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GARY W. OTT  
RECORDER, SALT LAKE COUNTY, UTAH  
SUTHERLAND TITLE  
BY: ZJM, DEPUTY - WI 3 P.

**MEMORANDUM OF SUBLEASE**

This Memorandum of Sublease is made as of August 5, 2004, by Q LUBE, INC., a Delaware corporation, formerly known as Quaker State Minit-Lube, Inc., ("Q LUBE"), and USP/Norseth, L.C., a Utah limited liability company ("USP/Norseth").

1. Q LUBE and USP/Norseth are parties to that certain "Sublease Agreement" dated May 14, 1999 (the "Sublease") pursuant to which Q LUBE agreed to sublease to USP/Norseth, and USP/Norseth agreed to rent from Q LUBE certain real property and improvements located at approximately 1837 West 5400 South, Taylorsville, Salt Lake County, Utah, as more fully described in Exhibit A attached hereto (the "Premises") upon the terms and conditions set forth therein.

2. Q LUBE is leasing the Premises from Hermes Associates, a Utah partnership, pursuant to that certain "Unsubordinated Land Lease" dated March 3, 1986 (the "Prime Lease").

3. USP/Norseth is the holder of the subtenant's leasehold interest in the Sublease and the Premises.

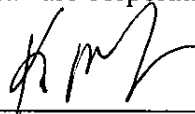
4. The Sublease is for a term equal to the term of the Prime Lease, including any renewal or extension options set forth therein.

5. Reference is made to the Sublease for the other terms and conditions pertaining thereto.

6. This Memorandum of Sublease may be executed in counterparts, each of which shall be an original instrument and all of which shall constitute a single agreement. Any party may remove the signature page from any counterpart and attach the same to any other counterpart in order to create a single document with the signatures of all parties.

Executed on the day and year first written above.

**Q LUBE, INC.,**  
a Delaware corporation

By:   
Name: KEVIN M. LYNG  
Title: VICE PRESIDENT

USP/NORSETH, L.C.

By: Kirk Umphrey  
Kirk Umphrey  
Its Manager

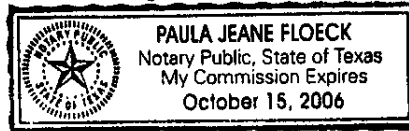
STATE OF TEXAS )  
: ss.  
County of HARRIS )

On the 2<sup>nd</sup> day of SEPTEMBER, 2004, before me, the undersigned notary, personally appeared KEVIN M. LYNIG, the VICE PRESIDENT of Q Lube, Inc., a Delaware corporation, who duly acknowledged to and before me that he executed the foregoing instrument for and on behalf of said corporation, having all requisite authority to so act.

My commission expires:  
OCTOBER 15, 2006

Paula Jeane Floeck  
Notary Public  
Residing at: 700 MILAM STREET  
HOUSTON, TX 77002

[seal]



STATE OF UTAH )  
: ss.  
County of Salt Lake )

On the 4<sup>th</sup> day of October, 2004, before me, the undersigned notary, personally appeared Kirk Umphrey, the Manager of USP/Norseth, L.C., a Utah limited liability company, who duly acknowledged to and before me that he executed the foregoing instrument for and on behalf of said limited liability company, having all requisite authority to so act.

My commission expires:  
July 16, 2007

Joe Gunther  
Notary Public  
Residing at: 6900 S 900 E, Ste. 200  
Midvale, UT 84047

[seal]

## SCHEDULE A

Order Number: 6044

### LEGAL DESCRIPTION

#### PARCEL 1:

Beginning at a point on the South line of 5400 South Street, Said point being South 89°53'41" West 660.00 feet along the monument line and South 00°02'55" East 39.90 feet from the North Quarter corner of Section 15, Township 2 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 00°02'55" East 163.09 feet; thence South 89°53'41" West 138.136 feet; thence North 00°00'39" West 158.30 feet to the South line 5400 South Street; thence along the South line 5400 South Street the next 2 courses: North 87°53'41" East 110.47 feet; thence Northeasterly 27.649 feet along the arc of an 11,406.16 foot radius curve to the right, (central angle = 00°00'20", chord bears North 87°57'53" East 27.648 feet) to the point of beginning.

#### PARCEL 1A:

SUBJECT TO and TOGETHER WITH a non-exclusive right of way for common driveway 35 feet in width over and across the following described property: Beginning at a point which is South 89°53'41" West 642.50 feet and South 0°02'55" East 33.00 feet from the North Quarter corner of Section 15, Township 2 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 0°02'55" East 627.00 feet; thence North 89°53'41" West 35.0 feet; thence North 0°02'55" West 627.00 feet; thence South 89°53'41" East 35.00 feet to the point of beginning.

Tax Parcel No.: 21-15-126-050