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APN 1320-30-211-098

When recorded

please return to :

Enterprise Mortgage Acceptance Company, LLC
One Glendinning Place
Westport, CT 06880
Attn: Ms. Charan J. Chanana
Vice President

MEMORANDUM OF LEASE
STORE # 2234 (QL No. 1324)

THIS MEMORANDUM OF LEASE is between Q Lube, Inc., a Delaware corporation ("Lessor") whose mailing address is 700 Milam Street, Houston, Texas 77002, and Baruk Petroleum Inc. ("Lessee") whose mailing address is c/o Gustave J. Rossi, 3500 Lakeside Ct, Suite 200, Reno, Nevada 89509.

Lessor and Lessee are parties to a lease on the following terms:

1. Lease executed as of May 14, 1999.
2. Name and address of Lessor: Q Lube Inc., whose mailing address is 700 Milam Street, Houston, Texas 77002.
3. Name and address of Lessee: Baruk Petroleum Inc, whose mailing address is c/o Gustave J. Rossi, 3500 Lakeside Ct., Suite 200, Reno, Nevada 89509.
4. Description of leased premises in form described in lease: 1766 Highway 395, Minden, Nevada, located at the parcel of real property described on Schedule A annexed hereto.
5. Term of lease: Lease is for a term commencing on May 15, 1999 and terminating on May 31, 2019.
6. Options to Renew: The Lessee has two (2) options to extend the term of the Lease for ten (10) years each, of which no such option has been exercised at the date of this Memorandum of Lease. Each of the options to extend the term of the Lease must be exercised by the Lessee at least ninety (90) days prior to the commencement date of the option to extend.

IN WITNESS WHEREOF the parties have hereto executed this Memorandum of Lease this 19th day of JANUARY, 2001.

Lessor:

Q Lube, Inc.

Gregory D. Bassett
By Gregory D. Bassett
Its Vice President

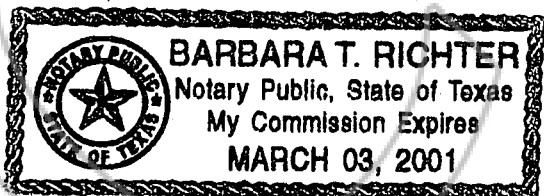
Lessee:

Baruk Petroleum Inc.

By: Paul Morabito
Its: President

STATE OF Texas)
) ss.
COUNTY OF Harris)

On this 19th day of January, 2001, personally appeared before me, a Notary Public, Gregory D. Bassett, personally known (or proved) to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged that he/she executed the instrument in his her capacity as Vice President of Q Lube, Inc..

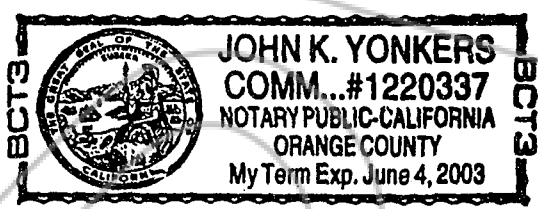


Barbara T. Richter
Notary Public

STATE OF California)
) ss.
COUNTY OF ORANGE)

On this 19th day of January, 2001, personally appeared before me, a Notary Public, Paul Morabito, ~~personally known~~ (or proved) to me to be the Person whose name is subscribed to the foregoing instrument, and who acknowledged that he executed the instrument in his capacity as President of Baruk Petroleum Inc.

John K. Yonkers
Notary Public



COPIES

SCHEDULE A

LEGAL DESCRIPTION

The land referred to herein is situated in the State of Nevada, County of DOUGLAS COUNTY, described as follows:

PARCEL 1:

A parcel of land located within a portion of the West one-half (W ½) of Section 30, Township 13 North, Range 20 East, Mount Diablo Meridian, Douglas County, Nevada described as follows:

Commencing at the Southeast corner of Parcel 1 as shown on the Parcel Map for MINDEN IRONWOOD PARTNERS AND CHARLES H. PAYA recorded in Book 1095 at Page 4101 as Document No. 373418; Douglas County, Nevada, Recorder's Office: thence South 00°18'00" West, 331.08 feet to the POINT OF BEGINNING; thence continuing South 00°18'00" West 113.46 feet; thence North 89°42'00" West 139.64 feet; thence North 00°18'00" East, 113.46 feet; thence South 89°42'00" East, 139.64 feet to the POINT OF BEGINNING.

The basis of Bearing for this description is the South line of Parcel 1 as shown on the Parcel Map for MINDEN IRONWOOD PARTNERS AND CHARLES H. PAYA recorded in Book 1095 at Page 4101 as Document No. 373418, Douglas County, Nevada, Recorder's Office.

Parcel A as shown on the Record of Survey for FOOTHILL DEVELOPMENT GROUP, MINDEN IRONWOOD, (a Commercial Subdivision), recorded April 14, 1997 in Book 497 Page 2055 as Document No. 410525.

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PARCEL 2:

Easement rights set forth in the following:

Ingress and egress access easements and utility easements as contained on Parcel Map recorded September 6, 1990, as Document No. 233981, and as contained on Parcel Map recorded October 16, 1991, as Document No. 262864. Access easements contained in Commercial Subdivision Map recorded March 24, 1997, as Document No. 408980.

Reciprocal easements for ingress, egress, utilities and public access as contained on the Record of Survey Map recorded April 14, 1997, as Document No. 410525.

Ingress and egress easements along common access drives between the parcel and the public streets, and the utility easements, as set forth in Declaration and Establishment of Covenants, Conditions and Restrictions and Grant of Easements, recorded March 24, 1997, as Document No. 408981.

COPY

Mindenmemo-QLube/Baruk

REQUESTED BY
STEWART TITLE of DOUGLAS COUNTY
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2001 FEB 13 PM 3:07

LINDA SLATER
RECORDER

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