

Security Land Title - Escrow  
Omaha, NE  
Pd \$20.50 CIL 157969 (real)

Paid \$20.50 NO. 3671 Paged General Indexed  
THE STATE OF NEBRASKA } ss. 0357  
MADISON COUNTY

Prepared By:

Klehr, Harrison, Harvey, Branzburg & Ellers LLP  
260 South Broad Street - 4<sup>th</sup> Floor  
Philadelphia, PA 19102  
Attention: Matthew H. Werthman, Esq.

This instrument filed for record

the 3 day of July 20 06

at 2:30 P.M. and recorded in

2006-07 Page 0357-0360

Linda Sue Stiles

Register of Deeds/Deputy Register of Deeds

Upon Recordation Return to:

First American Title Insurance Company  
National Commercial Services - Chicago  
30 North LaSalle Street - Suite 310  
Chicago, IL 60602  
Attn: James W. McIntosh

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE ("Memorandum") made as of the 31<sup>st</sup> day of May, 2006, by and between SHOPKO STORES OPERATING CO., LLC, a Delaware limited liability company ("Tenant"), and SPIRIT SPE PORTFOLIO 2006-1, LLC, a Delaware limited liability company, and SPIRIT SPE PORTFOLIO 2006-2, LLC, a Delaware limited liability company (collectively, the "Landlord").

**WITNESSETH:**

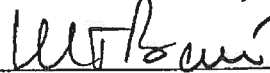
1. **Premises.** Landlord and Tenant have entered into a lease ("Lease") dated May 31, 2006, for that certain real property lying, being and situate in the County of Madison, City of Norfolk, State of Nebraska, more particularly described on EXHIBIT A attached hereto and made a part hereof, together with the buildings and improvements located thereon (the "Premises").
2. **Term and Renewal Options.** The Lease has an initial term of twenty (20) years, subject to extension (at Tenant's option) as provided therein for two (2) successive additional periods of ten (10) years each.
3. **Incorporation of Lease.** This Memorandum is for informational purposes only and nothing contained herein shall be deemed to in any way modify or otherwise affect any of the terms and conditions of the Lease, the terms of which are incorporated herein by reference. This instrument is merely a memorandum of the Lease and is subject to all of the terms, provisions and conditions of the Lease. In the event of any inconsistency between the terms of the Lease and this instrument, the terms of the Lease shall prevail.
4. **Binding Effect.** The rights and obligations set forth herein shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, personal representatives, successors and assigns.

[Signatures Follow on Next Page]

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

LANDLORD:

SPIRIT SPE PORTFOLIO 2006-1, LLC, a  
Delaware limited liability company

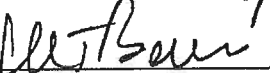
By: 

Print Name: Michael T. Bennett

Print Title: SVP

and

SPIRIT SPE PORTFOLIO 2006-2, LLC, a  
Delaware limited liability company


By: 

Print Name: Michael T. Bennett

Print Title: SVP

TENANT:


SHOPKO STORES OPERATING CO., LLC,  
a Delaware limited liability company

By: 

Peter G. Vandenhouten, Secretary

STATE OF NEW YORK )  
 COUNTY OF NEW YORK )

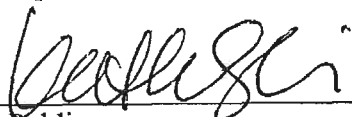
On the 31st Day of May, in the year 2006, before me, the undersigned, a notary public in and for said state, personally appeared Michael Bennett, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
 \_\_\_\_\_  
 Notary Public

KATHERINE S. KIM  
 NOTARY PUBLIC, State of New York  
 No. 01K16135162  
 Qualified in Queens County  
 Commission Expires October 17, 2009

STATE OF NEW YORK )  
 COUNTY OF NEW YORK )

On the 31st day of May, in the year 2006, before me, the undersigned, a notary public in and for said state, personally appeared Peter G. Vandenhouten, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
 \_\_\_\_\_  
 Notary Public

KATHERINE S. KIM  
 NOTARY PUBLIC, State of New York  
 No. 01K16135162  
 Qualified in Queens County  
 Commission Expires October 17, 2009

EXHIBIT A

## LEGAL DESCRIPTION

Lot 1 of Replat 2 of Lot 1-R, Block 1, of Replat of Shopko Acres in the City of Norfolk, Madison County, Nebraska.

Together with non-exclusive easement rights created by Cross-Easement and Use Restriction Agreement by and between Shopko Stores, Inc., a Minnesota corporation and Super Valu Stores, Inc., a Delaware corporation, filed May 8, 1986 in M86-5 at Pages 235-258, Amendment filed September 21, 1988 in M88-9 at Pages 704-710A, Assumption filed September 21, 1988 in M88-9 at Pages 719-720, Second Amendment filed August 25, 1989 in M89-8 at Pages 682-687, Third Amendment filed March 17, 2004 in M2004-3 at Pages 1226-1237 inclusive, Office of Madison County Register of Deeds.

TAX I.D.: 5902800.23