

IN WITNESS WHEREOF, Landlord and Tenant have caused this Memorandum of Lease to be executed and sealed as of the date first above written.

Signed, Sealed and Delivered in the presence of:

Mary Lee Stallings
Name: Mary Lee Stallings
Susan J. Kassman
Name: SUSAN L. KASSMAN

Mary Lee Stallings
Name: Mary Lee Stallings
Susan J. Kassman
Name: SUSAN L. KASSMAN

"LANDLORD"

ARIZONA REAL ESTATE JOINT VENTURE, a Florida general partnership

By: **CNL INCOME & GROWTH FUND VII, LTD.**, a Florida limited partnership, as General Partner

By: CNL Income & Growth Corp., a Florida corporation, general partner

By: [Signature]
Robert A. Bourne, as President

By: **CNL INCOME & GROWTH FUND VIII, LTD.**, a Florida limited partnership, as General Partner

By: CNL Income & Growth Corp., a Florida corporation, general partner

By: [Signature]
Robert A. Bourne, as President

STATE OF FLORIDA
COUNTY OF Orange

Personally appeared before me, the undersigned authority in and for the said county and state, this 3rd day of April, 2000, within my jurisdiction, the within named **ROBERT A. BOURNE**, who acknowledged that he is President of **CNL Income & Growth Corp.**, a Florida corporation, general partner of both **CNL Income & Growth Fund VII, Ltd.**, a Florida limited partnership and **CNL Income & Growth Fund VIII, Ltd.**, a Florida limited partnership, both as general partners of **Arizona Real Estate Joint Venture**, a Florida general partnership, and that for and on behalf of the said corporation, limited partnerships and general partnership and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

(NOTARY SEAL)

 Mary Leo Stallings
My Commission CCB40527
Expires July 6, 2003

Mary Leo Stallings
Notary Public, State of Florida

Printed Name: _____
Notary Commission No. _____
My Commission Expires: _____

"TENANT"

ROADHOUSE GRILL, INC., a Florida corporation

[Signature]
Name: Marshall Owens

[Signature]
Name: Dorothy Mazzei

By: [Signature]
Name: Glenn Glasshage
As Its: CFO

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF Broward

Personally appeared before me, the undersigned authority in and for the said county and state, this 3 day of April, 2000, within my jurisdiction, the within named Glenn Glasshage, who acknowledged that (he) (she) is CFO of ROADHOUSE GRILL, INC., a Florida corporation, and that for and on behalf of the said corporation, and as its act and deed (he) (she) executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

(NOTARY SEAL)



[Signature]
Notary Public, State of Florida

Printed Name: Kathy A. Hornstra
Notary Commission No. CC 893815
My Commission Expires: December 9, 2003

EXHIBIT "A"

Legal Description of the Premises

Roadhouse Grill/Horn Lake, DeSoto County, Mississippi

Lot 5A of the Resubdivision of Lots 3, 4 & 5, Phase 1, DeSoto Crossing Subdivision, in Section 25, Township 1 South, Range 8 West, DeSoto County, Mississippi, as per Plat thereof recorded in Plat Book 46, Pages 39-40, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

TOGETHER WITH AN EASEMENT INTEREST in the following:

Utility easements as set forth in Plat Book 46, Pages 39-40, in the Land Records of the Office of the Chancery Clerk of DeSoto County.

Easements for parking, access and utilities set forth in the Declaration of Covenants and Reciprocal Easements (as amended) recorded in Deed Book 272, Page 116, in the Land Records of the Office of the Chancery Clerk of DeSoto County, Mississippi.

Easements for utilities over common areas as set forth in the certain Reciprocal Easement Agreement recorded in Power of Attorney, Contract and Lease Book 67, Page 642, in the Land Records of the Office of the Chancery Clerk of DeSoto County, Mississippi.