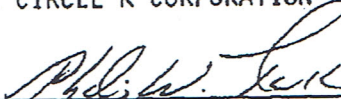


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4. An executed original of the Assignment and Assumption of Lease is held by Assignor at 3003 North Central Avenue, Suite 1600, Phoenix, Arizona 85012, Attn: Legal Department.

IN WITNESS WHEREOF, the parties have executed this document as of the date set forth above.

CIRCLE K STORES INC., a Texas corporation formerly known as THE CIRCLE K CORPORATION

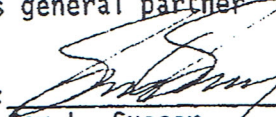
By:   
Philip W. Tomczyk  
Vice President

ASSIGNOR

SSP PARTNERS, a Texas general partnership

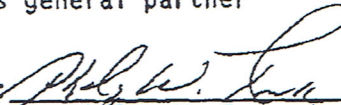
BY: SSP HOLDINGS LIMITED PARTNERSHIP  
As Partner

By: S INTERESTS INC., a Texas corporation  
Its general partner

By:   
Sam L. Susser  
President

BY: CIRCLE K SOUTH TEXAS LIMITED PARTNERSHIP  
As Partner

By: CKST CORPORATION, a Texas corporation  
Its general partner

By:   
Name: Philip W. Tomczyk  
Title: Vice President

ASSIGNEE

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STATE OF Arizona }  
County of Maricopa } ss.

The foregoing instrument was acknowledged before me this 1st day of July, 1995, by PHILIP W. TOMCZYK, the Vice President of CKST CORPORATION, a Texas corporation, a general partner of CIRCLE K SOUTH TEXAS LIMITED PARTNERSHIP, a partner of SSP PARTNERS, a Texas general partnership, on behalf of the partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Kathleen S. Lee  
Notary Public

My commission expires:

2-18-98



NOTARY PUBLIC printed name of notary  
STATE OF ARIZONA  
COUNTY OF MARICOPA  
KATHLEEN S. LEE

Commission Expires February 18, 1998

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EXHIBIT "A"

CIRCLE K SITE 2788 / SSP SITE 9788:

All of Lots Numbered Eight (8), Nine (9) and Ten (10), Block Number Twelve (12) PAREDES ADDITION to the City of Brownsville, Cameron County, Texas SAVE AND EXCEPT that portion of said lots reserved and retained by the City of Brownsville for International Blvd., right-of-way as described in Deed recorded in Volume 602, Page 631, Deed Records of Cameron County, Texas.

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