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MEMORANDUM OF LEASE

This Memorandum of Lease (hereinafter referred to as this "Memorandum") is made as of the 19th day of March, 1996, by **WILTHAM PLACE LIMITED PARTNERSHIP**, a Nebraska limited partnership, with principal offices at 1227 South 113th Plaza, Omaha, Nebraska 68144 (hereinafter referred to as "Landlord") and **FAZOLI'S RESTAURANTS, INC.**, a Kentucky corporation with principal offices at 2470 Palumbo Drive, Lexington, Kentucky 40509 (hereinafter referred to as "Tenant").

WITNESSETH, THAT,

WHEREAS, Landlord and Tenant are parties to a lease agreement whereby Landlord leased to Tenant certain real property; and

WHEREAS, for the purpose of evidencing the existence of said lease in the records of the County where the leased property is located, as provided for in said lease, Landlord and Tenant hereby execute, deliver and record this Memorandum.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual benefits to be derived therefrom, the adequacy of which is hereby acknowledged, Landlord and Tenant hereby acknowledge and agree as follows:

1. **Document Title** The name of the Lease is: Ground Lease Agreement.
2. **Document Dated** The Lease is dated: December 4, 1995.
3. **Property Location** The "Leased Premises" are located:
 City of LaVista, County of Sarpy, and State of Nebraska, with a street address of Brentwood Village Shopping Center, South 84th Street and Giles Road,
 as more particularly described in Exhibit A, attached hereto and incorporated herein by reference.
4. **Initial Term** The "Initial Term" of the Lease began on February 12, 1996, the "Possession Date," and will continue for a period of Fifteen (15) years following the earlier of (i) the date Tenant opens for business on the Leased Premises, and (ii) ninety (90) days after the Possession Date, the "Rent Commencement Date".
5. **Term Lease Extensions** Tenant has the right to continue the term of the Lease for the following "Lease Extensions": Three (3) additional periods of Five (5) years each.
6. **Lease Terms Incorporated** All of the terms, conditions, covenants and agreements contained in the Lease are hereby incorporated herein by reference.

7. **Conflict** In the event of a conflict between the terms of this Memorandum and the Lease, the terms of the Lease shall prevail.

IN WITNESS WHEREOF, the parties have executed and delivered, or have caused their authorized representatives to execute and deliver, this Memorandum of Lease as of the date first above written.

WITNESSES:

[Handwritten Signature]

WITNESSES:

[Handwritten Signature]

LANDLORD:

Wiltham Place Limited Partnership

By: Willard Construction Co., Inc.
Title: General Partner

By: *[Handwritten Signature]*

Title: President

Date: March 19, 1996

TENANT:

Fazoli's Restaurants, Inc.

By: *[Handwritten Signature]*

Title: President

Date: 4-1-96

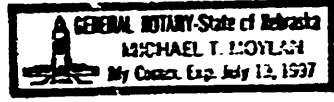
ACKNOWLEDGEMENTS

STATE OF Nebraska)
COUNTY OF Douglas)

The foregoing Memorandum of Lease was acknowledged before me this 19 day of March, 1996, by Willard F. Friedman as President of Willard Construction Co., Inc., a Nebraska corporation, the General Partner of Wilham Place Limited Partnership, a Nebraska limited partnership, on behalf of such partnership.

My Commission Expires: 7-19-97

[Signature]
NOTARY PUBLIC



[SEAL]

STATE OF Kentucky)
COUNTY OF Fayette)

The foregoing Memorandum of Lease was acknowledged before me this 1st day of April, 1996, by Thomas P. Lally as President of Fazoli's Restaurants, Inc., a Kentucky corporation, on behalf of such corporation.

My Commission Expires: WENDY R. MONNETT
July 13, 1995

[Signature]
NOTARY PUBLIC



96-13054C

EXHIBIT A
TO MEMORANDUM OF LEASE DATED _____, 19__
BETWEEN WILTHAM PLACE LIMITED PARTNERSHIP as Landlord
AND FAZOLI'S RESTAURANTS INC. as Tenant

DESCRIPTION OF THE LEASED PREMISES

Lot 2, Wilham Place, Replat 1, as platted and recorded in Plat Book _____, Page _____, Sarpy
County, Nebraska. *Document #96-04915*