

City, State: North Ogden, UT
Address: 2600 N. Washington
L/C: 43-0161

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE, dated this 2nd day of June, 1998, is between Alan J. Dayley, as Trustee (the "LANDLORD"), whose address is 5379 S. 1400 E., Ogden, UT 84403, and McDonald's Corporation, a Delaware corporation (the "TENANT"), whose principal place of business is located at One McDonald's Plaza, Oak Brook, Illinois 60523.

LANDLORD hereby leases to TENANT the demised premises with improvements and appurtenant easements, if any, in the City of North Ogden, County of Weber, State of Utah, described in Exhibit A attached and made a part of this Memorandum of Lease.

1. TERM: TO HAVE AND TO HOLD for a term commencing on May 27, 1998 and ending twenty years from the date when a McDonald's Restaurant constructed on the demised premises opens for business.

2. OPTION TO EXTEND: LANDLORD grants to TENANT the option to extend the term of the lease at the expiration of the original term for successive periods aggregating twenty (20) years.

3. FIRST REFUSAL: LANDLORD grants to TENANT the right of first refusal to lease and purchase the demised premises.


4. MEMORANDUM: The rentals to be paid by TENANT and all of the obligations and rights of LANDLORD and TENANT are set forth in the Ground Lease dated June 24, 1997, as amended on March 31, 1998 executed by the parties. This instrument is merely a Memorandum of the Lease and is subject to all of its terms, conditions and provisions. In the event of any inconsistency between the terms of the Lease and this instrument, the terms of the Lease shall prevail as between the parties. This Memorandum is binding upon and shall inure to the benefit of the heirs, successors, assigns, executors and administrators of the parties.

E# 1567899 BK 1949 PG2441
DOUG CROFTS, WEBER COUNTY RECORDER
20-AUG-98 11:52 AM FEE \$18.00 DEP NB
REC FOR: FIRST.AMERICAN.TITLE

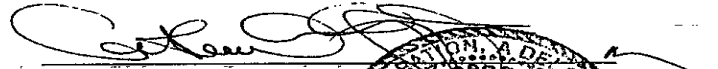
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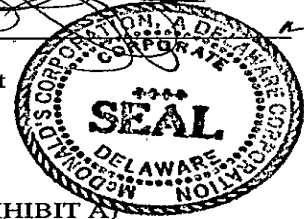
To indicate their agreement to the above, the parties or their authorized representatives or officers have signed this document.

LANDLORD: ALAN J. DAYLEY, TRUSTEE


Alan J. Dayley

TENANT: McDONALD'S CORPORATION


Catherine A. Griffin
Assistant Vice President



(ATTACH ACKNOWLEDGMENT OF SIGNATURES AND EXHIBIT A)

Prepared by and Return to:

William Blanco
Real Estate Practice Group
Legal Department
McDONALD'S CORPORATION
One McDonald's Plaza
Oak Brook, Illinois 60523

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E# 1567899 BK 1949 PG2442

ACKNOWLEDGMENT - McDONALD'S

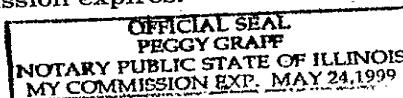
STATE OF ILLINOIS)
) SS:
COUNTY OF DUPAGE)

I, Peggy Graff, a Notary Public in and for the county and state aforesaid, DO HEREBY CERTIFY that Catherine A. Griffin, Assistant Vice President of McDonald's Corporation, a Delaware corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Assistant Vice President appeared before me this day in person and acknowledged that she signed, sealed and delivered the said instrument as her free and voluntary act as such Assistant Vice President and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 2nd day of June, 1998.

Peggy Graff
Peggy Graff
Notary Public

My commission expires:



ACKNOWLEDGMENT - CORPORATE

STATE OF _____)
) SS:
COUNTY OF _____)

I, _____, a Notary Public in and for the county and state aforesaid, DO HEREBY CERTIFY that _____ a(n) _____ of _____ corporation, who is personally known to me to be the person whose name is subscribed to the foregoing instrument as such that (he)(she) signed, sealed and delivered the said instrument as (his)(her) free and voluntary act as such _____ and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this _____ day of _____, 19_____.

Notary Public

My commission expires _____.

LEGAL DESCRIPTION

Parcel 1:

18-084-0006

All of Lot 6, ACRE'S SUBDIVISION, a subdivision of part of Lots 42, 44, 45, 46 and 47, Plat "B", North Ogden Survey, which is a part of the Southeast quarter of Section 29 and the Northeast quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, according to the official plat thereof, recorded in the office of the County Recorder of Weber County, Utah, and being more particularly described as follows: Beginning at the Southeast corner of said Lot 6 and running thence $N0^{\circ}15'00''E$ 228.00 feet to the Northeast corner of said Lot 6; thence $N89^{\circ}43'42''W$ 157.16 feet to the Northwest corner of said Lot 6; thence $S38^{\circ}06'30''W$ 120.36 feet to an angle point in the West line of said Lot 6; thence South 133.39 feet to the Southwest corner of said Lot 6; thence $N88^{\circ}51'10''E$ 18.04 feet to an angle point in the South line of said Lot 6; thence $S89^{\circ}43'42''E$ 212.41 feet to the point of beginning. Contains 49,129 square feet or 1.1278 acres.

1567899 BK1949 PG2444

EXHIBIT A

ACKNOWLEDGMENT - TRUSTEE

STATE OF Utah)
) SS:
COUNTY OF Weber)

I, William J. Critchlow, a Notary Public in and for
the county state aforesaid, DO HEREBY CERTIFY that
Alvin J. Doyle as Trustee and _____ of
_____ who (is)(are) personally known to me to be the
same person(s) whose name(s) (is)(are) subscribed to the foregoing instrument appeared
before me this day in person and acknowledged that (he)(she)(they) signed, sealed and
delivered the said instrument as (his)(her)(their) free and voluntary act for the uses and
purposes therein set forth.

Given under my hand and notarial seal, this 5th day of
August, 1998.

William J. Critchlow III
Notary Public

My commission expires:

