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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").

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 6950 South Pulaski Road, 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 for the purpose of giving

97553124

DEPT--01 RECORDING \$27.00
T#0012 TRAM 6115 07/30/97 14:58:00
#6564 CG *-97-553124
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

19-22-419-034-0000
19-22-419-035-0000
19-22-419-036-0000
19-22-419-037-0000
19-22-419-038-0000
19-22-419-039-0000
19-22-419-051-0000

Parcel Identification Numbers

97553124

BOX 333-CTA

75-60-155 DIV 1 (1W) 3

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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

Ralph L. Frietog
Its CEO

TENANT:

QSR, INC

BY

Barbara A. Lucas
Its President

State of Wisconsin)
: SS
Milwaukee County)

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

[Seal]

Marlene S. D. Zur
(Marlene S. D. Zur)
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]

Marlene S. D. Zur
(Marlene S. D. Zur)
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
P.O. Box 92900
Milwaukee, WI 53202-0900

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EXHIBIT "A"

THE SOUTH 2 FEET OF LOT 18 AND ALL OF LOTS 19 THROUGH 24 BOTH INCLUSIVE (EXCEPT THAT PART OF SAID LOTS TAKEN FOR WIDENING CRAWFORD AVENUE, NOW PULASKI ROAD) IN BLOCK 1 IN A.T. MCINTOSH'S 69TH STREET ADDITION, BEING A SUBDIVISION OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 22, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN RECORDED ON MAY 3, 1917 AS DOCUMENT NUMBER 6103259, IN COOK COUNTY ILLINOIS

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6950 S. Pulaski

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