

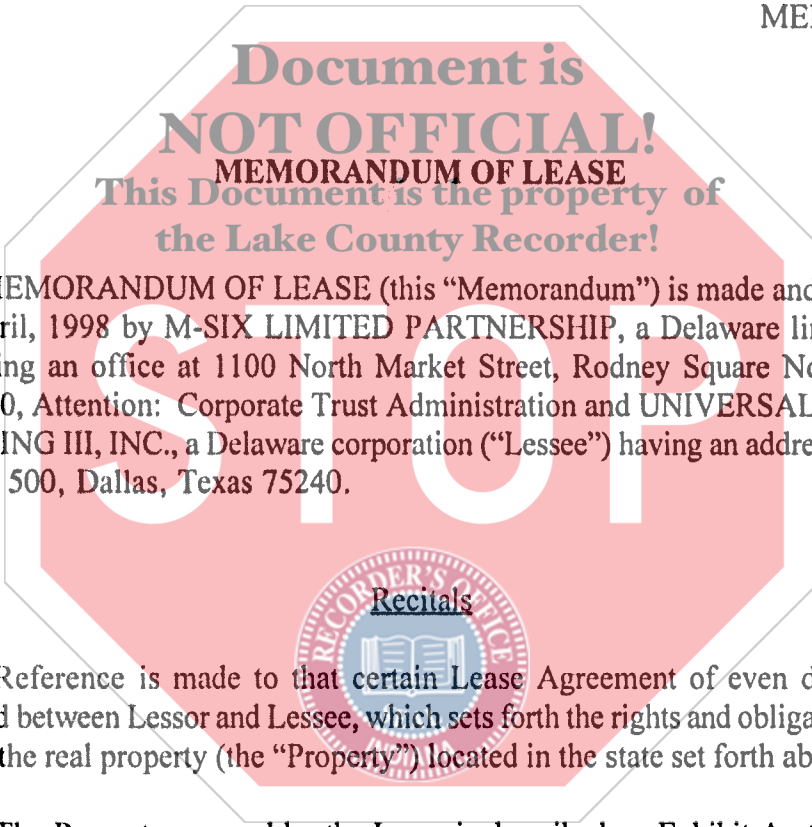
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MERRILLVILLE, IN

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Chicago Title Insurance Company



THIS MEMORANDUM OF LEASE (this "Memorandum") is made and entered into this 30 day of April, 1998 by M-SIX LIMITED PARTNERSHIP, a Delaware limited partnership, ("Lessor") having an office at 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890, Attention: Corporate Trust Administration and UNIVERSAL COMMERCIAL CREDIT LEASING III, INC., a Delaware corporation ("Lessee") having an address at 14651 Dallas Parkway, Suite 500, Dallas, Texas 75240.

Recitals

- A. Reference is made to that certain Lease Agreement of even date herewith (the "Lease"), by and between Lessor and Lessee, which sets forth the rights and obligations of the parties with respect to the real property (the "Property") located in the state set forth above; and
- B. The Property covered by the Lease is described on Exhibit A attached hereto and made a part hereof; and
- C. The parties hereto are desirous of recording this Memorandum within the real estate records of the county in which the Property is located.

FILED

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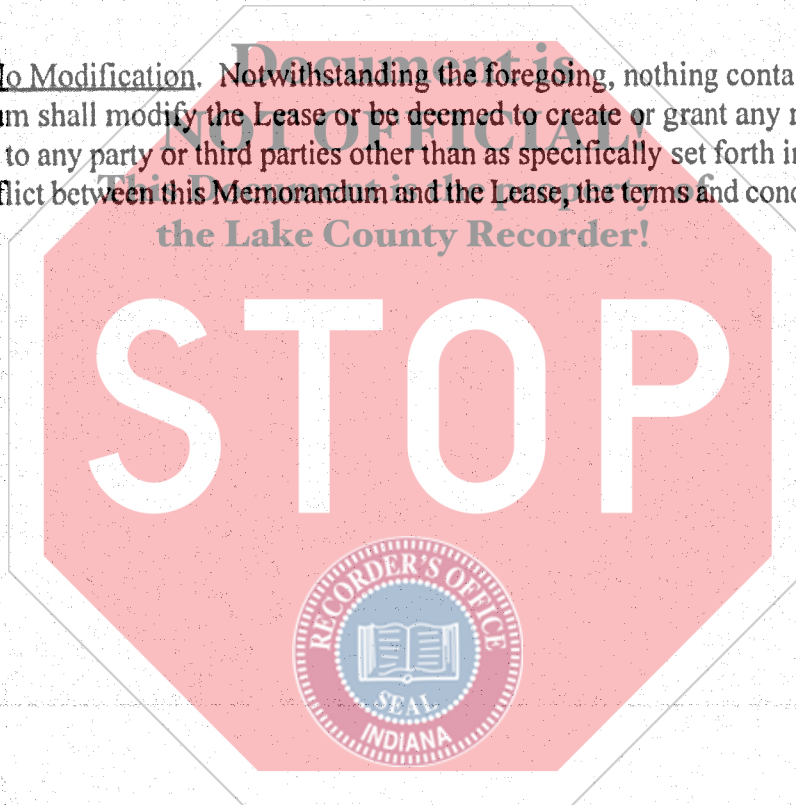
Agreement

1. Recording of Memorandum. The undersigned hereby execute this Memorandum for recording in the real estate records of the county in which the Property is located, incorporating by reference all of the terms and conditions of the Lease.

