

Nick Colebrodes
NOTARY PUBLIC, Residing in
Salt Lake County, Utah

