

7079546  
09/08/98 11:45 AM 22.00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
AMERICA WEST TITLE  
REC BY: R JORDAN , DEPUTY - WI

7079546

**WHEN RECORDED, RETURN TO:**

ES-O-EN Corp.  
610 E. St. George Boulevard  
St. George, UT 84770  
Attn.: John Huxford  
Store No. : 389

98-12619

7

**MEMORANDUM OF ASSIGNMENT OF LEASE AND CONSENT**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AND CONSENT ("Memorandum") is made and entered into this 1 day of September, 1998, Taco Bell Corp., a California corporation, successors in interest to UTACO, a Utah corporation, for which an Assignment of Lease dated June 1, 1993 was recorded ("Assignor"), whose mailing address is: 17901 Von Karman, Irvine, CA 92614-6212, and ES-O-EN Corp., an Oregon corporation ("Assignee"), whose mailing address is: 610 E. St. George Boulevard, St. George, UT 84770.

To further evidence the assignment contained in that certain Assignment of Lease and Consent dated concurrently herewith, Assignor hereby assigns its interest in the leased premises ("Leased Premises") to Assignee, which leasehold interest was created by that certain Lease Agreement dated as of May 31, 1989, together with all addenda and amendments (the "Lease") for which a Memorandum of Lease dated May 31, 1989, was recorded in the official land records of Salt Lake County, State of Utah as Document No. 4782900, at Book 6132, Page 1040, on June 1, 1989.

AWT 98-1038

BK8087Pg1964

Store No. 389

Effective Date of Assignment of Lease: September 1, 1998

Description of Premises: See Exhibit "A" attached.

Initial Term of Lease: Commencement Date: May 31, 1989.  
Expiration Date: August 31, 2009.

Term Extension Options: Provided that Tenant/Assignee is not in default of its obligations under the Lease, Tenant shall have the option to extend the term of the Lease for two (2) additional periods of five (5) years each.

Right of First Refusal: Yes.

Option to Purchase: No.

The purpose of this Memorandum is to give notice of the assignment of Tenant's interest in the above-mentioned Lease and of the rights and obligations created thereby, all of which are hereby confirmed.

This instrument may be executed in counterparts, all of which shall be deemed originals and constitute one instrument.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the dates set forth in their respective acknowledgments. Nothing herein shall be deemed or construed to amend the Lease.

**ASSIGNEE:**

ES-O-EN Corp.,  
an Oregon corporation

By: *R. C. Nichols*  
*S. Cor (Nichols)*  
please print or type name  
Its: President  
Date: 8/20/98

Store No. 389

**ASSIGNOR:**

Taco Bell Corp.,  
a California corporation

By: Melissa Lora

\_\_\_\_\_ please print or type name

Its: MELISSA LORA  
VICE PRESIDENT

Date: \_\_\_\_\_

**ALL SIGNATURES MUST BE NOTARIZED**

**ALL-PURPOSE ACKNOWLEDGMENT**

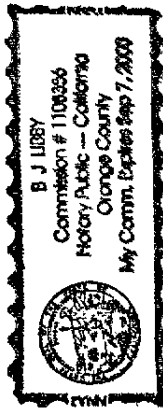
State of CALIFORNIA

County of ORANGE

On 20 August 1998 before me, BJ LIBBY, NOTARY PUBLIC

Personally appeared MELISSA LORA, VICE PRESIDENT  
Name(s) of signer(s)

I personally known to me OR  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that by her 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

*[Signature]*  
SIGNATURE OF NOTARY

**CAPACITY CLAIMED BY SIGNER**

- INDIVIDUAL(S)
- CORPORATE VICE PRES. OFFICER(S) \_\_\_\_\_ TITLE(S) \_\_\_\_\_
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER \_\_\_\_\_

**SIGNER IS REPRESENTING:**

NAME OF PERSON(S) OR ENTITY(IES)  
TACO BELL CORP.  
a California corporation

ACKNOWLEDGMENT

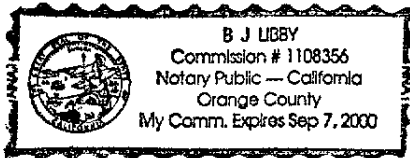
STATE OF California \_\_\_\_\_ )

COUNTY OF Orange \_\_\_\_\_ )

ss.

On 20 August, 1998, before me, BJ Libby, a Notary Public in and for said state, personally appeared S. Carl Nicolaysen, President, ES-O-EN CORP., proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



BJ Libby  
Notary Public in and for said State

Store No. 389

**EXHIBIT "A"**  
**LEGAL DESCRIPTION OF THE PREMISES**

EXHIBIT A

LEGAL DESCRIPTION

Beginning at a point on the South Right-of-Way line for Fort Union Boulevard (40 foot half width), said point being West 33.00 feet and North 56.07 feet and North 82°55'00" West 157.05 feet and South 7.05 feet from the Northeast corner of Section 28, Township 2 South, Range 1 East, Salt Lake Base and Meridian, and running thence South 150.00 feet; thence North 82°55'00" West 75.73 feet; thence South 14.95 feet; thence North 87°39'00" West 84.14 feet; thence North 171.95 feet to a point on said South Right-of-Way line of Fort Union Boulevard; thence South 82°55'00" East along said South Right-of-Way line 160.45 feet to the point of beginning.

22-21-483-007

EXHIBIT A

WL982260.086(DOT LEAS)/CMK/F3105-001/08-26-98/cmk

BK8087PG1970