



MISC 2004015501



FEB 05 2004 08:12 P 6

6263 N. Scottsdale Road, Suite 222  
Scottsdale, AZ 85250

Received - RICHARD TAKECHI  
Register of Deeds, Douglas County, NE  
2/5/2004 8:12:55 AM



2004015501

(Space Above For Recorder's Use)

MEMORANDUM OF LEASE – The Talbots, Inc.

THIS MEMORANDUM OF LEASE ("**Memorandum**") is made as of JAN. 13, 2004, 2003, by and between 168th & Dodge, L.P., a Nebraska limited partnership ("**Landlord**") and The Talbots, Inc., a Delaware corporation ("**Tenant**"). Pursuant to that certain Lease Agreement by and between Landlord and Tenant dated even date herewith (the "**Lease**"), Landlord has leased to Tenant the premises described in the Lease (which premises are cross-hatched on **Exhibit A** attached hereto) located in Village Pointe Shopping Center (the "**Shopping Center**"), which is legally described in **Exhibit B** attached hereto and incorporated herein by reference.

All the terms, conditions, covenants and agreements in the Lease are incorporated into this Memorandum with the same force and effect as if they were fully recited herein. The term of the Lease is twelve (12) years from and after the Lease Commencement Date (as defined in the Lease) unless sooner terminated or extended as provided in the Lease. Tenant has two (2) options to extend the term of the Lease for periods of four (4) years each. In the event of a conflict between the terms and conditions of this Memorandum of Lease and the terms and conditions of the Lease, the terms and conditions of the Lease shall prevail.

Landlord reserves the right to effect such other tenancies in the Shopping Center as Landlord in the exercise of its sole business judgment shall determine to best promote the interests of the Shopping Center.

*misc*  
6/13  
FEE: 36.50 FB OC-40328-L2-9  
BKP \_\_\_\_\_ C/O \_\_\_\_\_ COMP BW  
DEL \_\_\_\_\_ SCAN \_\_\_\_\_ FV \_\_\_\_\_

T- 0249837

- 41-

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first set forth above.

TENANT:

THE TALBOTS, INC.  
a Delaware corporation

By: John L. Florio  
Name: John L. Florio  
Its: Assistant Secretary  
Date Executed: 1/15/04

LANDLORD:

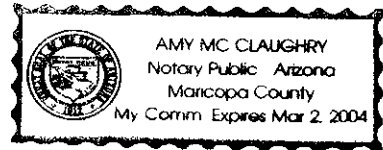
168TH AND DODGE, L.P.,  
a Nebraska limited partnership

By: RED DEVELOPMENT OF WEST  
DODGE, LLC, a Missouri limited liability  
company, its General Partner

By: E & R Holdings, LLC an Arizona  
Limited liability company, Manager

By: Mue  
Name: Michael L. Ebert

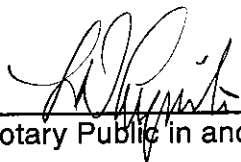
Date Executed: 1/20/04



STATE OF MASS )  
 ) ss.  
COUNTY OF NORFOLK

On JAN. 15, 2004, before me, L. DEBORAH CARPENTER a Notary Public in and for said state, personally appeared JOHN L. FLORIO, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.


WITNESS my hand and official seal.

  
\_\_\_\_\_  
Notary Public in and for said State

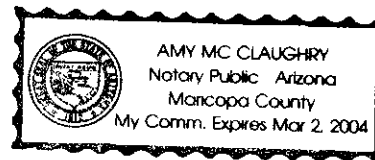
STATE OF AZ )  
 ) ss.  
COUNTY OF MARICOPA

On Jan. 20, 2004, before me, Amy McClaghry, a Notary Public in and for said state, personally appeared Michael L. Ebert, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

