

WHEN RECORDED, MAIL TO:
Edgemont Realty Partners, Ltd.
2777 Stemmons Freeway, #2000
Dallas, TX 75207

4079434

MEMORANDUM OF LEASE

This is a Memorandum of Lease by and between Edgemont Realty Partners, Ltd., a Texas limited partnership, hereinafter called "Landlord" whose mailing address is 2777 Stemmons Freeway, Suite 2000, Dallas, Texas 75207 and Circle K Convenience Stores, Inc., a Texas corporation, hereinafter called "Tenant" whose mailing address is 4500 South 40th Street, Phoenix, Arizona 85040. Lessor hereby grants, demises and leases the premises described below to Lessee upon the following terms:

Date of Lease: April 25, 1985

Description of Leased Premises: See attached Exhibit "A"

Date of Commencement: April 25, 1985

Term: Fifteen (15) years.

Renewal Options: Three options to renew for a period of five (5) years each.

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

In witness whereof the parties have executed this Memorandum of Lease as of the dates set forth in their respective acknowledgments.

MAR 11 1985

WITNESSES:

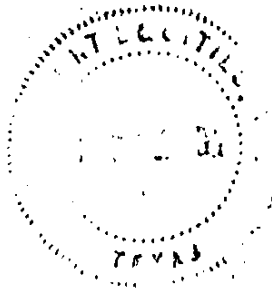
LANDLORD

EDGEMONT REALTY PARTNERS, LTD.,
a Texas limited partnership, by
its general partner Edgemont
Equities, Inc., a Texas
corporation

Helene Daniel
Sam Gladis

By: James P. Leake
James P. Leake, President

ATTEST:
Harold H. Cooper, Jr.
Assistant Secretary



BOOK 5649 PAGE 1569

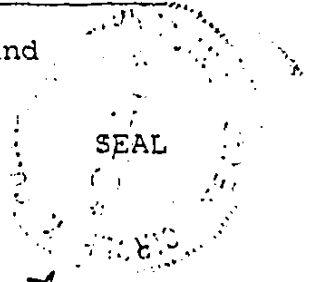
WITNESSES:

Nancy L Anderson
Heidi Marie

TENANT

CIRCLE K CONVENIENCE STORES,
INC. a Texas corporation

By: Bill J. Farmer
Bill J. Farmer,
Vice President and
Treasurer



ATTEST:

Joel A. Sterrett
Joel A. Sterrett, Secretary

BOOK 5649 PAGE 1570

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

ALABAMA:

I, EVE C. NARVESON, a Notary Public in and for said County in said State, hereby certify that Bill J. Farmer, whose name as Vice-President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation.

ARIZONA:

On April 25, 1985 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Bill J. Farmer, Vice President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

ARKANSAS:

On this 25th day of April, 1985, before me, EVE C. NARVESON, a Notary Public duly commissioned, qualified and acting, within and for the said County and State, appeared in person the within named Bill J. Farmer to me personally well known, who stated that he was the Vice-President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation, and is duly authorized in his capacity to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

CALIFORNIA:

On this 25th day of April in the year 1985, before me, EVE C. NARVESON, a Notary Public in and for said State, personally appeared Bill J. Farmer, known to me to be the Vice President Finance and Treasurer, and Joel A. Sterrett, known to me to be the Secretary of the Corporation that executed the within instrument, known to me to be the persons who executed the within Instrument on behalf of the Corporation therein named, and acknowledged to me that such Corporation executed

BOOK 5649 PAGE 1571

the within Instrument pursuant to its by-laws or a resolution of its board of directors.

COLORADO:

The foregoing instrument was acknowledged before me this 25th day of April, 1985, by Bill J. Farmer, Vice President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation.

FLORIDA:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Bill J. Farmer of Circle K Convenience Stores, Inc., a Texas corporation, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

IDAHO:

On this 25th day of April, in the year 1985, before me, EVE C. NARVESON, a notary public in and for said County and in said State, personally appeared Bill J. Farmer, known to me to be the person whose name is subscribed to the within instrument on behalf of the corporation that executed same and acknowledged to me that such corporation executed the same. In witness whereof I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

KANSAS:

On this 25th day of April, in the year 1985, before me EVE C. NARVESON, a Notary Public for the county of Maricopa in the State of Arizona, personally appeared Bill J. Farmer, known to me to be the Vice President Finance and Treasurer of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

LOUISIANA:

Be it remembered, that on this 25th day of April, A.D., 1985, before me the undersigned, a Notary Public in and for the County and State aforesaid, came Bill J. Farmer, Vice President Finance and Treasurer of Circle K Convenience Stores, Inc., a corporation duly organized, incorporated and existing under and by virtue of the laws of Texas, and Joel A. Sterrett, Secretary of said corporation, who are personally known to me to be such

BOOK 5649 PAGE 1572

officers, and who are personally known to me to be the same persons who executed, as such officers, the within instrument on behalf of said corporation, and such persons duly acknowledged the execution of the same to be the act and deed of said corporation.

