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 #2322 + VF *-97-639893
 COOK COUNTY RECORDER

The above space is for Recorder's use only

MEMORANDUM OF LEASE

Dated July 15th, 1997 between PETSMART, Inc., a Delaware corporation, as landlord, and Northlake Development Company, an Illinois corporation, as tenant, for property commonly known as 6601-6647 West Grand Avenue and 2371-2379 North Normandy Avenue, in Chicago, Illinois.

Permanent Index Nos. 13-31-204-001
 13-31-205-032

This document was prepared by:

Darren J. McCleve, Esq.
 19601 N. 27th Avenue
 Phoenix, Arizona 85027

After recording, return to:

Kathleen M. Vyborny, Esq.
 One East Scott Street Suite 1804
 Chicago, Illinois 60610-2352

*N 9700 422 and N 9700 428
 Cook Co. Ill.*

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MEMORANDUM OF LEASE

PETSMART, Inc., a Delaware corporation ("Landlord"), hereby leases to Northlake Development Company, an Illinois corporation ("Tenant"), certain real property located in Cook County, Illinois, and legally described on Exhibit A attached hereto, for a term of fifty (50) years commencing on April 30, 1997, with six (6) successive renewal options of fifty (50) years each, pursuant to the terms of a certain Net Ground Lease of even date herewith. Among other things, the Net Ground Lease provides a purchase option for the Tenant and a put option for the Landlord, in each case exercisable under certain conditions and upon terms more fully set forth therein.

In witness whereof, Landlord and Tenant have executed this Memorandum of Lease as of the ~~1997~~ day of July, 1997.

LANDLORD:

PETSMART, Inc.,
a Delaware corporation

By: 

C. Donald Dorsey
Executive Vice President

By: 

Douglas W. Walrod
Vice President Real Estate

TENANT:

Northlake Development Company,
an Illinois corporation

By: 

Name: JOHN C. MARTIN

Title: Vice President

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STATE OF ARIZONA)
)) SS
County of Maricopa)

The foregoing instrument was acknowledged before me this 15th day of July, 1997, by C. Donald Dorsey, the Executive Vice President of PETSMART, Inc., a Delaware corporation, on behalf of the corporation.

Joan Cardillo
Notary Public

My Commission Expires:

June 30, 2000



STATE OF ARIZONA)
)) SS
County of Maricopa)

The foregoing instrument was acknowledged before me this 15th day of July, 1997, by Douglas W. Walrod, the Vice President of Real Estate of PETSMART, Inc., a Delaware corporation, on behalf of the corporation.

Joan Cardillo
Notary Public

My Commission Expires:

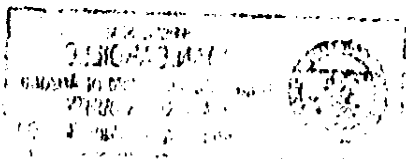
June 30, 2000



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STATE OF Illinois)
)
County of Cook) ss

The foregoing instrument was acknowledged before me this 2nd day of July, 1997, by John C. Martin, the Vice President of Northlake Development Company, an Illinois corporation, on behalf of the corporation.

Eileen C Lewis
Notary Public

My Commission Expires:

1/2/99



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