

MW

1 Frontier Road  
Sub 4

02-123-0004

RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

Carl Karcher Enterprises, Inc.  
One City Boulevard West, Suite 350  
Orange, CA 92868-3621  
Attention: Real Estate Contract Dept.

E 1549242 B 2563 P 761  
SHERYL L. WHITE, DAVIS CNTY RECORDER  
1999 SEP 28 3:46 PM FEE 16.00 DEP AC  
REC'D FOR FIRST AMERICAN TITLE CO OF UTA

*(Space above for Recorder's use)*

Documentary Transfer Tax: None  
Lease term less than 35 years.

Assessor's Parcel No. 02-123-0004

### MEMORANDUM OF GROUND LEASE

This Memorandum of Ground Lease is made by Darrell E. Tew and Joan K. Tew, Trustee of The Darrell and Joan Tew Family Trust, pursuant to Assignment of Lease dated May 2, 1999, and recorded on June 3, 1999, as Entry No. 1520545 in Book 2511, Page 401, as successor in interest, as **Landlord** and as the owner of the real property described below (the "**Premises**"), and Carl Karcher Enterprises, Inc., a California corporation, as **Tenant** with respect to the Premises.

Landlord and Tenant executed an unrecorded Ground Lease ("Lease"), which is incorporated herein by this reference, with an Effective Date as set forth below. Words used in this Memorandum have the same meaning as in the Lease.

The Premises are described in Exhibit "A" which is attached to this Memorandum and incorporated herein by this reference.

Landlord leases the Premises to Tenant and Tenant leases the Premises from Landlord subject to all provisions of the Lease

The Effective Date of this Lease is May 27, 1999.

The initial Term of this Lease is 20 Lease Years.

Landlord grants Tenant options to extend the Term for 2 additional 5-year periods.

**Mail Tax Statements to:** Robert D. Rash & Associates, Inc., P.O. Box 1600,  
Rowlett, TX 75030-1600

Memorandum of Ground Lease, Page 2

Landlord may not allow the use of any real property leased or owned by Landlord or an Affiliate of Landlord and located in the Center or within one thousand feet (1,000') of the exterior boundary of the Premises which interferes with access to or visibility of the Tenant Improvements from the adjacent streets.

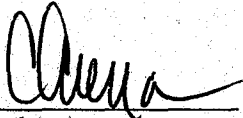
Signatures for Memorandum of Ground Lease

TENANT:

ADDRESS:

Carl Karcher Enterprises, Inc.,  
a California corporation

One City Boulevard West, Suite 350  
Orange, CA 92868-3621  
Attn: Lease Administration Department

By:   
Carl A. Arena  
Vice President, Real Estate

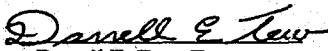
Date: September 23, 1999

LANDLORD:

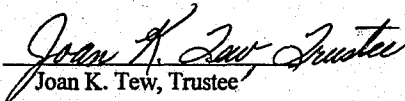
ADDRESS:

The Darrell and Joan Tew Family Trust

5635 Hillside Drive  
Murray, UT 84107

By:   
Darrell E. Tew, Trustee

Date: Aug 23, 99

By:   
Joan K. Tew, Trustee

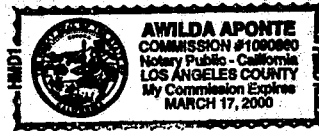
Date: August 23, 1999

STATE OF CALIFORNIA )  
 )  
COUNTY OF ORANGE )

On September 23, 1999, before me, Awilda Aponte, the undersigned Notary Public, personally appeared CARL A. ARENA, Vice President, Real Estate, personally known to me 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 as an officer of CARL KARCHER ENTERPRISES, INC., a California corporation, and that by his signature on the instrument he, or the entity upon behalf of which he acted, executed the instrument.

WITNESS my hand and official seal.

Awilda Aponte

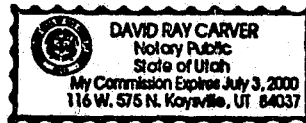


STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE )

On August 23, 1999, before me, David Ray Carver, the undersigned Notary Public, personally appeared Darrell E. Lutz and Joan K. Lutz personally known or proven to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her 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.

David Ray Carver



**EXHIBIT "A"**

**PREMISES LEGAL DESCRIPTION**

**All of Lot 1 Frontage Road Subdivision, according to the official plat thereof on file and recorded in the office of the Davis County Recorder, State of Utah.**