

RECORDING REQUESTED BY
AND WHEN RECORDED PLEASE
RETURN TO:

Paul, Hastings, Janofsky & Walker LLP
Park Avenue Towers
75 East 55th Street
New York, New York

Attention: Christopher Cavanaugh, Esq.

FD29482



W2026396

**ASSIGNMENT OF
LEASEHOLD TRUST DEED SECURITY AGREEMENT AND
ASSIGNMENT OF LEASES AND RENTS AND FIXTURE FILING**

DATED as of April 14, 2004

between

SUNTRUST BANK, as Assignor

and

WELLS FARGO FOOTHILL, INC., as Assignee

NY55/3554683
45035.00143

Property L275 / Site No. 111

**ASSIGNMENT OF LEASEHOLD TRUST DEED SECURITY AGREEMENT AND
ASSIGNMENT OF LEASES AND RENTS AND FIXTURE FILING**

THIS ASSIGNMENT OF LEASEHOLD TRUST DEED SECURITY AGREEMENT AND ASSIGNMENT OF LEASES AND RENTS AND FIXTURE FILING (this "Assignment"), made as of the 14th day of April, 2004 by SUNTRUST BANK, a Georgia banking corporation, as administrative agent, having an address at 303 Peachtree Street, 25th Floor, Atlanta, Georgia 30308, as Administrative Agent for itself and the other Lenders under the Credit Agreement, as described in the Deed of Trust described below ("Assignor") to WELLS FARGO FOOTHILL, INC., a California corporation, having an address at 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404, both individually and as Administrative Agent for itself and on behalf of Lenders described in the Credit Agreement ("Assignee");

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the sum of TEN DOLLARS (\$10.00) lawful money of the United States and other good and valuable consideration, the receipt whereof is hereby acknowledged, Assignor has granted, bargained, sold, assigned, transferred and set over, and by these presents does grant, bargain, sell, assign, transfer and set over unto Assignee on an "as is" "where is" basis, WITHOUT RECOURSE, REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED:

All of Assignor's right, title and interest in, to and under that certain Deed of Trust described on Exhibit A attached hereto and made a part hereof (the "Deed of Trust"), provided Assignor makes no representation or warranty and shall have no responsibility with respect to any statements, warranties or representations made in or in connection with the Deed or Trust or the execution, legality, validity, enforceability, genuineness, sufficiency or value of the Deed of Trust or with respect to any aspect of the property interests secured thereby;

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns forever.

[Signature Page to Follow]

EXHIBIT A

Description of the Deed of Trust

That certain Leasehold Trust Deed, Security Agreement and Assignment of Leases and Rents and Fixture Filing dated June 13, 2003 among Vicorp Restaurants, Inc., as Trustor, Founders Title Company, as Trustee, and SunTrust Bank, as Beneficiary and Administrative Agent, recorded on June 19, 2003 as E# 1949278, Book 2388, page 1809, real property records of the Office of the County Recorder, Weber County, Utah.

For reference purposes only, the legal description of the property, including notation of the tax parcel number, which is the subject of the Deed of Trust is attached hereto on the following page.

NY35/355468.3
45035.00143

Property L275 / Site No. 111

Vicorp # 110750

EXHIBIT A
DESCRIPTION OF PREMISES

SEE NEXT PAGE

Tax Parcel ID# 12-110-0045

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A-1

L275

322 12th St.
Ogden, UT 84404
Weber County

Situated in the County of Weber , State of Utah:

Part of the Northeast Quarter of Section 20, Township 6 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey: Beginning at a point on the North line of the State Road which is South 88°59'53" East (South 89°20'47" East) 320.01 feet along said North line from the intersection of said North line from the East line of Childs Avenue; said point is also North 0°58' East 46.57 feet and South 88°59'53" East (South 89°20'47" East) 320.01 feet from the intersection of the original North line of 12th Street and the East line of Childs Avenue; thence South 88°59'53" East (South 89°20'47" East) 250.00 feet along said North line to a point 404.5 feet West of the West line of Washington Blvd.; thence North 0°50'15" East 337.04 feet; thence North 89°09'45" West 250.00 feet; thence South 0°50'15" West 337.84 feet to the point of beginning.

LEASE

Lessor: CLN FUNDING 2001-A, LP, a Delaware Limited Partnership
Lessee: VICORP RESTAURANTS, INC., a Colorado Corporation
Term: 20 years, ending on May 31, 2021
Dated: May 14, 2001
Recorded: May 23, 2001
Entry No.: 1772059
Book/Page: 2140/2580

Assignment and Assumption of Lease dated September 17, 2001 and recorded September 17, 2001 as Entry No. 1795758 in book 2168 at page 438 by and between CNL Funding 2001-A, LP, a Delaware Limited Partnership (assignor) and Realtynet, LLC, a Utah Limited Liability Company as to a 57.7% undivided interest and 1031 Exchange Place, LC. Money Purchase Pension Plan, a defined Contribution plan as to a 42.3% undivided interest (Assignee)