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CLERK OF COURTS
MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE made as of the 24th day of April, 1967, by and between SECOND WENLOCK PROPERTIES, INC., a Delaware corporation, having an address in the care of The Corporation Trust Company, 100 West Tenth Street, Wilmington 99, Delaware (herein called Lessor) and Tustin Kinney Shoe Corp., a California corporation, Waco Kinney Shoe Corp., a Texas corporation, Odessa Kinney Shoe Corp., a Texas corporation, Tejas Kinney Shoe Corp., a Texas corporation, Greenville Kinney Shoe Corp., a South Carolina corporation, Somerville Kinney Shoe Corp., a New Jersey corporation, El Camino Kinney Shoe Corp., a California corporation and Danville Kinney Shoe Corp., an Illinois corporation, each having an address in care of Kinney Shoe Corporation, 221 Park Avenue South, New York, New York (herein collectively called the Lessees),

W I T N E S S E T H :

WHEREAS, Lessor and the Lessees have entered into a Lease Agreement of even date herewith (herein called the Lease Agreement), which Lease Agreement by its terms constitutes 8 separate leases of the 8 separate premises described in Schedule A hereto (which premises are identically described in Schedule A to the Lease Agreement), in which Lease Agreement Lessor has let and demised such premises to the Lessees respectively and has therein granted and created in favor of the Lessees respectively certain rights to acquire said premises, a copy of the Lease Agreement being held by Fidelity Union Trust Company, as the assignee of Lessor, at its office at 765 Broad Street, Newark, New Jersey; and

WHEREAS, Lessor and the Lessees desire to enter into this Memorandum of Lease which is to be recorded in order that third parties may have notice of the separate estates of the Lessees and of the existence of the Lease Agreement,

NOW, THEREFORE, Lessor, in consideration of the rents, covenants and agreements contained in the Lease Agreement to be paid and performed by the Lessees respectively, hereby lets and demises unto the Lessees respectively, and the Lessees respectively hereby lease and hire from Lessor, the premises particularly described in Schedule A annexed hereto and made a part hereof, together with the buildings and improvements erected and to be erected thereon and all easements, rights and appurtenances thereto, as follows: (

<u>Number of Premises on Schedule A</u>	<u>Lessee of Such Premises</u>
Premises No. 1	Tustin Kinney Shoe Corp.
Premises No. 2	Waco Kinney Shoe Corp.

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