

Recording requested by
and when recorded mail to:

DONOHUE, JAMESON & CARROLL, P.C.
3400 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270

Attn: M. Suzanne Beghtel

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**MEMORANDUM OF LEASE
AND
OPTION AND PUT AGREEMENT**

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THIS MEMORANDUM OF LEASE AND OPTION AND PUT AGREEMENT the ("Memorandum") is entered into effective as of April 5, 1996, between ARIZONA FUNDING CORPORATION, a Delaware corporation ("Landlord"), and PETSMART, INC., a Delaware corporation ("Tenant"), in reference to the following:

1. **Lease.** Landlord has agreed to let and demise and does hereby let and demise to Tenant, and Tenant has agreed to take and hereby does take from Landlord, that certain real property more particularly described on Exhibit A hereto and incorporated herein by reference (the "Property"), for a term commencing on April 10, 1996, and ending on July 6, 1997, and subject to the conditions more particularly set forth in that certain Amended and Restated Lease between Landlord and Tenant dated as of September 15, 1995, as the same may be amended, modified or supplemented from time to time (the "Lease").

2. **Option and Put Agreement.** The Property is subject to certain rights of Tenant to purchase the Property and certain rights of Landlord to cause Tenant to purchase the Property, such rights to terminate on July 6, 1997, and subject to the conditions more particularly set forth in that certain Option and Put Agreement between Landlord and Tenant dated as of June 17, 1994, as the same may be amended, modified or supplemented from time to time (the "Option and Put Agreement").

3. **Notice.** The purpose of this Memorandum is to identify the Lease and the Option and Put Agreement for the purposes of information and notice. The sole instrument for determining the terms, conditions and provisions of, and the parties' rights under, (a) the Lease is the Lease itself and (b) the Option and Put Agreement is the Option and Put Agreement itself.

4. **Counterpart.** This document may be executed in any number of counterparts, all of which taken together shall constitute an original document.

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IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the day and year first hereinabove written.

TENANT:

ATTEST:

PETSMART, INC.,
a Delaware corporation

By: _____
(Secretary)(Assistant Secretary)

By: _____
C. Donald Dorsey, Executive Vice
President

LANDLORD:

ATTEST:

ARIZONA FUNDING CORPORATION,
a Delaware corporation

By: Lauree L. Spierald
(Secretary)(Assistant Secretary)

By: Tiffany Percival
Tiffany Percival, Vice President

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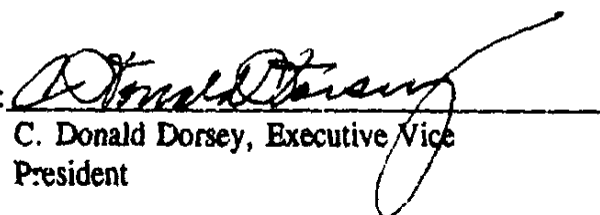
IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the day and year first hereinabove written.

TENANT:

ATTEST:

PETSMART, INC.,
a Delaware corporation

By: 
(Secretary)(Assistant Secretary)

By: 
C. Donald Dorsey, Executive Vice
President

LANDLORD:

ATTEST:

ARIZONA FUNDING CORPORATION,
a Delaware corporation

By: _____
(Secretary)(Assistant Secretary)

By: _____
Tiffany Percival, Vice President

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STATE OF ARIZONA

COUNTY OF MARICOPA

I, SUE E. WOOD, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that C. Donald Dorsey and KENNETH A. CONWAY, personally known to me to be the authorized signatories of PETSMART, Inc., a Delaware corporation, whose names are subscribed to the within Instrument, appeared before me this day in person and severally acknowledged that as such authorized signatories each person signed and delivered the said Instrument as his/her free and voluntary act and as the free and voluntary act and deed of said Corporation for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 8TH day of April, 1996.

Sue E. Wood
Notary Public

My Commission Expires:

Aug 2, 1997

STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK

I, _____, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Tiffany Percival and _____, personally known to me to be the authorized signatories of Arizona Funding Corporation, a Delaware corporation, whose names are subscribed to the within Instrument, appeared before me this day in person and severally acknowledged that as such authorized signatories each person signed and delivered the said Instrument as her/his free and voluntary act and as the free and voluntary act and deed of said Corporation for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this ____ day of April, 1996.

Notary Public

My Commission Expires:

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STATE OF ARIZONA

COUNTY OF MARICOPA

I, _____, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that C. Donald Dorsey and _____, personally known to me to be the authorized signatories of PETSMART, Inc., a Delaware corporation, whose names are subscribed to the within Instrument, appeared before me this day in person and severally acknowledged that as such authorized signatories each person signed and delivered the said Instrument as his/her free and voluntary act and as the free and voluntary act and deed of said Corporation for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this ____ day of April, 1996.

Notary Public

My Commission Expires:

STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK

I, Jane D. Wiseman, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Tiffany Percival and Louise A. Fitzgerald, personally known to me to be the authorized signatories of Arizona Funding Corporation, a Delaware corporation, whose names are subscribed to the within instrument, appeared before me this day in person and severally acknowledged that as such authorized signatories each person signed and delivered the said Instrument as her/his free and voluntary act and as the free and voluntary act and deed of said Corporation for the uses and purposes herein set forth.

GIVEN under my hand and Notarial Seal, this 5 day of April, 1996.

Jane D. Wiseman
Notary Public

My Commission Expires:

JANE D. WISEMAN, Notary Public
My Commission Expires Dec. 2, 1999

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EXHIBIT B

Permanent Real Estate Tax Numbers:

15-06-207-001	15-06-206-009
15-06-207-002	15-06-206-010
15-06-207-018	15-06-206-041
15-06-207-052	15-06-206-042
15-06-207-053	15-06-206-043
15-06-207-012	15-06-206-031
15-06-207-011	15-06-206-032
15-06-206-008	

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