2. Term. The Lease commences on April 30, 1998, and expires at midnight on April 30, 2019. In addition, Lessee shall have the option to extend the term of the Lease for two (2) additional ten-year periods upon expiration of the initial term, each such option to be exercised in accordance with the terms of the Lease.

3. Purchase Option. The Lease contains provisions allowing Lessee to purchase the Property described therein upon the occurrence of various events, as more particularly described in the Lease.

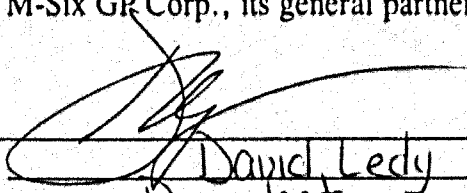
4. No Modification. Notwithstanding the foregoing, nothing contained or set forth in this Memorandum shall modify the Lease or be deemed to create or grant any rights, liabilities or obligations of or to any party or third parties other than as specifically set forth in the Lease. In the event of any conflict between this Memorandum and the Lease, the terms and conditions of the Lease shall control.



IN WITNESS WHEREOF, the foregoing instrument has been executed by the undersigned as of the date above written.

M-SIX LIMITED PARTNERSHIP,
a Delaware limited partnership

By: M-Six GR Corp., its general partner

By: 
Name: David Ledy
Title: President

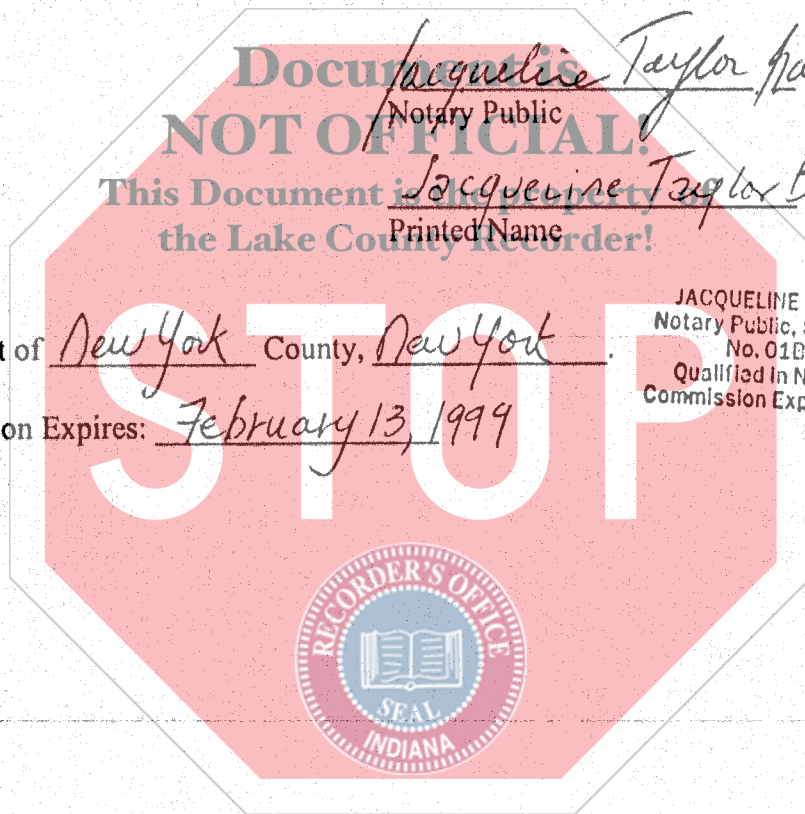


IN

STATE OF New York)
) ss.
COUNTY OF New York)

Before me, a Notary Public in and for the State of New York, personally appeared DAVID LEDY, the President of M-Six GP Corp., a Delaware corporation and the General Partner of M-Six Limited Partnership a Delaware limited partnership, who, having been first duly sworn, acknowledged the execution of the foregoing instrument for and on behalf of said corporation on behalf of said partnership, and stated that any representations contained therein are true.

Witness my hand and Notarial Seal this 28 day of April, 1998.



I am a resident of New York County, New York.

