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Denny's #215
Klamath Falls, OR

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MEMORANDUM OF THIRD AMENDMENT LEASE

This Memorandum of Third Amendment of Lease is made and entered into on June 14, 2000, by and between WELLS FARGO BANK, N.A., Trustee for the Morris & Bernice Rosencrantz Trust ("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 and a Second Amendment of Lease dated October 1, 1998. 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. A Memorandum of Second Amendment of Lease was recorded on November 9, 1998 in Volume M98, page 40932 of

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

the official records of Klamath County, Oregon. The original lease, as amended, is referred to as the "Lease".

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. Henry S. Blauer and Richard B. Solomon, as Trustees assigned all right, title and interest in the Lease to Lessor by Assignment of Lease dated December 31, 1998.

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

4. The Lease is modified by that certain Third Amendment of Lease of even date herewith ("Third Amendment") which provides, among other things that Lessee shall have the option to extend the term of this Lease for one (1) five year period.

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

The sole purpose of this instrument is to give notice of the Third Amendment and all its terms, covenants and conditions to the same extent as if the Third 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:

WELLS FARGO BANK, N.A., Trustee for the DENNY'S, INC., a California corporation
Morris & Bernice Rosencrantz Trust

By: 
Beverly Brandon, AVP

By: 
Timothy E. Flemming, Vice President

By: 
George A. Wilson, AVP

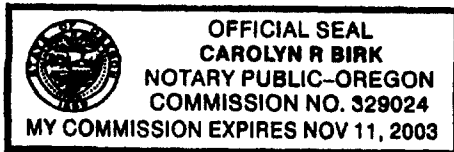
Denny's #215
Klamath Falls, OR

29267

STATE OF Oregon)
) ss
COUNTY OF Washington)
Multnomah)

Personally appeared before me Beverly Brandon and George A. Wilson, who being duly sworn, did say that they are Assistant Vice Presidents of Wells Fargo Bank, N.A., Trustee for the Morris & Bernice Rosencrantz Trust, and that said instrument was signed and sealed on behalf of the trust; and they acknowledged said instrument to be their voluntary act and deed.

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



Carolyn R Birk
Notary Public
11/11/03

NOTARY SEAL
WELLS FARGO
PRIVATE CLIENT SERVICES
P.O. BOX 2971
PORTLAND, OR 97208-0041

My Commission expires :

STATE OF SOUTH CAROLINA)
) ss
COUNTY OF SPARTANBURG)

Personally appeared before me Timothy E. Flemming, who being duly sworn, did say that he is the Vice President 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 .

Linda M. Ross
Notary Public
Linda M. Ross

NOTARY SEAL

My Commission expires : 1-14-2009

#215
29268

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
Recorded 08/10/00, at 8:39 a.m.
In Vol. M00 Page 29269
Linda Smith,
County Clerk Fees \$ 41.00
9.00