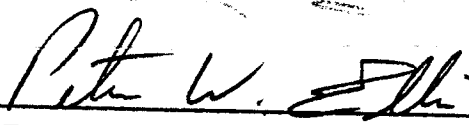

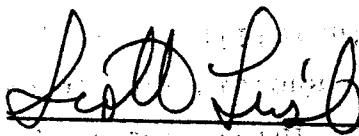


November 20, 1986

The following is our Letter of Intent between Jerry Strader and Scott Leist, owner of Conan's Pizza, to sell Conan's Pizza and Mega-Pie to Peter Ellis for a price of \$2,500,000.00 or as negotiated, after Peter Ellis has reviewed the financial statements and operations of Conan's Pizza. In order to give Peter Ellis sufficient time to review the business, this Letter of Intent will remain in effect for a period of *NINETY* days from this date.


PETER W. ELLIS


JERRY STRADER


SCOTT LEIST