

April 6, 1995

Landlord:

Estate of Ike Bollack
c/o Julian Ashheim, Executor and
Trustee of the Estate of Ike Bollack
119 Millwood Lane
San Antonio, Texas 78216

Tenant:

Circle K Stores Inc.
Post Office Box 52084
Phoenix, Arizona 85072-2084

Store No: 02788/9788

Dear Landlord:

Circle K Stores Inc., formerly known as The Circle K Corporation (the "Tenant") and Circle K Properties, Inc. ("Properties"), an entity related to Tenant (Tenant and Properties may be referred to collectively as "Circle K"), and Southguard Corporation ("Southguard"), have entered into an Agreement with SSP Partners, a Texas general partnership ("SSP"), of which an affiliate of Southguard and an affiliate of Circle K are the only partners. Under this transaction, Circle K and Southguard will contribute certain convenience stores to SSP and thereafter SSP will operate said convenience stores.

As part of this transaction, Tenant intends to assign to SSP (the "Assignee"), its interest in that certain lease dated August 15, 1986 (the "Lease"), by and between Charter Marketing Company, a Florida corporation, as tenant, and Julian Asheim, Trustee of the Estate of Ike Bollack, as landlord, and Assignee will assume the obligations of Tenant under the Lease. If the Tenant named above is not the original tenant under the Lease, the Tenant named above is the successor to the original tenant under the Lease. Landlord hereby consents to the assignment of Tenant's interest to the Assignee and confirms and acknowledges the following:

1. Landlord is the current landlord of the premises (the "Premises") more particularly described in the Lease.
2. A complete copy of the Lease, including amendments (if any), is attached hereto as Exhibit "A". The Lease represents the entire agreement between Landlord and Tenant with respect to the Premises and is in full force and effect.

Exhibit "A" Includes 1988 Master Lease & 1988 Lease Agreement
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AGREED AND ACCEPTED:

A handwritten signature in cursive script that reads "Julian Ashheim". The signature is written in dark ink and is positioned above a horizontal line.

Julian Ashheim, Executor and Trustee
of the Estate of Ike Bollack

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