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This Instrument Prepared by
and after recording refer to: **2002 044959**

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2002 MAY 14 AM 11:06

William J. Cotter
COTTER & ASSOCIATES, LLC
8182 South Cass Avenue
Darien, IL 60561

MORRIS W. CARTER
RECORDER

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("*Memorandum*") is executed as of the 26th day of February, 2002, by **CULVER'S OF MERRILLVILLE, LLC**, an Indiana limited liability company ("*Tenant*"), whose address is 541 Plainfield, Darien, IL 60561 and **TD 5000, LLC** ("*Landlord*"), whose address is 2644 Cedar Sauk Road, Saukville, WI 53080.

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to that certain Lease by and between Landlord and Tenant dated February 1, 2002, (the "*Lease*"), Tenant has leased from Landlord the real property described on Exhibit "A" attached hereto together with the building and other improvements (collectively, the "*Demised Premises*") located thereon on the following basic terms:

1. The initial term of the Lease is for a period of fifteen (15) years commencing on the date Tenant accepts possession of the leased premises which is estimated to be September 1, 2002; the actual commencement date to be determined in accordance with the terms of the Lease and this Memorandum deemed amended of record accordingly. In addition, Landlord has granted to Tenant the right and option to extend the term of the Lease beyond the initial term for two (2) additional consecutive periods of five (5) years, all on the terms set forth in the Lease.
2. The rental to be paid by Tenant and all of the obligations and rights of Landlord and Tenant are fully set forth in the Lease.
3. Pursuant to the Lease Landlord has granted to Tenant the right and option to purchase the Demised Premises during the Lease term at a price, and on the terms set forth in the Lease.
4. Promptly upon the termination of this Lease for any reason the parties shall execute and cause to be recorded a release of this Memorandum of Lease. Landlord shall prepare and submit same to Tenant for execution. In the event that Tenant fails to execute and return the release within ten (10) business days after submittal by Landlord, the Landlord shall be authorized to execute same on behalf of Tenant and shall cause same to be recorded on in the office of the Recorder of Deeds of Lake County, Indiana. For this limited purpose of executing a release of

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this Memorandum of Lease upon termination thereof, Tenant appoint Landlord its attorney (which power of attorney shall be deemed to be coupled with an interest), and the fact of its execution by Landlord on behalf of Tenant shall be sufficient authority on which all third parties can rely that the Lease has terminated and the interest of Tenant has terminated.

This instrument is merely a memorandum and is subject to all of the terms, conditions and provisions of the Lease. In the event of any inconsistencies between the terms of the Lease and this instrument, the terms of the Lease shall prevail as between the parties. This Memorandum is binding upon, and shall inure to the benefit of, the successors and assigns of the parties. To indicate their agreement to the above, the parties or their authorized representatives or officers have executed this Memorandum.

This Memorandum may be executed in counterpart by the parties, each of which shall be deemed an original and which, when taken together, shall constitute a single instrument.

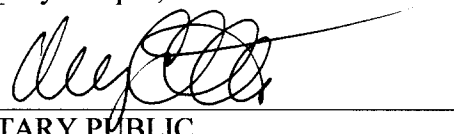


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COUNTY OF DuPAGE)

ACKNOWLEDGEMENT OF TENANT

The undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that DANIEL J. KAMINSKI, the managing member of CULVER'S OF MERRILLVILLE, LLC, an Indiana limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, and as the free and voluntary act of said company, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial seal this 26th day of April, 2002.



NOTARY PUBLIC

"OFFICIAL SEAL"
WILLIAM J. COTTER
Notary Public, State of Illinois
My Commission Expires 3/06/2004



Exhibit A

Legal Description

Lot 4 in Cypress Equities/Autonation Subdivision Phase I as per plat thereof recorded in Plat Book 84, Page 31, in the Office of the Recorder of Lake County, Indiana, and as amended by Amended Plat of Cypress Equities/Autonation Subdivision Phase I as per plat thereof recorded in Plat Book 87, Page 19 in the Office of the Recorder of Lake County, Indiana

