

Recording Requested By
And When Recorded Mail To:

Marie Callender Pie Shops,
Inc.
1100 Town and Country
Suite 1300
Orange, California 92805
Attn: Real Estate Dept.

E 1271834 8 2040 P 1181
CAROL DEAN PAGE, DAVIS CNTY RECORDER
1996 SEP 4 2:34 PM FEE 20.00 DEP REC
REC'D FOR FIRST AMERICAN TITLE CO OF UTA

10 Woodland Park
Commercial

THIS SPACE FOR RECORDER'S USE ONLY

EXHIBIT "F"

10-165-0010

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made and entered into as of August 7th 1996, by and between WESTSTAR GROUP, L.L.C., a Utah limited liability company and LAYTON P. OTT (collectively "Landlord"), and MARIE CALLENDER PIE SHOPS, INC., a California corporation ("Tenant").

Landlord and Tenant have entered into a lease ("Lease") for certain real property located in Davis County, Utah, and by recordation of this Memorandum of Lease give notice of the unrecorded Lease and place of public record the following information:

Date of Lease: August 7th, 1996

Description of Premises: See attached Exhibit "A."

Term Commencement: Lease is effective upon execution but its term commences on the earlier of the opening for business of Tenant's restaurant on the Premises or January 1, 1997.

Term: The Term of this Lease ("Term") shall be for a period of twenty (20) years plus the partial months, if any, immediately following commencement of the Lease Term.

Renewal Options: Two (2) consecutive five-year periods.

The Lease contains the following provisions which Tenant desires to be specifically referenced, by paragraph number, in this Memorandum of Lease.

Easements: (Section 17 of the Lease). Reference is particularly made to Section 17 of the Lease wherein the Landlord grants to Tenant the non-exclusive right to use rights-of-way and easements benefitting the Premises pursuant to that certain Declaration of Covenants, Conditions and Restrictions made by THE WESTSTAR GROUP, L.L.C., dated June 29, 1994. Landlord also agrees to execute and record mutual access and parking easements covering and benefitting Lots 8 and 9 of the Woodland Park Commercial Subdivision, City of Layton, Davis County, Utah, as shown by official Plat thereof, and the Premises. E 1271834 B 2040 P 1182

Successors: The Lease and all matters relating to the Lease, are binding on and inure to the benefit of the heirs, executors, administrators, successors and assigns of the parties thereto.

All Exhibits attached hereto and referenced herein shall be deemed incorporated herein by this reference.

This Memorandum of Lease in no way modifies or amends the provisions of the Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the dates hereinbelow set forth.

LESSOR:

WESTSTAR GROUP, L.L.C.,
a limited liability company

By: *Wayne Bellens*
Its: *President*

By: *Doug Wright*
Its: *Member*

Layton P. Ott
LAYTON P. OTT

LESSEE:

MARIE CALLENDER PIE SHOPS, INC.
a California corporation

By: _____
Its: _____

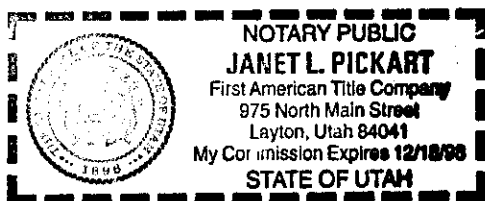
By: _____
Its: _____

—RECORDER'S MEMO—
LEGIBILITY OF TYPING OR PRINTING
UNSATISFACTORY IN THE DOCUMENT
WHEN RECEIVED

State Of Utah)
 : ss
County Of Davis)

E 1271834 B 2040 P 1183

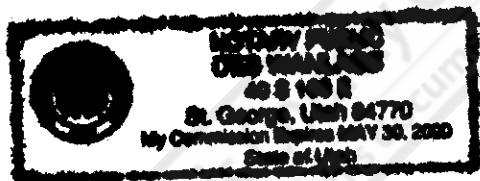
On the 23rd day of August, 1996, personally appeared before me Wayne Belleau, and Gary Wright who being by me duly sworn did say, each for himself, that they are the Members/Managers of THE WESTSTAR GROUP, L.L.C. , a Utah Limited Liability Company and that the within and foregoing instrument was signed on behalf of said Limited Liability Company by authority of its Articles of Organization and each duly acknowledge to me that said Limited Liability Company executed the same.



Janet L. Pickart
Notary Public
Expires 12-18-98
Residence web

State Of Utah)
 : ss
County Of Washington)

On the 22nd day of August, 1996 personally appeared before me Layton P. Ott the signer of the within instrument,, who duly acknowledged to me that he executed the same.



Deb Wenlass
Notary Public
Commission Expires
Residence

—RECORDER'S MEMO—
LEGIBILITY OF TYPING OR PRINTING
UNSATISFACTORY IN THE DOCUMENT
WHEN RECEIVED

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IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the dates hereinbelow set forth.

LESSOR:

WESTSTAR GROUP, L.L.C.,
a limited liability company

By: _____
Its: _____

By: _____
Its: _____

LESSEE:

MARIE CALLENDER PIE SHOPS, INC.
a California corporation

By: [Signature]
Its: V.P.

By: [Signature]
Its: V.P. Real Estate

LAYTON P. OTT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

State of CALIFORNIA

County of ORANGE

E 127 1834 B 2040 P 1 35

On August 28, 1996 before me, ALISON MARIE TRUNY, Notary Public

DATE

NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared STEVEN D. JENNINGS & GREG S. LINDS

NAME(S) OF SIGNER(S)

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



WITNESS my hand and official seal.

Alison Marie Truney
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

INDIVIDUAL
 CORPORATE OFFICER
V.P. OF REAL ESTATE
V.P. & CHIEF FINANCIAL OFFICER
TITLE(S)

PARTNER(S) LIMITED
 GENERAL
 ATTORNEY-IN-FACT
 TRUSTEE(S)
 GUARDIAN/CONSERVATOR
 OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

MEMORANDUM OF LEASE
TITLE OR TYPE OF DOCUMENT

1
NUMBER OF PAGES

NO DATE GIVEN
DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

SIGNER(S) OTHER THAN NAMED ABOVE

EXHIBIT "A"

E 1271834 B 2040 P 1186

LEGAL DESCRIPTION OF PREMISES

All of Lot 10 Woodland Park Commercial Subdivision in the City of Layton, Davis County, Utah, as shown by the official Plat thereof.

10-165-0010

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