My Commission Expires: February 13, 1999

JACQUELINE TAYLOR BASKER
Notary Public, State of New York
No. 01BA5039132
Qualified In New York County
Commission Expires Feb. 13, 1999

This instrument was prepared by:
Proskauer Rose LLP
1585 Broadway
New York, New York 10036
Attention: Perry A. Cacace, Esq.

IN

IN WITNESS WHEREOF, the foregoing instrument has been executed by the undersigned as of the date above written.

UNIVERSAL COMMERCIAL CREDIT
LEASING III, INC., a Delaware corporation

By: Barry Crozier

Print Name: BARRY CROZIER

Title: VICE-PRESIDENT



(General)

BOST01-50106901-1
66843-00000
April 22, 1998 10:54 pm

STATE OF NEW YORK,
COUNTY OF NEW YORK)^{ss.}

Before me, a Notary Public in and for the State of New York, personally appeared BARRY CROZIER, the VICE-PRESIDENT of UNIVERSAL COMMERCIAL CREDIT LEASING III, INC., a Delaware corporation, who, having been first duly sworn, acknowledged the execution of the foregoing instrument for and on behalf of said UNIVERSAL COMMERCIAL CREDIT LEASING III, INC., a Delaware corporation, and stated that any representations contained therein are true.

Witness my hand and official seal this 25th day of April, 1998.

Document is
NOT OFFICIAL!
This Document is the property of
the Lake County Recorder

(NOTARIAL SEAL)

Notary Public Richard Lapidus
Print Name: Richard Lapidus

I am a resident of Nassau County, New York

My commission expires: March 28, 2000



RICHARD LAPIDUS
Notary Public, State of New York
No. 02LA5025384
Qualified in Nassau County
Commission Expires March 28, 2000

EXHIBIT "A"

That certain property situated in the State of Indiana, County of Lake and more particularly described as follows:

A TRACT OF LAND BEING PART OF PARCEL 1, IN WESTLAKE PLAZA, IN THE TOWN OF MERRILLVILLE, AS SHOWN IN PLAT BOOK 47, PAGE 77, AND AS AMENDED BY CERTIFICATES OF CORRECTION RECORDED AS DOCUMENT NOS. 422236, 422237 AND 425494 IN THE OFFICE OF THE RECORDER FOR LAKE COUNTY, STATE OF INDIANA, AND ALSO BEING ALL THAT CERTAIN TRACT OF LAND AS CONVEYED BY COLUMBIA SUSSEX CORPORATION, A KENTUCKY CORPORATION, SUCCESSOR TO COLUMBIA SUSSEX CORPORATION, INC. TO FOURTEEN STARS MOTEL ASSOCIATES (A NEW JERSEY LIMITED PARTNERSHIP) WHOSE ADDRESS IS 2627 PATERSON PLANK ROAD, NORTH BERGEN, NEW JERSEY, 07047 AS FILED FOR RECORD AS DOCUMENT NO. 813918 ON AUGUST 1, 1985 IN THE RECORDER'S OFFICE FOR LAKE COUNTY, STATE OF INDIANA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE WEST LINE OF SAID PARCEL 1 BEING 619.95 FEET SOUTH 00 DEGREES 01 MINUTES 23 SECONDS WEST FROM THE NORTHWEST CORNER OF SAID PARCEL 1; THENCE SOUTH 89 DEGREES 58 MINUTES 37 SECONDS EAST DEPARTING THE WEST LINE OF SAID PARCEL 1, A DISTANCE OF 350.00 FEET TO A POINT FOR A CORNER LYING ON THE EAST LINE OF SAID PARCEL 1 BEING THE WEST LINE OF LOUISIANA STREET (60 FOOT RIGHT-OF-WAY); THENCE SOUTH 00 DEGREES 01 MINUTES 23 SECONDS WEST ALONG THE WEST LINE OF LOUISIANA STREET A DISTANCE OF 332.87 FEET TO A POINT FOR A CORNER LYING ON THE NORTH LINE OF 83RD AVENUE (60 FOOT RIGHT-OF-WAY); THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST DEPARTING THE EAST LINE OF SAID PARCEL 1, AND ALONG THE NORTH LINE OF 83RD AVENUE, A DISTANCE OF 350.00 FEET TO A POINT FOR A CORNER LYING ON THE WEST LINE OF SAID PARCEL 1; THENCE NORTH 00 DEGREES 01 MINUTES 23 SECONDS EAST ALONG THE WEST LINE OF SAID PARCEL 1, A DISTANCE OF 333.01 FEET TO THE POINT OF BEGINNING.

Approved 4/24/98

THIS INSTRUMENT PREPARED BY
AND UPON RECORDATION RETURN TO:
Perry A. Cacace, Esq.
Proskauer Rose LLP
1585 Broadway
New York, New York 10036

