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DOUGLAS COUNTY...

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MEMORANDUM OF GROUND LEASE

THIS MEMORANDUM OF GROUND LEASE, dated this 5th day of April, 1996, is by and between MAPLE JOINT VENTURE, a Nebraska General Partnership (hereinafter called "LESSOR"), whose address is c/o PDM, Inc., 8420 W. Dodge Road, Suite 110, Omaha, Nebraska 68114-3492 and J.S. VENTURES, INC., a Kansas corporation, (hereinafter called "LESSEE"), whose principal place of business is located at 2400 N. Woodlawn, Suite 140, Wichita, Kansas 67220.

WITNESSETH:

LESSOR has by way of a certain Ground Lease Agreement, (the "Lease") dated September 15, 1995 (and amended January 26, 1996) leased to LESSEE for the purpose of operating an Applebee's Grill and Bar restaurant that certain land with improvements and appurtenant easements, if any, situated in the City of Omaha, County of Douglas, State of Nebraska, more particularly described in EXHIBIT A attached hereto and made a part hereof ("Demised Premises").

TO HAVE AND TO HOLD for a term commencing on September 15, 1995 and ending September 30, 2015.

Further LESSOR has granted to LESSEE the right of option to extend the term of the Lease upon the expiration of the original term for successive periods aggregating ten (10) years.

Further LESSEE has granted LESSOR the right of first refusal to purchase or lease the Demised Premises as more particularly governed by Article XXXXV of the Lease.

The rentals to be paid by LESSEE and all of the obligations and right of LESSOR and LESSEE (including LESSEE'S certain exclusive rights) in respect to the above described real estate for the original term and the extension thereof are set forth in the aforementioned Lease executed by the parties hereto. This instrument is merely a memorandum of the aforesaid Lease and is subject to all of the terms, conditions and

provisions thereof. In the event of any inconsistency between the terms of said Lease and this instrument, the term of said Lease shall prevail as between the parties hereto. This memorandum is binding upon and shall inure to the benefit of the heirs, successors, assigns, executors and administrators of the parties hereto.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the day and year first above written.

LESSOR:  
MAPLE JOINT VENTURE

By: VENTURE 50, INC.

By: [Signature] Partner  
JEFFREY M. KEATING, V.P.

By: LERNER MAPLE PARTNERSHIP  
Partner

By: [Signature]  
SALVADORE CARTA, PARTNER

LESSEE:  
J.S. VENTURES, INC.

By: [Signature]  
James H. Stevens, President

ATTEST: [Signature]

STATE OF KANSAS )  
 ) ss:  
COUNTY OF SEDGWICK )

On May 10, 1996 before me, the undersigned, a Notary Public in and for said state and county personally appeared James H. Stevens, known to me to be the President, and Ann M. Stevens, known to me to be the Secretary of J. S. Ventures, Inc., the corporation that executed the within instrument on behalf of the corporation therein named and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

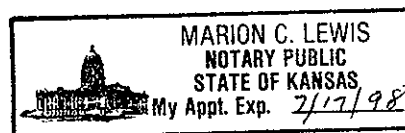
WITNESS my hand and official seal the day and year first above written.

My appointment expires:

July 17, 1998

[Signature]  
Notary Public

NOTARIAL SEAL AFFIXED  
REGISTER OF DEEDS

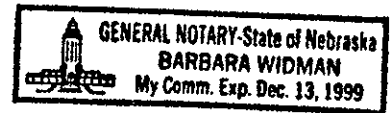


STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, 1996, by Jeffrey M. Keating, Vice President of Venture 50, Inc., a Nebraska corporation, Partner of Maple Joint Venture, a Nebraska general partnership, on behalf of such partnership.

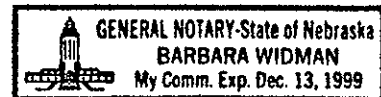
Barbara Widman  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )



The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, 1996, by Salvadore Carta, Partner of Lerner Maple Partnership, a Nebraska general partnership, Partner of Maple Joint Venture, a Nebraska general partnership, on behalf of such partnership.

Barbara Widman  
Notary Public



NOTARIAL SEAL AFFIXED  
REGISTER OF DEEDS

EXHIBIT A

Legal Description of  
Demised Premises

That part of Lot 2, Hillsborough Replat Eleven (11), now a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, described as follows:

Beginning at the SE corner of said Lot 2; thence N89 degrees 48'01"W (assumed bearing) 31.34 feet on the south line of said Lot 2; thence N70 degrees 15'30"W 174.24 feet on the south line of said Lot 2; thence north 280.33 feet on a line 200.00 feet west of and parallel with an east line of said Lot 2 to the SW corner of Lot 8, Hillsborough Replat I, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; thence east 200.00 feet on the south line of said Lot 8 to the SE corner thereof; thence south 202.79 feet on the east line of said Lot 2; thence S01 degree 56'34"W 136.59 feet on the east line of said Lot 2 to the point of beginning.

Containing 62,697 square feet more or less.