Exhibit 5

JEFFREY V. PUFF
ATTORNEY AT LAW
122 DELAWARE STREET
P.O. BOX 684
WOODBURY, N.J. 08096-7684

845-0011
AREA CODE 609

January 2, 1985

Rec'd 1/8/85

Chi-Chi's Restaurants
Post Office Box 32338
10002 Shelbyville Road
Louisville, Kentucky 40223

ATTN: Michael Guerra, Ass't Counsel

RE: Mallafun/Chi-Chi's

Deptt for his File

Dear Mike:

Please be advised that settlement went very well. I will be sitting down shortly and working out your credits for the $25,000 deposit. You, of course, are responsible for taxes due and owing from December 15, 1984 forward; I will compute that figure and deduct that amount from the $25,000. Also, your first monthly rental has been deducted from that amount, which leaves you an outstanding credit.

The title company should be forwarding to you an updated copy of the Title. If there are any copies that you want from me, please let me know.

Thank you for your continuing courtesy and attention.

Very truly yours,

JEFFREY V. PUFF

/c
Enc (1)
cc: Mallafun, Inc.