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RETURNED
OCT - 5 2001

SW 36 2n-1w
Flag (leg. point)
66-094-0021

EXHIBIT "C"

WHEN RECORDED MAIL TO:
Jardine Petroleum Co.
1117 North 400 East
P.O. Box 540730
North Salt Lake, Utah 84054

E 169 3945 B 2900 P 1530
SHERYL L. WHITE, DAVIS CNTY RECORDER
2001 OCT 5 4:56 PM FEE 16.00 DEP MEC
REC'D FOR JARDINE PETROLEUM CO

SPACE ABOVE THIS LINE FOR
RECORDER'S USE

MEMORANDUM OF SUBLICENSE

This is a Memorandum of Sublease by and between Jardine Five Development, L.C., hereinafter called Sublandlord and Jardine Petroleum Co., hereinafter called Subtenant upon the following terms:

Date of Sublease: December 1, 2000

Description of Premises: See Exhibit "A" attached hereto.

Date of Commencement: The Initial Term of the Sublease shall commence on December 1, 2000.

Initial Term: Eighteen Years and Seven Months.

Renewal: Two Five-Year Options to Renew (subject to renewal of the underlying prime lease).

The purpose of this Memorandum of Sublease is to give record notice of the Sublease and of the rights created thereby, all of which are hereby confirmed.

IN WITNESS WHEREOF the parties have executed this Memorandum of Sublease as of the dates set forth in their respective acknowledgments.

SUBLANDLORD:

Jardine Five Development, L.C., a Utah limited liability company

By: Sterling J. Jardine
Name: Sterling J. Jardine
Title: Manager

Sublandlord hereunder, Sublandlord shall indemnify Subtenant from any losses, costs or liabilities sustained by virtue of such default.

IN WITNESS WHEREOF, Sublandlord and Subtenant have executed this Sublease this 1ST day of DECEMBER, 2000.

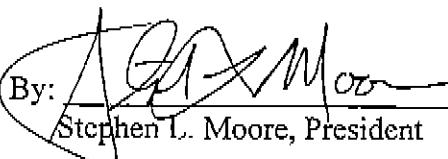
SUBLANDLORD:

JARDINE FIVE DEVELOPMENT, L.C., a Utah limited liability company

By: 
Its: Managing Member

SUBTENANT:

JARDINE PETROLEUM CO., a Utah corporation

By: 
Stephen L. Moore, President

CONSENTED TO BY SUBLANDLORD'S LANDLORD

CONOCO INC.

By: Kennie R. Baker
Its: Manager, Finished Lubricants

551215v7

SUBTENANT:

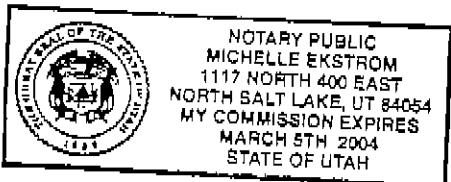
Jardine Petroleum Co., a Utah corporation

By: Stephen C. Morse
 Name: STEPHEN C. MORSE
 Title: PRESIDENT

[ACKNOWLEDGMENT OF SUBLANDLORD]

STATE OF UTAH)
 COUNTY OF Davis) ss.

This instrument was acknowledged before me on Dec 22, 2000, by
 Sterling J. Jardine, in his capacity as Manager of Jardine Five Development, L.C., a Utah limited
 liability company.

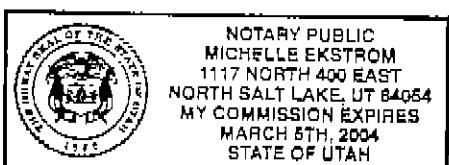


Michelle Ek
 Notary Public
 My Commission Expires: 3-5-04

[ACKNOWLEDGMENT OF SUBTENANT]

STATE OF UTAH)
 COUNTY OF Davis) ss.

S. Morse This instrument was acknowledged before me on Dec 22, 2000, by
 in his capacity as President of Jardine
 Petroleum Co., a Utah corporation.



Michelle Ek
 Notary Public
 My Commission Expires: 3-5-04

EXHIBIT "A"

Description of Property

Beginning at a point on the north Right-of-Way line of 6500 South Street, said point being south 791.60 feet along the section line from the northwest corner of the southwest quarter (SW/4) of section thirty-six (36). Township two (2) north, Range one (1) west, Salt Lake Base and Meridian, and 1,877.7 feet east, parallel to the center line of 6500 South Street, thence north $0^{\circ} 03'$ west 513.0 feet; thence north $89^{\circ} 57'$ east 156.61 feet; thence south $55^{\circ} 45'$ east 242.37 feet to the westerly Right-of-Way line of 800 West Street, thence south $34^{\circ} 15'$ west 363.34 feet along said Right-of-Way line to the beginning of a 150 foot radius curve to the right; thence southwesterly along the arc of said 150 foot radius curve to the right; thence south $0^{\circ} 03'$ east 16.62 feet to the northerly Right-of-Way line of 6500 South Street; thence north $89^{\circ} 50'$ west 66.13 feet to the point of beginning and containing 2.75 acres, more or less, Davis County, Utah.