MISSOURI:

Be it known, that on this 25th day of the month of April, 1985, before me, the undersigned authority, personally came and appeared BILL J. FARMER, to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing document, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as his own free act and deed and for the uses and purposes as therein set forth and apparent.

MONTANA:

The foregoing instrument was acknowledged before me this April 25, 1985, by BILL J. FARMER, of Circle K Convenience Stores, Inc., a Texas corporation, on behalf of the corporation.

NEVADA:

On April 25, 1985, personally appeared before me, a Notary Public, Bill J. Farmer, who acknowledged that he executed the above instrument.

NEW MEXICO:

This 25th day of April, 1985 personally came before me BILL J. FARMER, who, being by me duly sworn, says that he is Vice President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said corporation and that said writing was signed and sealed by him on behalf of said corporation by its authority duly given, and in the capacity and for the purposes stated herein. And the said BILL J. FARMER acknowledged the said writing to be the act and deed of said corporation.

NORTH CAROLINA:

Before me, the undersigned, a Notary Public in and for said county and state, on this 25th day of April, 1985, personally appeared Bill J. Farmer to me known to be the identical person

who executed the within and foregoing instrument as its Vice President Finance and Treasurer and executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

OKLAHOMA:

On this 25th day of April, 1985, personally appeared before me Bill J. Farmer, to me personally known, who, being by me duly sworn, did say that he is the Vice President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Bill J. Farmer, acknowledged said instrument to be the free act and deed of said corporation.

OREGON:

I, EVE C. NARVESON, a Notary Public in and for said County and in said State, hereby certify that BILL J. FARMER, who is named as Vice-President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation, and who signed the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation.

TEXAS:

This instrument was acknowledged before me on April 25, 1985 by BILL J. FARMER, Vice President Finance and Treasurer of Circle K Convenience Stores, Inc., a Texas corporation, on behalf of said corporation.

UTAH:

On the 25th day of April, A.D., 1985, personally appeared before me Bill J. Farmer, and Joel A. Sterrett who, being by me duly sworn, did say, each for himself, that he, the said Bill J. Farmer, is the Vice President Finance and Treasurer, and he, the said Joel A. Sterrett, is the Secretary of Circle K Convenience Stores, Inc., and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its board of directors, and said Bill J. Farmer and Joel A. Sterrett each duly acknowledged to me that

BOOK 5649 PAGE 157A

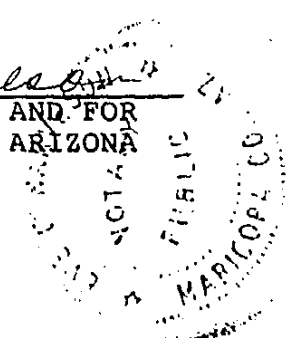
said corporation executed the same and that the seal affixed is the seal of said corporation.

WASHINGTON:

On this 25th day of April, 1985, before me personally appeared Bill J. Farmer, to me known to be the Vice President Finance and Treasurer of the corporation that executed the within and foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Eric P. Tarullo
NOTARY PUBLIC IN AND FOR
MARICOPA COUNTY, ARIZONA



My commission expires:

May 13, 1988

BOOK 5649 PAGE 1575

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

ALABAMA:

I, EVE C. NARVESON, a Notary Public in and for said County in said State, hereby certify that James P. Leake, whose name as President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation as general partner of said limited partnership.

ARIZONA:

On April 25, 1985 before me, the undersigned, a Notary Public in and for said County and State, personally appeared James P. Leake, President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

ARKANSAS:

On this 25th day of April, 1985, before me, EVE C. NARVESON, a Notary Public duly commissioned, qualified and acting, within and for the said County and State, appeared in person the within named James P. Leake to me personally well known, who stated that he was the President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, and is duly authorized in his capacity to execute the foregoing instrument for and in the name and behalf of said corporation as general partner of said limited partnership, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

CALIFORNIA:

On this 25th day of April in the year 1985, before me, EVE C. NARVESON, a Notary Public in and for said State, personally appeared James P. Leake, known to me to be the President, and Harold H. Cooper, Jr., known to me to be the

BOOK 5649 PAGE 1576

Assistant Secretary of the Corporation that executed the within instrument, known to me to be the persons who executed the within Instrument on behalf of the Corporation as general partner of said limited partnership therein named, and acknowledged to me that such Corporation as general partner of said limited partnership executed the within Instrument pursuant to its by-laws or a resolution of its board of directors.

COLORADO:

The foregoing instrument was acknowledged before me this 25th day of April, 1985, by James P. Leake, President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership.

FLORIDA:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared James P. Leake, President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

IDAHO:

On this 25th day of April, in the year 1985, before me, EVE C. NARVESON, a notary public in and for said County and in said State, personally appeared James P. Leake, known to me to be the person whose name is subscribed to the within instrument on behalf of the corporation as general partner of said limited partnership that executed same and acknowledged to me that such corporation as general partner of said limited partnership executed the same. In witness whereof I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

KANSAS:

On this 25th day of April, in the year 1985, before me EVE C. NARVESON, a Notary Public for the county of Maricopa in the State of Arizona, personally appeared James P. Leake, known to me to be the President of the corporation that executed the within instrument as general partner of said limited partnership, and acknowledged to me that such corporation executed the same.

