

STORE NO. 2788 / 9788
ADDRESS 1124 International Blvd.
Brownsville, Tx. 78520

LEASE EXTENSION AGREEMENT

THIS AGREEMENT is made and entered into as of the below date(s) by and between Julian Ashheim, individually and as Testamentary Trustee of the Estate of Ike Bollack, Deceased (hereinafter called "Landlord") and CIRCLE K STORES, INC., a Texas corporation, hereinafter called "Tenant").

RECITALS

WHEREAS, Landlord and Tenant are parties to a certain lease of real property dated August 15, 1995 (the "Lease"), such Lease covering the real property described on the attached Exhibit A, which is hereby incorporated herein, also known as Store No. 2788, with the address of 1124 International Blvd., Brownsville, Texas (the "Leased Premises"); and

WHEREAS, the Lease term will expire on August 14th, 1996; and

WHEREAS, Tenant wishes to extend the term of the Lease; and

WHEREAS, Landlord is willing to extend the term of the Lease;

NOW, THEREFORE, in consideration of the premises and the mutual promises set forth herein, the parties hereby agree as follows:

1. TERM. Notwithstanding anything to the contrary in the Lease, the Lease is hereby amended and modified by changing the expiration date from August 14, 1996 to August 14, 2001. Rent for the extended term granted herein shall be One Thousand Seven Hundred and Twenty Five and no cents (\$1725.00) per month. Said rent rate will begin on August 15, 1996.

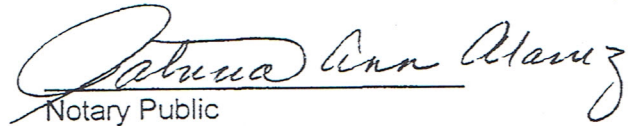
2. OPTIONS. In addition to the lease term set forth in Paragraph 1 above, Tenant shall also have Three (3) option[s] to extend the term of the Lease for additional period of up to five (5) years [each]. Notice of such option exercise shall be in writing, mailed to Landlord not less than ninety (90) days prior to the expiration of the then existing term, and shall specify the option length desired.

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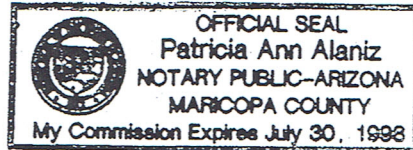
STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 24 day of April, 1995, before me, the undersigned, a Notary Public in and for said County and State, personally appeared PHIL TOMCZYK, Senior Vice President, Circle K Stores, Inc., and, who being authorized to do so, executed this Agreement on behalf of the corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my seal.


Notary Public

My Commission Expires



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