

1635 MEMORANDUM OF LEASE

THIS LEASE dated the 15th day of September, 1989 by and between Service Station Holdings Inc., whose address is 200 Public Square, Cleveland, Ohio 44114-2375, hereinafter (whether one or more), called "Lessor," and BP Oil Company, an Ohio corporation, with its principal office at 200 Public Square, Cleveland, Ohio 44114-2375 hereinafter called "Lessee,"

WITNESSETH, that:

Lessor, in consideration of the sum of ONE DOLLAR (\$1.00) and other valuable consideration received by Lessor from Lessee, does hereby lease and let to Lessee, upon and subject to the covenants, terms, rentals and agreements set forth in a certain instrument of lease between Lessor and Lessee dated June 30, 1989, (herein called "Lease"), the premises (herein called the "Leased Premises") described in Exhibit "A" attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same for a term of twenty (20) years commencing on the 1st day of July, 1989, and ending on the 30th day of June, 2009, unless sooner terminated or further extended as provided or permitted in said Lease. Lessee is granted by the terms of said Lease a continuing option of "First Refusal" to meet any bona fide offer received by Lessor from a third party to purchase or lease the Leased Premises and Lessee has the right to purchase or lease said premises on the same terms as contained in such offer. Lessee is further granted by said Lease the following options to extend the term thereof.

Two options of ten (10) years each

Lessor and Lessee agree that the description of the Leased Premises as contained in the Lease is hereby amended to substitute therefore the description of said premises as herein above set forth, and that each and every other provision, covenant and condition with respect to the rights and obligations of the parties hereto and the use and occupancy of the above described Leased Premises as set forth in said Lease shall remain in full force and effect without modification and are incorporated herein and made a part hereof by reference thereto as fully and effectively as if rewritten herein at length.

IN WITNESS WHEREOF, this Lease has been duly executed by Lessor and Lessee, as of the day and year first above written.

Executed in the presence of:

J C Burdett
CC Kramer

J C Burdett
CC Kramer

Service Station Holdings, Inc.
Lessor

By: Karen F. Shanahan
Karen F. Shanahan
Vice President

Attest: M. J. Wright
M. J. Wright
Assistant Secretary

BP Oil Company, Lessee:

By: B. T. Werner
B. T. Werner
Manager of Real Estate

Attest: M. J. Wright
M. J. Wright
Assistant Secretary

CORPORATE/ACKNOWLEDGMENT

STATE OF OHIO)
CUYAHOGA COUNTY)

BEFORE ME, a Notary Public in and for said County and State, personally appeared the above named Service Station Holdings Inc., a corporation of the State of Delaware by Karen F. Shanahan, its Vice President and M. J. Wright, its Assistant Secretary, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of each of them personally and as such officers.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio this 15th day of September, A.D., 1989.

MARILYN J. LEWIS
Notary Public, State of Ohio - Cuyahoga Co.
My Commission Expires April 14, 1992

Notary Public

My commission expires _____

CORPORATE ACKNOWLEDGMENT

STATE OF Ohio)
Cuyahoga COUNTY)

BEFORE ME, a Notary Public in and for said County and State, personally appeared the above named BP Oil Company, a corporation of the State of Ohio, by B. T. Werner, its Manager of Real Estate and M. J. Wright, its Assistant Secretary, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of each of them personally and as such officers.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio this 15th day of September, A.D., 1989.

MARILYN J. LEWIS
Notary Public, State of Ohio - Cuyahoga Co.
My Commission Expires April 14, 1992

Notary Public

My commission expires _____

This instrument was prepared by

Patrick Riley, Esq.
200 Public Square
Cleveland, Ohio 44114-2375

A586/A598-2
8/09/89

WHEN RECORDED MAIL TO:
Service Station Holdings Inc.
Real Estate Department
200 Public Square
Cleveland, OH 44114-2375

MAIL TAX STATEMENT TO:
BP Oil Company
Attention: Property Tax Dept.
P. O. Box 94563
Cleveland, OH 44101

City of Pelham
County of Shelby
State of Alabama

Site No. 00036

Exhibit A

Situated in the City of Pelham, County of Shelby, State of Alabama: And

Commence at the southwest corner of the northeast one-quarter of the southeast one-quarter of Section 31, Township 19 South, Range 2 West; thence run north along the west line of said quarter-quarter section line for a distance of 541.25 feet; thence run north 55 degrees 37 minutes 24 seconds east for a distance of 44.03 feet to the point of beginning. From the point of beginning thus obtained, run north 30 degrees 11 minutes 08 seconds west for a distance of 152.23 feet; thence run north 55 degrees 48 minutes 54 seconds east for a distance of 200.00 feet; thence run south 30 degrees 11 minutes 08 seconds east for a distance of 200.00 feet; thence run south 55 degrees 48 minutes 54 seconds west along the northwesterly right-of-way line of Alabama Highway NO. 119 for a distance of 200.00 feet; thence run north 30 degrees 11 minutes 08 seconds west for a distance of 40.07 feet to the point of beginning. Said Parcel contains 40,000 square feet or 0.918274 acres.

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

89 DEC 27 AM 8: 25

Thomas H. Jones, Jr.
JUDGE OF PROBATE

1. Dead Tax	\$ 147.00
2.	7.50
3.	3.00
4.	
5.	1.00
6.	
Total	\$ 158.50