

7638263

Memorandum of Lease (with Attached Building Size Endorsement)

THIS MEMORANDUM OF LEASE, dated May 1st, 2000, is between Williamsen South Jordan, Inc. ("Landlord") and Wild Oats Markets, Inc. ("Tenant").

RECITALS

A. The parties have entered into a Lease Agreement dated October 5, 1999 for 17,290 square feet in the 4th South Market Shopping Center ("Shopping Center"), City of Salt Lake, State of Utah.

B. The parties desire to place this notice of record against the property underlying the Premises, which property is described on Exhibit A attached hereto.

MEMORANDUM

1. The parties hereby stipulate that the Lease Term Commencement Date is December 15, 1999 and the Rent Commencement Date is March 30, 2000. The original lease term runs for 20 years through March 31, 2020, and the Tenant has four five-year renewal options.

2. The parties further stipulate that the total final square footage of the Premises is 17,290 square feet.

3. Throughout the term of the Lease and all renewals thereof exercised by Tenant, Tenant shall have the exclusive right in the Shopping Center to (a) operate a grocery store, meat, seafood or produce market, vitamin store, ethnic food store (but not including ethnic restaurants), convenience store or natural or health food store, or ice cream store other than one that primarily sells ice cream by the scoop (such as Baskin Robbins) rather than packaged ice cream and ice cream bars, (b) offer for sale natural cosmetics, natural health and beauty products (defined as those made from natural extracts, products that are not tested on animals, products that do not contain petroleum products or byproducts), vitamins or supplements, (c) to the extent Tenant obtains a liquor license, sell beer and wine (not including restaurants selling beer and wine), and (d) operate a juice/smoothies bar and coffee bar. Notwithstanding the foregoing, Landlord may lease space to a national or regional coffee store, such as Starbucks Coffee, provided no such lease purports to limit Tenant's ability to sell coffee, coffee drinks and coffee beans or ground coffee. The incidental sale (comprising not more than 5% of total gross sales for the selling tenant) of ice cream, cosmetics, health and beauty products (but not vitamins or supplements), juices, smoothies and coffee shall not be a breach of this provision. No other tenant shall operate a full service bakery or bread/bagel bakery, salad bar restaurant (not including restaurants offering a salad bar as an incidental part of their menu) or a delicatessen (defined as any operation selling sandwiches, soups, carry out foods or prepared salads or side dishes for on or off premises consumption).

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease on this 1st day of May, 2000.

LANDLORD:

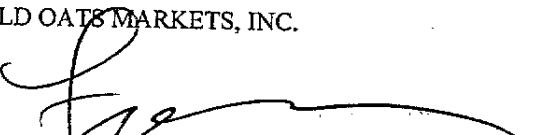
WILLIAMSEN SOUTH JORDAN, INC.

By: 

PMB.

TENANT:

WILD OATS MARKETS, INC.

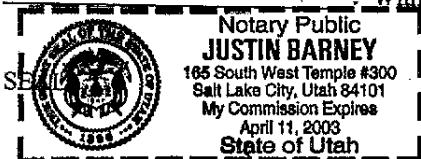
By: 

Freya Brier, Vice President of Legal

BK8361P65287

STATE OF Utah)
COUNTY OF Salt Lake) SS.

Executed before me this 15th day of May, 2000, by Thom Williamson in
his/her capacity as President of Williamson Scott Jordan, Inc., a
Witness my hand and official seal.



Justin Barney
NOTARY PUBLIC

MY COMMISSION EXPIRES: April 11, 2003

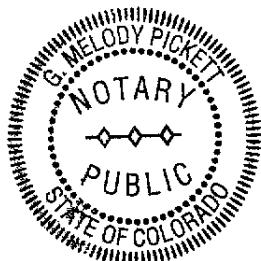
STATE OF Colorado)
COUNTY OF Boulder) SS.

Executed before me this 28th day of March, 2000, by Freya Brier in
his/her capacity as Vice President of Wild Oats Markets, Inc., a Delaware corporation, on behalf
of such corporation. Witness my hand and official seal.

SEAL

Donna B. Eddy
NOTARY PUBLIC

MY COMMISSION EXPIRES: MY COMMISSION EXPIRES:
August 16, 2002



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EXHIBIT A

ATTACHED TO MEMORANDUM OF LEASE

DESCRIPTION OF REAL PROPERTY

The land referred to in this Commitment is situated in the County of Salt Lake State of Utah, and described as follows:

BEGINNING at the Southeast corner of Lot 2, Block 39, Plat "B", Salt Lake City Survey; and running thence North 00°07'41" West 99.04 feet; thence North 89°52'25" East 33.01 feet; thence North 00°07'41" West 1.00 feet; thence North 89°52'26" East 132.0 feet to the West right of way line of 700 East Street; thence North 00°07'37" West along said right of way line 271.40 feet; thence North 00°07'41" West 6.25 feet; thence South 89°52'26" West 165.09 feet; thence North 00°07'41" West 2.00 feet; thence South 89°52'26" West 295.06 feet; thence South 00°16'09" West 166.70 feet; thence North 89°52'26" East 47.66 feet; thence South 00°07'41" East 213.00 feet to a point on the North right of way line of 400 South Street; thence North 89°52'26" East along said right of way line 248.62 feet to the point of BEGINNING.

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The following is shown for information purposes only:

The address of said property is: 613 EAST 400 SOUTH
SALT LAKE CITY, UTAH 84102

7638263
05/15/2000 11:48 AM 14.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
WILD OATS MARKETS INC
3375 MITCHELL LN
BOULDER CO 80301
BY: BJM, DEPUTY - WI 3 P.

BK8361 PG5289