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10/01/96 2:54 PM 20.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
MERRILL TITLE
REC BY: V ASHBY , DEPUTY - WI

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:
Northern Automotive Corporation
645 East Missouri Avenue
Suite 400
Phoenix, Arizona 85012
Attention: Legal Dept.
Store # 1299

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made and given this 26th day of September, 1996, by WILLIAMSEN SOUTH JORDAN, INC., a Utah corporation ("Landlord") and NORTHERN AUTOMOTIVE CORPORATION, an Arizona corporation ("Tenant").

WITNESSETH:

1. Landlord leases to Tenant and Tenant leases from Landlord certain property and improvements pursuant to that certain Lease dated September 26, 1996 (the "Lease"). Capitalized terms used in this Memorandum but not defined shall have the same meaning given in the Lease.
2. The property and improvements (the "Premises") which are subject to the Lease are legally described on Exhibit "A" attached hereto and by this reference incorporated herein. The Premises are part of the shopping center described on Exhibit "B" attached hereto and by this reference incorporated herein.
3. The Lease provides for a Main Term of ten (10) years, commencing at the time specified in the Lease, with options to extend the Main Term for three (3) additional periods of five (5) years each.
4. Other terms and conditions pertaining to the Lease are set forth in the Lease, which is incorporated herein by this reference.
5. This Memorandum may be executed in any number of counterparts, each of which shall be deemed as original, but all of which together shall constitute one in the same agreement.
6. In the event of any inconsistency between the terms of this Memorandum and terms of the Lease, the terms of the Lease shall prevail.

DATED the day and year first above written.

JK7502PG1311

LANDLORD

WILLIAMSEN SOUTH JORDAN, INC.,
a Utah corporation

By: Thomas Williamsen
Its: President

TENANT

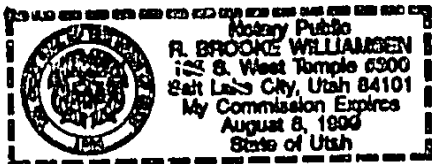
NORTHERN AUTOMOTIVE CORPORATION,
an Arizona corporation

By: [Signature]
Its: Vice President
By: [Signature]
Its: Assistant Secretary

STATE OF UTAH)
County of Salt Lake) ss.

On this 4th day of September, 1996 before me a notary public, personally appeared Thomas E. Williamsen, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



R. Brooke Williamsen
Notary Public

My Commission Expires: _____

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 26th day of September, 1996 before me a notary public, personally appeared Lon Novata and Kevin Groman personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

Frank Windsor
Notary Public

My Commission Expires: April 25, 1998

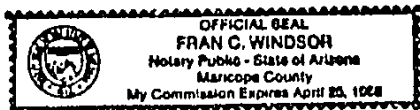


EXHIBIT "A"
TO MEMORANDUM OF LEASE

(Legal Description of Premises)

BEGINNING at a point on the Easterly right-of-way line of Redwood Road (as widened to 53.00 feet half width) being South 0°06'05" West, along the centerline of Redwood Road, 460.24 feet and South 89°47'25" East 53.00 feet from the North Quarter Corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian, U.S. Survey, and running thence South 0°06'05" West, along a line parallel to and being 53.00 feet perpendicularly distant Easterly from the centerline of Redwood Road, 149.00 feet to the point of BEGINNING; thence South 89°47'25" East 140.06 feet; thence South 0°06'05" West 165.315 feet; thence North 89°53'55" West 140.06 feet to said line being 53.00 feet from the centerline of Redwood Road; thence North 0°06'05" East 165.580 feet along said Easterly Right-of-Way line of Redwood Road to the point of BEGINNING.

EXHIBIT "B"
TO MEMORANDUM OF LEASE

(Legal Description of Shopping Center of Which the Premises is a Part)

SMITH'S PARCEL

Beginning at a point on the Easterly right-of-way line of Redwood Road (as widened to 53.00 feet half width) being South 0°06'05" West, along the center line of Redwood Road, 460.24 feet and South 89°47'25" East 53.00 feet from the North Quarter Corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian, U.S. Survey; and running thence South 0°06'05" West, along a line parallel to and being 53.00 feet perpendicularly distant Easterly from the center line of Redwood Road, 25.00 feet; thence South 89°47'25" East 140.06 feet; thence South 0°06'05" West 289.315 feet; thence North 89°53'55" West 140.06 feet to said line being 53.00 feet from centerline of Redwood Road; thence South 0°06'05" West 355.42 feet along said line; thence South 89°47'25" East 351.11 feet; thence North 22°52'35" East 65.82 feet to point of curvature; thence Northeasterly along the arc of a 688.76 foot radius curve to the right a distance of 99.82 feet (the cord of which bears North 27°01'43" East 99.74 feet) to a point of tangency; thence North 31°10'50" East 297.52 feet to the point of curvature of a 205.26 foot radius curve to the left; thence along said curve 103.09 feet (the cord of which bears North 16°47'32" East 102.01 feet); thence North 2°24'13" East 167.50 feet; thence North 89°47'25" West 611.37 feet to the point of beginning.

PIZZA HUT AND CHECKER PARCELS

Beginning at a point on the Easterly right-of-way line of Redwood Road (as widened to 53.00 feet half width) being South 0°06'05" West, along the center line of Redwood Road, 460.24 feet and South 89°47'25" East 53.00 feet and South 0°06'05" West 25.00 feet from the North Quarter Corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian, U.S. Survey; and running thence South 0°06'05" West, along a line parallel to and being 53.00 feet perpendicularly distant Easterly from the center line of Redwood Road, 289.58 feet; thence South 89°53'55" East 140.06 feet; thence North 0°06'05" East 289.315 feet along the West edge of an existing building wall and wall extended; thence North 89°47'25" West 140.06 feet to the point of beginning;

-POOR COPY-
CO. RECORDER

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