

West Jordan, Utah  
SWC 6200 South and Airport Road  
L/C: 043-0154

MEMORANDUM

THIS MEMORANDUM, dated this 28th day of January 1997, is between McDonald's Corporation, a Delaware corporation ("McDonald's") and RAM Enterprises, Inc., a Utah corporation ("Company").

Company and McDonald's have entered into a Ground Lease and Operating Agreement dated January 13, 1997 (hereafter referred to as the "Agreement").

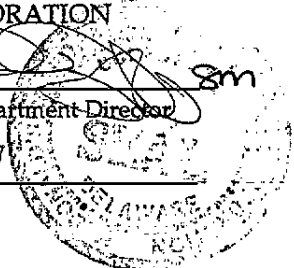
McDonald's is the owner of the real property described in Exhibit A attached ("Premises"). McDonald's hereby leases to Company a portion of the Premises with improvements.

1. TERM: TO HAVE AND TO HOLD for a term commencing on January 27, 1997, and ending 20 years from the earlier of (a) the date upon which the Company's facilities referred to in the Agreement open for business to the public on the Premises, or (b) 180 days after commencement of construction on the Premises.
2. OPTION TO EXTEND: The term of the Agreement will be automatically extended for four (4) successive periods of five (5) years each.
3. RENT COMMENCEMENT; Company's obligation to pay rent shall commence on the earlier of (i) the date the Company's facilities referred to in the Agreement open for business to the public on the Premises or (ii) 180 days after commencement of construction on the Premises.
4. MEMORANDUM: The rentals to be paid by Company and all of the obligations and rights of Company and McDonald's are set forth in the Agreement. This instrument is merely a Memorandum and is subject to all of the terms, conditions and provisions of the Agreement. Except for the terms specified in Articles 1 and 3 set forth above, in the event of any inconsistency between the terms of the Agreement and this instrument, the terms of the Agreement 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.
5. EXHIBITS: Exhibit A Legal Description of the Premises

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

COMPANY  
By: *[Signature]*  
Its

Date: 12-22-97

McDONALD'S CORPORATION  
By: *[Signature]* sm  
Catherine A. Griffin, Department Director  
Date: JAN 28 1997  


(ATTACH ACKNOWLEDGMENT OF SIGNATURES AND EXHIBIT A)

Prepared by: Sarah Mearns  
Return to: Sarah Mearns  
Development Team Legal Department  
McDONALD'S CORPORATION,  
711 Jorie Boulevard, Oak Brook, Illinois 60521

E-401422HW  
6820296

PK 7836 PG 1689



LEGAL DESCRIPTIONS

PARCEL 1: (TO BE KNOWN AS LOT 1, AIRPORT ROAD COMMERCIAL SUBDIVISION)

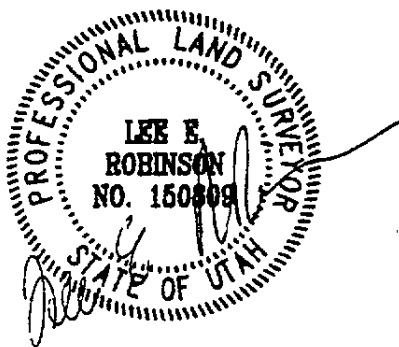
BEGINNING AT A SET REBAR WITH CAP ON THE WEST LINE OF AIRPORT ROAD AT A POINT THAT IS N89°55'30"W (BASIS OF BEARING) ALONG THE SECTION LINE 1065.83 FEET AND SOUTH ALONG THE CENTERLINE OF AIRPORT ROAD 320.00 FEET AND N89°55'30"W 30.00 FEET FROM THE COUNTY MONUMENT AT THE NORTH QUARTER CORNER OF SECTION 19, TOWNSHIP 2 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN; THENCE N89°55'30"W 255.00 FEET TO A SET REBAR WITH CAP; THENCE NORTH 280.00 FEET TO A SET REBAR WITH CAP ON THE SOUTH LINE OF 6200 SOUTH STREET; THENCE ALONG SAID STREET LINE S89°55'30"E 220.05 FEET TO A SET REBAR WITH CAP; THENCE SOUTHEASTERLY 54.93 FEET ALONG THE ARC OF A 35.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 89°55'30" (CHORD BEARS S44°57'45"E 49.47 FEET) TO A SET REBAR WITH CAP ON SAID WEST LINE OF AIRPORT ROAD; THENCE ALONG SAID STREET LINE SOUTH 245.05 FEET TO THE POINT OF BEGINNING. CONTAINS 71,138 SQUARE FEET OR 1.6331 ACRES.

SURVEYOR'S CERTIFICATE

I, LEE E. ROBINSON, HEREBY CERTIFY TO GOLDEN ARCH LIMITED PARTNERSHIP, A DELAWARE LIMITED PARTNERSHIP, AND FIRST AMERICAN TITLE INSURANCE COMPANY, THAT THIS MAP HAS BEEN COMPILED FROM A SURVEY ACTUALLY MADE ON THE GROUND UNDER MY SUPERVISION OCTOBER 2-18, 1996; THAT IT IS CORRECT AND COMPLIES WITH THE REQUIREMENTS PROVIDED BY MCDONALD'S CORPORATION, AND THAT THIS MAP AND THE SURVEY ON WHICH IT IS BASED WERE MADE (i) IN ACCORDANCE WITH "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS," JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND ACSM IN 1992, AND INCLUDES ITEMS 1 THROUGH 11 OF TABLE A THEREOF, AND (ii) PURSUANT TO THE ACCURACY STANDARDS (AS ADOPTED BY ALTA AND ACSM AND IN EFFECT ON THE DATE OF THIS CERTIFICATION) OF AN URBAN CLASS SURVEY.

DATE: NOVEMBER 7, 1996

LEE E. ROBINSON, PLS  
 UTAH REGISTRATION NO. 150809  
 SCHUCHERT & ASSOCIATES



WEST JORDAN, UTAH

EXHIBIT A

**ALTA/ACSM LAND TITLE SURVEY**

NW1/4 SEC 19. T2S. R1W. SLB&M

DATE	11/07/96
JOB NO	2836

PL 7836 pg 1 of 1  
 7836PG1691

6820296  
12/22/97 3:29 PM 14-00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
FIRST AMERICAN TITLE  
REC BY: R FRESQUES , DEPUTY - WI

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