

Denny's #215
Klamath Falls, OR

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SECOND AMENDMENT OF
MEMORANDUM OF LEASE

This Memorandum of Lease is made and entered into on Oct 1, 1998, by and between HENRY S. BLAUER and RICHARD B. SOLOMON, as Trustees of the Gerald Rosencrantz Trust under agreement of Morris H. and Bernice Rosencrantz dated April 11, 1975 (jointly "Lessor"), and DENNY'S, INC., a California corporation ("Lessee"), who agree as follows:

1. Lessor's predecessor in interest, Morris H. Rosencrantz and Bernice Rosencrantz, and Lessee's predecessor in interest, Harold Butler Enterprises #215, Inc., an Oregon corporation, entered into that certain written lease dated April 18, 1968 pursuant to which Lessor leases to Lessee that certain real property, together with all buildings, structures, and improvements thereon and appurtenances thereto, located in the City of Klamath, County of Klamath, State of Oregon, more particularly described in Exhibit A attached hereto and by this reference made a part hereof (the "Premises"). The lease was amended by a First Amendment of Lease dated September 9, 1987. A Memorandum of First Amendment of Lease dated September 8, 1987 was recorded on September 24, 1987 in Volume M87, page 17412 of the official records of Klamath County, Oregon. The original lease, as amended, is referred to as the "Lease".

Prepared by and mail to:
Timothy E. Flemming
P-12-03
203 East Main Street
Spartanburg, SC 29319

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2. On April 11, 1975, the original lessor assigned the Lease to Henry S. Blauer and Morris J. Galen, as Trustees under the Trust of the same date. Richard B. Solomon is the successor to Morris J. Galen.

3. The original lessee merged into its parent company, Denny's, Inc., a California corporation.

4. The Lease is modified by that certain Second Amendment of Lease of even date herewith ("Second Amendment") which provides, among other things, that the term of the Lease shall be extended so as to end on December 4, 2008.

5. Each and every provision of the Lease and Second Amendment is incorporated into this Memorandum of Lease by this reference.


The sole purpose of this instrument is to give notice of the Second Amendment and all its terms, covenants and conditions to the same extent as if the Second Amendment were fully set forth herein.

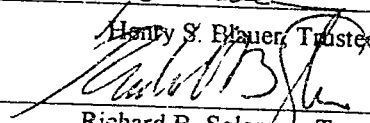
IN WITNESS WHEREOF, Lessor and Lessee have executed this Short Form of Lease on the day and year first above written.

LESSOR:

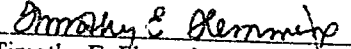
LESSEE:

DENNY'S, INC., a California corporation



Henry S. Blauer, Trustee


Richard B. Solomon, Trustee

By: 

Timothy E. Flemming, Assistant Secretary

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STATE OF Oregon
COUNTY OF Multnomah

)
) ss
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Personally appeared before me the above-named Henry S. Blauer, Trustee, and acknowledged the foregoing instrument to be his voluntary act and deed.

IN WITNESS WHEREOF, I hereunder set my hand and official seal.

Michelle L. Benjamin
Notary Public

NOTARY SEAL

My Commission expires: Aug. 17, 2002



STATE OF Oregon
COUNTY OF Multnomah

) ss
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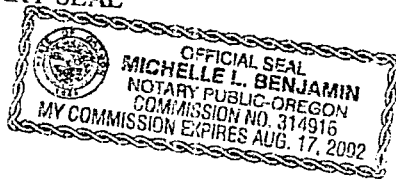
Personally appeared before me the above-named Richard B. Solomon, Trustee, and acknowledged the foregoing instrument to be his voluntary act and deed.

IN WITNESS WHEREOF, I hereunder set my hand and official seal.

Michelle L. Benjamin
Notary Public

NOTARY SEAL

My Commission expires: Aug. 17, 2002



Denny's #215
Klamath Falls, OR

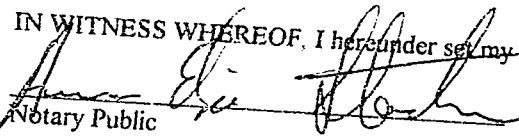
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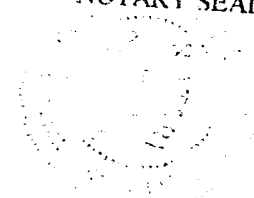
STATE OF SOUTH CAROLINA)

COUNTY OF SPARTANBURG) ss
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Personally appeared before me Timothy E. Flemming, who being duly sworn, did say that he is the Assistant Secretary of Denny's, Inc., a California corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of the corporation by authority of its board of directors; and he acknowledged said instrument to be its voluntary act and deed.

IN WITNESS WHEREOF, I hereunder set my hand and official seal.


Notary Public

NOTARY SEAL


My Commission expires :

11/21 / 2009

EXHIBIT "A"

The following described real property situate in Klamath County, Oregon, to-wit:

Commencing at the Northwest Corner of Section 3, Township 39 South, Range 9 East of the Willamette Meridian, Oregon and running thence S 00°00½' E along the Westerly boundary of Section 3, 826.8 feet, more or less, to its intersection with a line parallel with; and 75 feet distant at right angles Northeasterly from the center line of the Dalles California State Highway, also known as South Sixth Street, as the same is now located and constructed, said parallel line being also the Northerly right of way line of said street and highway; thence S 55°52½' E along said parallel line 1550.79 feet to the true beginning point of this description, said point marking boundary between lands of Swan Lake Moulding Company and J. R. and Maude Brown from which point the witness monument cross chiseled in the concrete sidewalk by the Oregon State Highway Department on July 15th, 1947, bears S 34°07½' W 10 feet; running thence from said true beginning point N 34°07½' E at right angles to South Sixth Street 175 feet along said boundary to an iron pipe on the Southerly line of Pershing Way; thence N 55°52½' W parallel to South Sixth Street along said Southerly line of Pershing Way 134.55 feet to an iron rod marking the boundary between the lands of Swan Lake Moulding Company and Sheldon and Catherine Brumbaugh; thence along said boundary S 34°07½' W at right angles to South Sixth Street 175 feet to a point on the Northerly line of South Sixth Street from which the witness monument cross chiseled by the Oregon State Highway Department bears S 34°07½' W 10 feet; thence S 55°52½' E along the Northerly line of South Sixth Street 134.55 feet to the true beginning point.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Timothy E. Flemming the 9th day
of November A.D., 19 98 at 2:15 o'clock P. M., and duly recorded in Vol. M98
of Deeds on Page 40932

FEE \$50.00

By Retha G. Letsch, County Clerk
Kathleen Rose