BOOK 5649 PAGE 1577

LOUISIANA:

Be it remembered, that on this 25th day of April, A.D., 1985, before me the undersigned, a Notary Public in and for the County and State aforesaid, came James P. Leake, President of Edgemont Equities, Inc., a corporation duly organized, incorporated and existing under and by virtue of the laws of Texas, and as general partner of said limited partnership and Harold H. Cooper, Jr., Assistant Secretary of said corporation, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed, as such officers, the within instrument on behalf of said corporation as general partner of said limited partnership, and such persons duly acknowledged the execution of the same to be the act and deed of said corporation as general partner of said limited partnership.

MISSOURI:

Be it known, that on this 25th day of the month of April, 1985, before me, the undersigned authority, personally came and appeared James P. Leake, to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing document, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as his own free act and deed and for the uses and purposes as therein set forth and apparent.

MONTANA:

The foregoing instrument was acknowledged before me this April 25, 1985, by James P. Leake, President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, on behalf of the corporation as general partner of said limited partnership.

NEVADA:

On April 25, 1985, personally appeared before me, a Notary Public, James P. Leake, who acknowledged that he executed the above instrument.

NEW MEXICO:

This 25th day of April, 1985 personally came before me James P. Leake, who, being by me duly sworn, says that he is

President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said corporation and that said writing was signed and sealed by him on behalf of said corporation as general partner of said limited partnership by its authority duly given, and in the capacity and for the purposes stated herein. And the said James P. Leake acknowledged the said writing to be the act and deed of said corporation as general partner of said limited partnership.

NORTH CAROLINA:

Before me, the undersigned, a Notary Public in and for said county and state, on this 25th day of April, 1985, personally appeared James P. Leake to me known to be the identical person who executed the within and foregoing instrument as its President and executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation as general partner of said limited partnership for the uses and purposes therein set forth.

OKLAHOMA:

On this 25th day of April, 1985, personally appeared before me James P. Leake, to me personally known, who, being by me duly sworn, did say that he is the President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation as general partner of said limited partnership by authority of its Board of Directors, and said James P. Leake, acknowledged said instrument to be the free act and deed of said corporation as general partner of said limited partnership.

OREGON:

I, EVE C. NARVESON, a Notary Public in and for said County and in said State, hereby certify that James P. Leake, who is named as President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, and who signed the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation as general partner of said limited partnership.

BOOK 5649 PAGE 1579

TEXAS:

This instrument was acknowledged before me on April 25, 1985 by James P. Leake, President of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, on behalf of said corporation as general partner of said limited partnership.

UTAH:

On the 25th day of April, A.D., 1985, personally appeared before me James P. Leake, and Harold H. Cooper, Jr., who, being by me duly sworn, did say, each for himself, that he, the said James P. Leake, is the President, and he, the said Harold H. Cooper, Jr., is the Assistant Secretary of Edgemont Equities, Inc., a Texas corporation which is the general partner of Edgemont Realty Partners, Ltd., a Texas limited partnership, and that the within and foregoing instrument was signed in behalf of said corporation as general partner of said limited partnership by authority of a resolution of its board of directors, and said James P. Leake and Harold H. Cooper, Jr., each duly acknowledged to me that said corporation as general partner of said limited partnership executed the same and that the seal affixed is the seal of said corporation.

WASHINGTON:

On this 25th day of April, 1985, before me personally appeared James P. Leake, to me known to be the President of the corporation that executed the within and foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said corporation as general partner of said limited partnership, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

E. C. Narveson
NOTARY PUBLIC IN AND FOR
MARICOPA COUNTY, ARIZONA

My commission expires:

May 13, 1988

BOOK 5649 PAGE 1580

EXHIBIT "A"

Store No. 1558

Parcel No. 1:

Part of Lot 7, COUNTRY CLUB GARDEN TRACT, commencing at a point 28 feet North of the Southeast corner of said Lot 7, and running thence North 50 feet; thence West 179.24 feet; thence South 50 feet; thence East 178.95 feet, more or less, to the point of beginning.

Parcel No. 2:

Commencing at the intersection of the West line of 20th East Street and the North line of 2700 South Street, which intersection is also the Southeast corner of Lot 8, COUNTRY CLUB GARDEN TRACT, according to the official plat thereof on file in the office of the Salt Lake County Recorder; thence West along the North line of 2700 South Street, 178.95 feet; thence North 106 feet; thence East 178.95 feet to the West line of 20th East Street; thence South along said West line 106 feet to the point of beginning.

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Benita Koroldgos
Benita Koroldgos

MERCURY TITLE CO.

2571
APR 29 12 00 PM '85

BOOK 5649 PAGE 1581
KATHLEEN DIXON
RECORDER
SALT LAKE COUNTY,
UTAH