MEMORANDUM OF LEASE

Name and Address of Landlord: **CHFG - IA, A NEVADA LIMITED PARTNERSHIP** having its principal office at 2168 Century Hill, Los Angeles, California 90067.

Names and Address of Tenant: **NASH FINCH COMPANY**, a Delaware corporation having an office at 7600 France Avenue South, Suite 200, P.O. Box 355, Minneapolis, Minnesota 55440-0355.

Date of Lease: December 23, 1992

Premises: Landlord has leased to Tenant and Tenant has leased from Landlord the land more particularly described in Exhibit A, annexed hereto and made a part hereof.

Term; Renewal Option: Subject to the terms and conditions of the Lease, Tenant shall have and hold the Premises for a primary term of twenty (20) years commencing on January 6, 1993. Thereafter, Tenant shall have the right and option to extent the Lease for four (4) consecutive terms of five (5) years each unless the Lease shall be sooner terminated pursuant to the terms thereof.

Purpose of Memorandum: This Memorandum of Lease is solely for recording purposes and shall not be construed to alter, modify or supplement in any way the respective rights, duties and obligations of, and the restrictions on, the Landlord and Tenant under the Lease, of which this is a memorandum. All of the provisions set forth in the Lease, by and between Landlord and Tenant, are hereby incorporated and made a part of this Memorandum of Lease.

IN WITNESS WHEREOF, this Memorandum of Lease has been duly executed by the parties hereto the day and year first above written.

LANDLORD:

ATTEST:

CHFG - IA, A NEVADA LIMITED PARTNERSHIP

By: CENTURY HILL FINANCIAL GROUP, a Nevada corporation, its General Partner

By: _____
GREGG FIELDS, President

[14515.1]

FILE No. 251-2066
RECORDING FEE $ 25.00
TRANSFER FEE $ _____

FILED FOR RECORD THE 7 DAY OF Jan 19 93 AT 4:45
O'CLOCK P. M. BOOK 3 PAGE 201

STATE OF IOWA, DELAWARE COUNTY
Deborah L. Peyton, Recorder
Misc. CM 31

TENANT:

ATTEST:

NASH FINCH COMPANY, A DELAWARE CORPORATION

By: _____

Title: President

STATE OF California)
:SS
COUNTY OF Los Angeles)

On this, the 29 day of December, 1992, before me, a Notary Public in and for said State, personally appeared Gregg Fields, to me personally known, who, being by me duly sworn, did say that he is the President of Century Hill Financial Group, general partner of CHFG - IA, a Nevada Limited Partnership executing the foregoing; that the seal affixed thereto is the seal of the corporation; that the instrument was signed and sealed on behalf of the corporation as general partner of CHFG - IA, a Nevada Limited Partnership, by authority of the corporation's Board of Directors; and that they as such officers acknowledged execution of the instrument to be the voluntary act and deed of the corporation and limited partnership by it and by them voluntarily executed.

(SEAL)

OFFICIAL SEAL
LAILEE FOROUTAN
Notary Public-California
LOS ANGELES COUNTY
My Commission Expires
March 31, 1995

_____
LAILEE FOROUTAN, Notary Public in and for said State.

STATE OF Minnesota)
:SS
COUNTY OF Hennepin)

On this 23rd day of December, 19 92, before me, the undersigned, a Notary Public in and for the State of Minnesota, personally appeared Alfred N. Flaten, to me personally known, who being by me duly sworn, did say that he is the President, of the corporation executing the within and foregoing instrument; ~~that the seal affixed thereto is the seal of the corporation~~; that said instrument was signed ~~and sealed~~ on behalf of the corporation by authority of its Board of Directors; and that Alfred N. Flaten, as officer acknowledged the execution of the foregoing instrument to be voluntary act and deed of the corporation, by it and by him voluntarily executed.

_____
Notary Public in and for said State.

\cjb
molia.mem

JOHN BOELTER
NOTARY PUBLIC—MINNESOTA
DAKOTA COUNTY
My Comm. Expires Nov. 30, 1993

Parcel I:
Lot Two (2) except the North 177.34 feet of the West Commercial Subdivision of part of the Northwest Quarter (NW 1/4) of the Northeast Quarter (NE 1/4) of Section Thirty-one (31), Township Eight-nine North (T89N), Range Five West (R5W) of the Fifth Principal Meridian, City of Manchester, Delaware County, Iowa except that portion thereof described in a deed conveying to the Iowa State Highway Commission dated August 20, 1969 and recorded in Deed Book 88, Page 359 in the Office of the Delaware County Recorder said subdivision as recorded on January 18, 1991 in Book 6 of Plats, Page 113, in the Office of the Delaware County Recorder (formerly Parcel A of part of the Northwest Quarter (NW 1/4) of the Northeast Quarter (NE 1/4) of Section Thirty-one (31), Township Eighty-nine North (T89N), Range Five West (R5W) of the Fifth Principal Meridian, City of Manchester, Delaware County, Iowa as recorded on January 10, 1991 in Book 6 of Plats, Page 110 in the Office of the Delaware County Recorder); more particularly described by metes and bounds as follows:

