EXHIBIT D

JAFFE, FRIEDMAN

SCHUMAN, SCIOLLA, NEMEROFF & APPLEBAUM

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

SUITE 200
7848 OLD YORK ROAD
ELKINS PARK, PA 19027

(215) 635-7200

FACSIMILE
(215) 635-7212

GARY JAFFE*
PETER S. FRIEDMAN**
ANTHONY J. SCIOLLA, JR.
KERRY SCOTT SCHUMAN*
DAVID A. APPLEBAUM*
ROBERT H. NEMEROFF
DANIEL D. McCAFFERY
ALLEN B. DUBROFF
JON D. FOX
JILL EVANTASH SCHUMAN**
JEFFREY R. HOFFMANN**
BRIAN H. SMITH
THOMAS A. NELSON, III*

*ALSO ADMITTED TO PRACTICE IN NJ
**LL.M IN TAXATION
*ALSO ADMITTED TO PRACTICE IN FL

NEW JERSEY OFFICE
9 TANNER STREET
HADDONFIELD, NJ 08033
(856) 616-8818

OF COUNSEL
RICHARD J. MOLISH
ARTHUR SILVERMAN
EUGENE M. SCHLOSS, JR.
MILTON A. NEMEROFF

SENDER'S EMAIL:
PFRIEDMAN@JAFFEFRIEDMAN.COM

252.181

OUR FILE NO. _____

March 11, 2003

Frank C. Testa, Esquire
Morgan Lewis
502 Carnegie Center
Princeton, NJ 08540

Re: Chi Chi's Restaurant, 2525 Maryland Road, Willow Grove, PA

Dear Frank:

Reference is made to the Ground Lease dated June 12, 1984 (the "Lease") with respect to the above-referenced premises. This letter shall constitute notice that the Tenant, Chi Chi's, Inc., is in default under the terms of the Lease for failing to repair the sink hole in the parking lot. As you are aware, the sink hole has existed for quite some time.

Paragraph 15 of the Lease states "In the event that . . . the buildings and improvements . . . shall be destroyed or damaged in whole or in party by fire or other cause, then unless Lessor otherwise agrees in writing, Lessee shall restore, repair, replace or rebuild the buildings or improvements." There can be no escaping the fact that this provision requires that the Lessee repair the sink hole.

In the event that the Tenant fails to repair and restore the parking lot within the time period provided for under the terms of the Lease, the Landlord intends to exercise its rights and remedies under the terms of the Lease.

Please contact me regarding this matter.

Sincerely,

Peter S. Friedman

PSF/rs
cc: Mr. Bruce A. Goodman
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