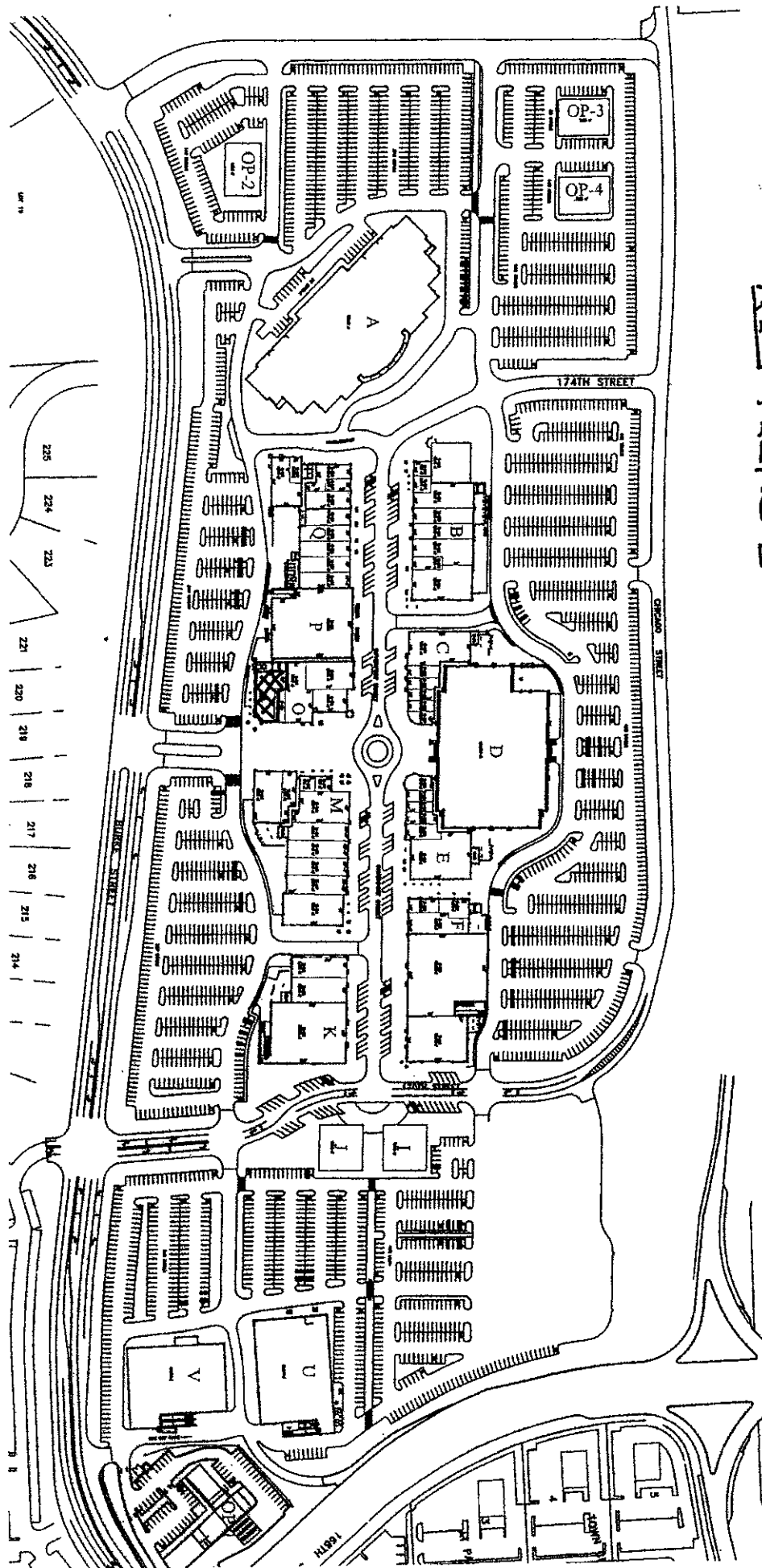
  
\_\_\_\_\_  
Notary Public in and for said State

This instrument was prepared by:  
Joseph B. Conn, Esq.  
Mulrenin, Conn & Frances, P.A.  
170 Jennifer Road, Suite 320  
Annapolis, Maryland 21401



**EXHIBIT A  
TO MEMORANDUM OF LEASE  
SITE PLAN**

[TO BE ATTACHED]




  
 LEASED
   
 PREMISES

**EXHIBIT B**

Legal Description

Lots 2-~~10~~<sup>9</sup>, Outlot A and Outlot B, Village Pointe, a Subdivision, in Douglas County, Omaha, Nebraska.

Lots 1, 2 and 3, Village Pointe Replat 1, a Subdivision, in Douglas County, Nebraska.