

WHEN RECORDED, RETURN TO:

TRICON REAL ESTATE
17901 Von Karman
Irvine, CA 92614
Attn: Kerry Couch
Unit No. 17686

200202190195
Skagit County Auditor
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LAND TITLE COMPANY OF SKAGIT COUNTY
T-99380

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is dated this 30th day of Jan., 2002, by and between Joseph S. Morton and Marjorie T. Morton, Trustees of The Morton Family Trust, dated May 29, 1992 ("Landlord"), whose mailing address is: 3110 W. Lake Sammamish Rd. S.E., #1, Bellevue, WA 98008 and Taco Bell of America, Inc., a Delaware corporation ("Tenant"), whose mailing address is: 17901 Von Karman, Irvine, California 92614.

Landlord hereby grants, demises and leases the premises ("Premises") described below to Tenant upon the following terms:

1. **Date of Lease:** January 30, 2002 SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX
2. **Description of Premises:** See Exhibit "A" attached; FEB 19 2002
3. **Effective Date:** February 19, 2002 Amount Paid \$
Skagit Co. Treasurer
By [Signature] Deputy
4. **Term:** Fifteen (15) years
5. **Renewal Options:** Provided that Tenant is not in default of its obligations under the Lease, Tenant shall have the option to extend the Term of the Lease for four (4) additional periods of five (5) years each;
6. **Right of First Refusal and First Offer:** Tenant has the right of first offer and first refusal to purchase the Premises.
7. **Non-Competition:** Landlord shall not allow the use of any real property leased or owned by Landlord and located within one (1) mile of the exterior boundary of the Premises (a) for the sale of prepared Mexican food or (b) which interferes with access to the Premises or visibility from streets adjacent to the Premises of Tenant Improvements, including Tenant's building and signs.

The purpose of this Memorandum of Lease is to give notice of the Lease and of the rights created thereby, all of which are hereby confirmed.

IN WITNESS WHEREOF the parties have executed this Memorandum of Lease as of the dates set forth in their respective acknowledgments.

LANDLORD:

Joseph S. Morton and Marjorie T. Morton,
Trustees of The Morton Family Trust,
dated May 29, 1992

By: Joseph S. Morton
Joseph S. Morton, Trustee

By: Marjorie T. Morton
Marjorie T. Morton, Trustee

Date: 1/28/02

TENANT:

Taco Bell of America, Inc.,
a Delaware corporation

By: Laurence Gerich

Its: LAURENCE GERICH
Attorney in Fact

Date: 1/30/02

REVIEWED BY: KC

DATE: 1-29-02

ALL SIGNATURES MUST BE NOTARIZED



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EXHIBIT "A"



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Exhibit A

LEGAL DESCRIPTION

LOT 2C OF CITY OF MOUNT VERNON BINDING SITE PLAN NO. MV 1-94 BSP,
APPROVED MAY 31, 1994, AND RECORDED MAY 31, 1994, UNDER AUDITOR'S
FILE NO. 9405310129, IN VOLUME 11 OF SHORT PLATS, PAGES 77 TO 81,
INCLUSIVE, RECORDS OF SKAGIT COUNTY, WASHINGTON, BEING A PORTION OF THE
SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 18, TOWNSHIP 34 NORTH,
RANGE 4 EAST, W.M.



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Washington
STATE OF CALIFORNIA

King
COUNTY OF ORANGE

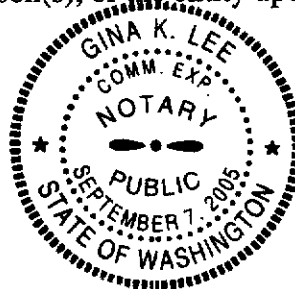
}
} ss.
}

On 28th of January, 2002, before me, Gina K. Lee,
Notary Public, personally appeared Joseph S. Morton and Marjorie T. Morton,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the
person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to
me that he/she/they executed the same in his/her/their authorized capacity(ies), and that
by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed this instrument.

WITNESS my hand and official seal.

Gina K. Lee

Commission expires Sept 7, 2005



STATE OF CALIFORNIA

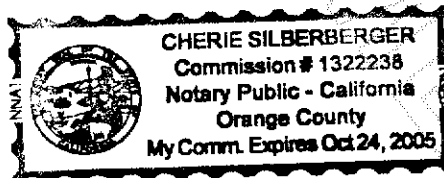
COUNTY OF ORANGE

}
} ss.
}

On January 30, 2002, before me, Cherie Silberberger,
Notary Public, personally appeared Laurence Gerich,
personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the
person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within instrument and acknowledged to
me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(~~ies~~), and that
by his/~~her/their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of
which the person(~~s~~) acted, executed this instrument.

WITNESS my hand and official seal.

Cherie Silberberger



200202190195
Skagit County Auditor