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E 1393340 B 2266 P 807  
JAMES ASHAUER, DAVIS CNTY RECORDER  
1998 APR 1 12:43 PM FEE 18.00 DEP JB  
REC'D FOR EQUITY TITLE AGENCY

**RECORDING REQUESTED BY AND  
WHEN RECORDED RETURN TO:**

Thomas Restaurant Enterprises, LLC  
355 S. Grand Avenue, Suite 4500  
Los Angeles, California 90071  
Attention: James A. Thomas

**THIS SPACE FOR RECORDER'S USE ONLY**

10-200-0003  
3A Layton Market Center

**MEMORANDUM OF SUBLEASE**

THIS MEMORANDUM OF SUBLEASE is made as of 2-6, 1998, by and between CARL KARCHER ENTERPRISES, INC., a California corporation ("Sublessor") and THOMAS RESTAURANT ENTERPRISES, LLC, a California limited liability company ("Sublessee").

IG, LP, a Utah limited liability company, as lessor, and Sublessor, as lessee, centered into that certain Ground Lease dated July 7, 1997, covering that certain real property located in the City of Layton, Davis County, Utah, more particularly described in attached Exhibit A, incorporated herein by reference ("Premises").

Sublessor has subleased to Sublessee and Sublessee has hired from Sublessor the Premises, pursuant to the terms of that certain Sublease dated as of 2-6, 1998 ("Sublease").

The initial term of the Sublease ("Initial Term") shall commence on the Commencement Date (as defined in the Sublease) and shall expire on October 30, 2017, unless sooner terminated.

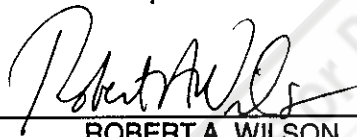
Pursuant to the Sublease, Sublessee may extend the Initial Term for two (2) successive periods of five (5) years each.

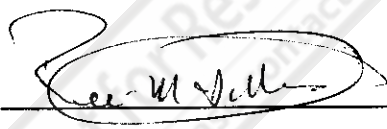
This instrument is a Memorandum of the Sublease and is solely for recording purposes and shall not be construed to alter, modify or supplement the Sublease.

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

**SUBLESSOR**

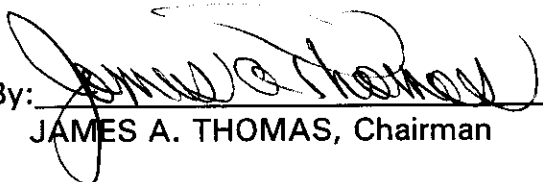
**CARL KARCHER ENTERPRISES, INC.,**  
a California corporation

