

LEASE MEMORANDUM

Prepared by:

Whitley Brown
Real Estate
General Parts, Inc.

Return to:

Stewart Title Guaranty Company
5935 Carnegie Blvd, Suite 301
Charlotte, NC 28209

MEMORANDUM OF LEASE

This Memorandum of Lease (the "Memorandum") is made this 15 day of February, 2012 between JKJ, LLC., a Utah limited liability company, whose address is 391 N. Main, Suite 2 Spanish Fork, UT 84660 ("Landlord") and GENERAL PARTS DISTRIBUTION LLC, a North Carolina limited liability company, whose address is 2635 East Millbrook Road, Raleigh, NC 27604 ("Tenant").

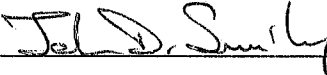
WITNESSETH

Landlord and Tenant have entered into a Lease (the "Lease") dated August 9, 2006, whereby Landlord has leased to Tenant that certain premises located on that certain real property located in County of Utah, State of Utah (the "Leased Premises"), the legal description of which Premises is set for on Exhibit "A" attached hereto. Said lease expires May 31, 2017.

- I. Term. The term of this Lease commenced August 9, 2006 and expires May 31, 2017. Thereafter, Tenant has the right under the Lease to renew and extend the term of the Lease for two (2) successive periods of five (5) years each.
- II. Successors. The covenants, conditions and agreements made and entered into by the parties hereto shall be binding upon and inure to the benefits of their respective heirs, administrators, executors, representatives, successors and assigns.
- III. Incorporation of Lease. All terms and conditions of the Lease are hereby incorporated herein by reference as if fully set forth herein.
- IV. Conflicts with Lease. This Memorandum is solely for notice and recording purposes and shall not be construed to alter, modify, expand, diminish or supplement the provisions of the Lease. In the event of any inconsistency between the provisions of this Memorandum and the provisions of the Lease, the provisions of the Lease shall govern.

IN WITNESS WHEREOF, this Memorandum has been duly executed by the parties hereto as of the day and year first above written.

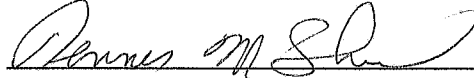
LANDLORD: JKJ L.L.C.

By: 

Print: JOHN D. SMILEY

Title: member

TENANT: GENERAL PARTS DISTRIBUTION LLC

By: 

Print: DENNIS M. SHEEHAN

Title: SENIOR VICE PRESIDENT OF REAL ESTATE

ACKNOWLEDGMENTS ON THE FOLLOING PAGE

STATE OF Utah)

COUNTY OF Zetah) ss:

On Feb. 15, 2012, before me, the undersigned notary public, personally appeared John G Smiley, the Member of JKI, LLC, a Limited Liability Company personally known to me or proved to me on a basis of satisfactory evidence to be the individual whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for and on behalf of the company.

Michael A Hess

Notary Public

Expiration 12/08/13



STATE OF NORTH CAROLINA)

COUNTY OF WAKE) ss:

On January 27, 2012, before me, the undersigned notary public, personally appeared DENNIS M. SHEEHAN, the Senior Vice President, Real Estate of General Parts Distribution LLC, a North Carolina limited liability company, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for and on behalf of the corporation and company.

Julia A. Sheifetz

Notary Public

Expiration

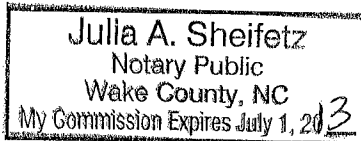


EXHIBIT "A"
LEGAL DESCRIPTION

Legal Description: COM N 779.37 FT & W 236.85 FT FR SE COR SEC 24, T8S, R2E, SLM; N 88 DEG 59'W 247.80 FT; N 1 DEG 47'E 135 FT; S 88 DEG 59'E 250 FT M OR L; S 2 DEG 21'30"W 135 FT M OR L TO BEG. AREA .77 ACRE.

Legal Description: COM N 914.29 FT & W 231.29 FT FR SE COR, SEC. 24 T8S R2E SLB&M.; N 88 DEG 59' 0" W 249.16 FT; N 1 DEG 47' 0" E 159.51 FT; S 89 DEG 27' 0" E 250.82 FT; S 2 DEG 21' 29" W 161.58 FT TO BEG. AREA 0.921 AC.

TIN: 25:077:0077 and 25:077:0090