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BK 121 PG 613 pa
DESOTO COUNTY, MS pa
W.E. DAVIS, CH CLERK

MEMORANDUM OF LEASE

This is a Memorandum of Lease for the Lease executed on 4/16/2007, between **Subway Real Estate Corp.** (Grantee) a corporation organized under the laws of the State of Delaware, having its principal office at 325 Bic Drive, Milford, CT 06461, hereinafter called "the Tenant," and **Richardson Properties**, (Grantor) having its principal office at: **5719 Raleigh LaGrange,, Ste 7, Memphis, TN 38134** hereinafter called "the Landlord."

For the purpose of this document and/or the Lease, as well as any exhibits/schedules executed by the Landlord and Tenant, if applicable, the terms "Landlord", "Grantor", and "Lessor" or "Tenant", "Grantee", and "Lessee" as used shall be deemed synonymous.

The Landlord leases to the Tenant the premises as described in the Lease:

1. Premises:
Store Number: **39114**

Located at: **450 Stateline Road, Southaven, MS, 38671**

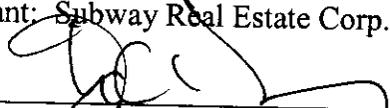
State of: **MS** County of: **DE SOTO**
2. Term:
The Lease is for a term of **5 Years**
3. Renewal (Option) Periods:
The Tenant shall have the right to renew this lease for: **three (3) periods of three (3) years**

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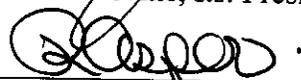
Prepared by, and return to:
Subway Real Estate Corp.
325 Bic Drive, Milford, CT 06461
800-888-4848

In Witness whereof the "Tenant" has hereunto executed this document this 24th day of August, 2007.

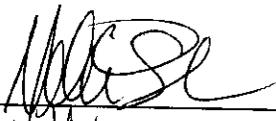
Tenant: Subway Real Estate Corp.



John C. Devine, Its: President



Witness, R. Asper



Witness, Melinda Sier

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

On this the 24th day of August in the Year 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared **John C. Devine**, President of Subway Real Estate Corp., a Delaware Corporation, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledge to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Sharon A. Chaco, Notary Public
County of New Haven, CT

(Notarial Seal)



Sharon A. Chaco
NOTARY PUBLIC
STATE OF CONNECTICUT
My Commission Expires
April 30, 2012