Commencing at the North Quarter (N 1/4) corner of Section Thirty-one (31), Township Eighty-nine North (T89N), Range Five West (R5W) of the Fifth Principal Meridian; thence along the Northerly line of the Northeast Quarter (NE 1/4) of said Section Thirty-one (31) North 89°-59'-00" East 690.66 feet; thence South 00°-10'20" West along the Westerly line of Lot Two (2) of the West Commercial Subdivision as recorded in Book 6 of Plats, Page 113, in the office of the Delaware County Recorder, 257.59 feet to the Southerly line of a 30 foot ingress and egress easement, the point of beginning; thence along the Southerly line of said 30 foot easement North 89°-57'-35" East to the Westerly line of Lot Three (3) of said West Commercial Subdivision 199.90 feet; thence along the Westerly line of said Lot Three (3) South 00°-10'-55" West 22.66 feet; thence North 89°-55'30" East 150.00 feet; thence alongthe Westerly line of said Lot Three (3) South 00°-09'-55" West 512.26 feet to the Northerly line of West Marion Street and the Southwesterly corner of said Lot Three (3); thence along the Northerly line of West Marion Street North 89°-49'-55" West to the Southwesterly corner of said Lot Two (2) and the intersection of the Northerly line of West Marion Street and the Easterly line of South Twelfth Street 349.95 feet; thence along the Easterly line of South Twelfth Street North 00°-10'20" East 533.56 feet to the point of beginning; Lot Two (2) except the North 177.34 feet. The Northerly line of the Northeast Quarter (NE 1/4) of Section Thirty-one (31), Township Eighty-nine North (T89N), Range Five West (R5W) of the Fifth Principal Meridian is assumed to bear North 89°-59'00" East.

Parcel II:
Non-exclusive easement for the benefit of Parcel 1, as created by access easement from Wal-Mart Stores, Inc., a Delaware corporation, to Nash-Finch Company dated November 30, 1990 and filed December 7, 1990 in Book 2, Page 113 for passageway over:

A tract of land in the Northwest 1/4 of the Northeast 1/4 of Section 31, Township 89 North, Range 5 West of the Fifth Principal Meridian, city of Manchester, Delaware County, Iowa, more particularly described as follows:

Commencing at the North 1/4 corner of said Section 31; thence North 89°59'00" East 690.69 feet along the Northerly line of the Northeast 1/4 of said Section 31; thence South 00°10'45" West 61.25 feet to a point on the Southerly right of way of Iowa Highway No. 13, said point being the true point of beginning; thence South 00°10'45" West 440.00 feet; thence North 89°49'15" West 55.00 feet; thence North 00°10'45" East 436.77 feet to point on the Southerly right of way of said Highway 13; thence along said right of way North 85°26'30" East 38.17 feet; thence continuing along said right of way North 89°57'27 East16.96 feet to the true point of beginning.

EXHIBIT A

Parcel III:

Non-exclusive easement for the benefit of Parcel 1, as created by the Access and Sign Easement Agreement between Nash-Finch Company, as Grantor and CHFC - IA, as Grantee
Dated 12-23-92, recorded 1-7-93, in Book 3, Page 200, for passageway over:

A strip of land along the Southerly line of the North 177.34 feet of Lot Two (2) of the West Commercial Subdivision in the Northwest Quarter (NW 1/4) of the Northeast Quarter (NE 1/4) of Section Thirty-one (31), Township Eighty-nine North (T89N), Range Five West (R5W) of the Fifth Principal Meridian, City of Manchester, Delaware County, Iowa, more particularly described as follows:

COMMENCING at the North Quarter (N 1/4) Corner of said Section Thirty-one (31); thence North 89°-59'-00" East along the Northerly line of the Northeast Quarter (NE 1/4) of said Section Thirty-one (31) 690.66 feet; thence along the Easterly line of South Twelfth Street and extension thereof of the West Commercial Subdivision as recorded in Book 6 of Plats, Page 113 in the Office of the Delaware County Recorder South 00°-10'-20" West 257.59 feet to the POINT OF BEGINNING; thence along the Northerly line of Lot Two (2) except the North 177.34 feet of the West Commercial Subdivision as recorded in Book 6 of Plats, Page 113 in the Office of the Delaware County Recorder North 89°-57'-35" East to the Easterly line of said Lot Two (2) 199.90 feet; thence along the Easterly line of said Lot Two (2) North 00°-10'-55" East 30.00 feet; thence South 89°-57'-35" West to the Westerly line of said Lot Two (2) and the Easterly line of said Twelfth Street 199.90 feet; thence South 00°-10'-20" West along the Westerly line of said Lot Two (2) 30.00 feet to the POINT OF BEGINNING.