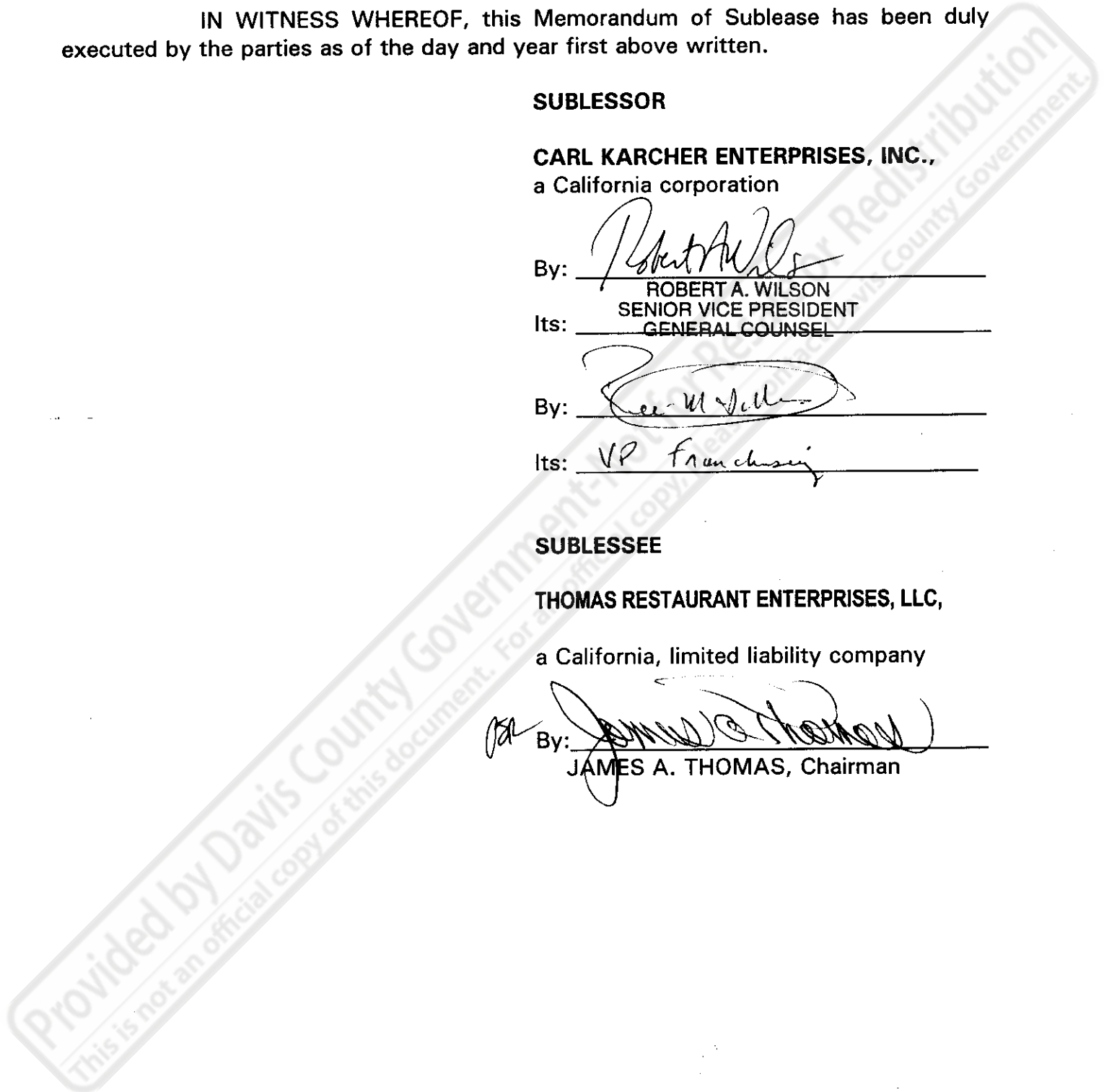
By:   
ROBERT A. WILSON  
Its: SENIOR VICE PRESIDENT  
GENERAL COUNSEL

By:   
Its: VP Franchising

**SUBLEESSEE**

**THOMAS RESTAURANT ENTERPRISES, LLC,**  
a California, limited liability company

By:   
JAMES A. THOMAS, Chairman



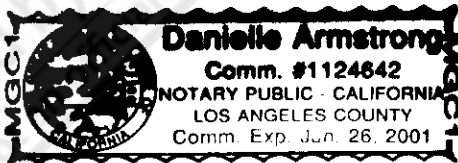
STATE OF CALIFORNIA )  
 )ss.  
COUNTY OF Los Angeles )

On 2/6/98 before me, Danielle Armstrong, a Notary Public in and for said County and State, personally appeared James A. Thomas 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 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.

Danielle Armstrong  
Signature of Notary

[SEAL]



STATE OF CALIFORNIA)

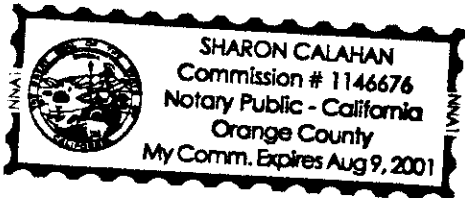
)

COUNTY OF ORANGE )

On March 19, 1998, before me, the undersigned Notary Public, personally appeared **ROBERT A. WILSON and RENE M. S. HUTCHINGS**, 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 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.

Sharon Calahan



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EXHIBIT "A"

LEGAL DESCRIPTION

ALL OF LOT 3A OF THE LAYTON MARKET CENTER SUBDIVISION 2ND  
AMENDED, ACCORDING TO THE OFFICIAL PLAT THEREOF, ON FILE AND OF  
RECORD IN THE OFFICE OF THE DAVIS COUNTY RECORDER.

10-200-0003

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