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WHEN RECORDED, RETURN TO:

QSR, Inc.
7115 Virginia Road
Crystal Lake, IL 60014
Store No.: 2719

97553131

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT ("Memorandum") is made and entered into this 17th day of July, 1997, by Taco Bell Corp., a California corporation, formerly known as Taco Bell, Inc. ("Assignor"), whose mailing address is: 17901 Von Karman, Irvine, CA 92614-6212, and QSR, Inc., a Wisconsin corporation ("Assignee"), whose mailing address is: 7115 Virginia Road, Crystal Lake, IL 60014.

Assignor hereby assigns its interest to the leased premises ("Leased Premises") to Assignee, which leasehold interest was created by that certain Lease Agreement dated as of February 4, 1985, together with all addenda (the "Lease").

Effective Date of Assignment of Lease: July 17th 1997

Description of Premises: See Exhibit "A" attached.

Initial Term of Lease: Commencement Date: May 29, 1985.
Expiration Date: May 31, 2005.

Term Extension Options: None.

Right of First Refusal: No.

Option to Purchase: No.

DEPT-01 RECORDING	\$27.00
T#0012 TRAN 6115 07/30/97 15:00:00	
#6577 CG *-97-553131	
COOK COUNTY RECORDER	
DEPT-10 PENALTY	\$24.00

The purpose of this Memorandum is to give notice of the assignment of Tenant's interest in the above-mentioned Lease and of the rights and obligations created thereby, all of which are hereby confirmed.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the dates set forth in their respective acknowledgments.

ASSIGNEE:

QSR, Inc.,
a Wisconsin corporation

By: [Signature]

Its: CU' MAN & CEO

Date: 7.17.97

ASSIGNOR:

Taco Bell Corp.
a California corporation

By: [Signature]

Its: ATTORNEY IN FACT

Date: 7-17-97

97553131

BOX 333-CTI

59477861
 Accommodation
 DIV 1
 (1w)

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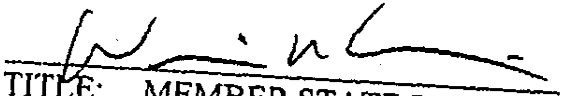
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ATTORNEY IN FACT

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Signature of Chris Armbruster as Attorney-in-Fact for Taco Bell Corp. authenticated this 17th day of July, 1997.


TITLE: MEMBER STATE BAR OF WISCONSIN

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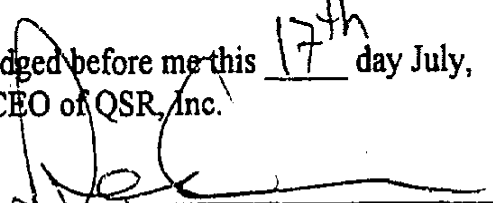
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State of Wisconsin)
 : SS
Milwaukee County)

This instrument was acknowledged before me this 17th day July, 1997 by Ralph L. Freitag as Chairman and CEO of QSR, Inc.

[Seal]




(David R. Krosner)
Notary Public, State of Wisconsin
My commission 15 February

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EXHIBIT "A"

LOTS 28, 29, 30 IN BLOCK 8 IN PORT DEARBORN ADDITION TO CHICAGO, IN THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

FIN# 17-10-302-008-0000

Address, 6 EAST LAKE ST
Chicago, IL.

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