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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is dated as of July 21, 1997, between QSRE, L.L.C. ("Landlord") and QSR, Inc. ("Tenant").

97553120

RECITALS

Landlord and Tenant acknowledge the following.

A. Landlord and Tenant have executed a lease dated as of the date hereof (the "Lease") in which Landlord leased to Tenant that certain property located at 4134 South Archer Avenue, Chicago, Illinois and more particularly described on Exhibit A attached hereto (the "Premises").

B. Landlord and Tenant desire to record a Memorandum of Lease.

AGREEMENTS

In consideration of the Recitals and the mutual agreements which follow, Landlord and Tenant agree as follows:

1. Upon and subject to the terms and conditions of the Lease, Landlord has leased the Premises to Tenant. The Lease commences on July 24, 1997 and terminates on July 23, 2007.
2. Landlord and Tenant have granted Taco Bell Corp. certain conditional rights, including possession in and to the Premises, pursuant to the terms of the Lease.
3. All of the terms, conditions and provisions affecting Tenant's occupancy of the Premises are set forth in the Lease. It is expressly understood and agreed that this Memorandum of Lease has been executed, acknowledged, delivered and recorded solely

DEPT-01 RECORDING \$27.00
 T#0012 TRAN 6115 07/30/97 14:57:00
 #6558 # CG #-97-553120
 COOK COUNTY RECORDER

Name and return address:

William R. Cummings, Esq.
 Reinhart, Boerner, Van Deuren,
 Norris & Rieselbach, s.c.
 P.O. Box 92900
 Milwaukee, WI 53202

19-01-119-040-0000

19-01-119-042-0000

Parcel Identification Numbers

27⁰⁰/₁₄₀

BOX 333-CTI

97553120

75-60-151 DIV (W)

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for the purpose of giving notice of the Lease to third parties and that this Memorandum is subject to all of the terms, conditions and provisions contained in the Lease.

LANDLORD:

QSRE, L.L.C.

BY

Its

Ralph L. Freitag
CEO

TENANT:

QSR, INC.

BY

Its

Barbara A. Lucas
President

State of Wisconsin)
: SS
Milwaukee County)

This instrument was acknowledged before me on July 21, 1997, by Ralph L. Freitag as CEO of QSRE, L.L.C.

[Seal]

Merlene S. DeZur
(Merlene S. DeZur)
Notary Public, State of Wisconsin
My commission expires 10/17/99

State of Wisconsin)
: SS
Milwaukee County)

This instrument was acknowledged before me on July 21, 1997, by Barbara A. Lucas as President of QSR, Inc.

[Seal]

Merlene S. DeZur
(Merlene S. DeZur)
Notary Public, State of Wisconsin
My commission expires 10/17/99

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This instrument was drafted by, and after recording should be returned to:

William R. Cummings, Esq.
Reinhart, Boerner, Van Deuren,
Norris & Rieselbach, s.c.
1000 North Water Street
Suite 2100
Milwaukee, WI 53202

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EXHIBIT "A"

PARCEL 1:

LOT A IN CONSOLIDATION OF LOTS 1, 2, 3 AND 4 IN SUBDIVISION OF THE EAST 1/4 OF BLOCK 9 (EXCEPT STREETS AND EXCEPT THE NORTH 30 FEET THEREOF) IN LURTON'S SUBDIVISION OF THE NORTH FRACTIONAL HALF OF THE EAST 1/2 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THRID PRINCIPAL MERIDIAN IN COOK COUNTY ILLINOIS RECORDED AS DUCUMENT NUMBER 8469835

PARCEL 2:

LOT 2 (EXCEPT THE WEST 5.65 FEET THEREOF) IN RUBIN'S SECOND SUBDIVISION IN LOT 9 OF LURTON'S SUBDIVISION OF THAT PART LYING NORTH OF ARCHER ROAD OF THE EAST 1/2 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THRID PRINCIPAL MERIDIAN IN COOK COUNTY ILLINOIS RECORDED AS DUCUMENT NUMBER 8469835.

4134 1/2 Archer

97553120

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