

AFTER RECORDING PLEASE RETURN TO:
VICORP Restaurants, Inc.
Attention: Legal Department
400 West 48th Avenue
Denver, Colorado 80216

BOOK 1074 PAGE 461

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MEMORANDUM OF LEASE

This Memorandum of Lease is made May 1, 1993, between Farmers and Merchants Bank and Trust of Watertown, South Dakota, Trustee of the Morton A. Ives Trust ("Lessor") and VICORP Restaurants, Inc., a Colorado corporation, 400 West 48th Avenue, Denver, Colorado 80216 ("Lessee").

In consideration of One Dollar (\$1.00) and other good and valuable consideration paid by Lessee to Lessor and the mutual covenants contained in that certain Lease between the parties hereto dated May 1, 1993 (the "Lease"), Lessor has leased to Lessee the premises located at 4416 Dodge Street, Omaha, Nebraska, as shown on Exhibit A attached hereto and incorporated herein by this reference.

The term of this Lease shall commence on May 1, 1993 and terminate on April 30, 2008. The Lease provides that the Lessee may, upon written notice given ninety (90) days prior to termination, renew the Lease for an additional term of five (5) years with options every five (5) years or portion thereof until April 30, 2023. In no event will this Lease extend beyond April 30, 2023.

IMPRINTED CORPORATE SEAL
REGISTER OF DEEDS

William Andrew Carlson By: Richard J. Neill
Secretary/Cashier

LESSOR:

Farmers and Merchants Bank and Trust of Watertown,
Trustee of the Morton A. Ives Trust

Richard J. Neill, Vice President/Trust Officer

LESSEE:

ATTEST:

Stanley Peterson
Secretary

VICORP Restaurants, Inc.

By Robert S. Benson
Robert S. Benson, President

RECEIVED

MAY 26 3 46 PM '93

GEORGE J. BURGESS
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

13500 1074 R 16-267 FB 15-04560
CASH BK PG C/O COMP SCAN
TYPE MISC PG 401-463
FEE 2050 OF MISC LEGL PG 463 MC FV

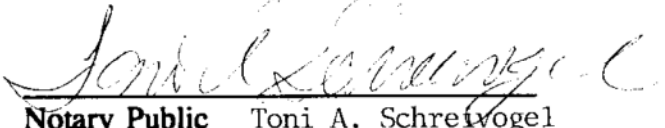
STATE OF COLORADO)
) ss.
 CITY AND COUNTY OF DENVER)

On May 5, 1993, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Robert S. Benson and Stanley Ereckson, Jr., known to me to be the President and Secretary of the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation therein named.

WITNESS my hand and official seal.

My commission expires: August 25, 1994

{SEAL}


 Notary Public Toni A. Schreivogel
 400 West 48th Avenue
 Denver, Colorado 80216

NOTARIAL SEAL AFFIXED
 REGISTER OF DEEDS

STATE OF SOUTH DAKOTA)
) ss.
 COUNTY OF CODINGTON)

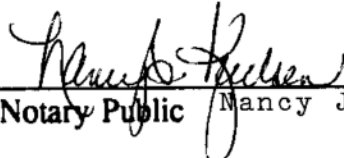
On May 1, 1993, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Richard J. Neill and Eleanor Gefroh, known to me to be the Vice President/Trust Officer and Secretary/Cashier of the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation therein named.

WITNESS my hand and official seal.

My commission expires: March 30, 1997

{SEAL}

NOTARIAL SEAL AFFIXED
 REGISTER OF DEEDS


 Notary Public Nancy J. Kjellsen

PO Box 877

Address

Watertown, SD 57201-0877

City State Zip

CASH 2 BK 2 R 2 FB 2
 TYPE 2 PG 2 C/O 2 COMP 2 SCAN 2
 FEE 2 OF 2 LEGL PG 2 MC 2 FV 2

EXHIBIT A**LEGAL DESCRIPTION**

Lots 4, 5, 6, 7, 8, EXCEPT that part thereof taken for street purposes, and all of the West 30 feet of Lots 3 and 36, together with vacated alley lying between West 30 feet of Lots 3 and 36, and between Lots 4, 5, 6, 7, 8, 33, and 34, all in Block 4, in BRIGGS PLACE, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska. Lots 34 and 35, in BRIGGS PLACE, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska; plus

A non-exclusive easement for vehicular parking over the north sixty (60) feet of the following-described property: Lots 1 and 2 and the east twenty (20) feet of Lot 3 all in Block 4, BRIGGS PLACE, an addition to the City of Omaha, Douglas County, Nebraska as surveyed, platted and recorded.