

Prepared by
WHEN RECORDED,
PLEASE RETURN TO:

NELSON RASMUSSEN & CHRISTENSEN
Attn: Steve Christensen
215 South State Street Suite 900
Salt Lake City, Utah 84111



MEMORANDUM OF SUBLEASE
(215 West Rand Road, Arlington Heights, IL)

This Memorandum of Sublease ("Memorandum") is entered into as of the 18th day of January, 1998, by and between Q LUBE, INC., a Delaware corporation ("Sublessor") and AUTOSERVE/LUBECO, L.L.C. a Utah limited liability company (hereinafter "Sublessee").

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Sublessor and Sublessee agree as follows:

1. Sublease. Sublessor and Sublessee have entered into a Sublease Agreement, dated January 18, 1998 ("Sublease") covering that certain real property located at 215 West Rand Road, Arlington Heights, IL legally described on the attached Exhibit "A".

2. Term. The term(s) of the Sublease are as follows:

2.1 Initial Term. Sublessee shall have and hold the Leased Premises for an initial term commencing on the Sublease Commencement Date (as defined in the Sublease) and continuing thereafter for a period equal to the lesser of: (i) fifteen (15) years; or (ii) the remaining Initial Term under the Master Lease (such term hereinafter referred to as the "Initial Term").

2.2 Extension Terms. Sublessee shall have the option to extend the Sublease at the end of the Initial Term for two (2) additional periods of five (5) years each.

3. Mailing Addresses. Sublessor's and Sublessee's mailing addresses are:

Sublessor Address: Q Lube, Inc.
1385 W. 2200 S.
Salt Lake City, Utah 84119
Attn: Legal Department
Telephone: (801) 972-6667

153 AMERICAN TITLE order #

0010200
for MC

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Facsimile: (801) 975-4627

With a copy to: Stephen K. Christensen
NELSON RASMUSSEN & CHRISTENSEN
215 S. State Street, Suite 900
Salt Lake City, Utah 84025

Sublessee Address: Autoserve/Lubeco, L.L.C.
1385 W. 2200 S.
Salt Lake City, Utah 84119
Attn: Legal Department
Telephone: (801) 972-6667
Facsimile: (801) 975-4627

With a copy to: Autoserve, Inc.
803 West Golf Road
Schaumburg, Illinois 60194

4. Right of First Refusal. Pursuant to the terms of the Sublease, Sublessee has the first right to purchase the Subleased Premises.

5. Memorandum. This Memorandum only briefly summarizes some of the provisions of the Sublease and reference should be made to the Sublease for the full text of all provisions of the Sublease. In the event of any conflict between the provisions of this Memorandum and the provisions of the Sublease, the provisions of the Sublease shall control.

SUBLESSOR:

Q LUBE, INC.,
a Delaware corporation

By: [Signature]

Its ENP

Date: 1-30-98

SUBLESSEE:

AUTOSERVE/LUBECO, L.L.C.
a Utah limited liability company

By Autoserve, Inc.
By: [Signature] V.P.

Its: MAN

Date: 1-28-98

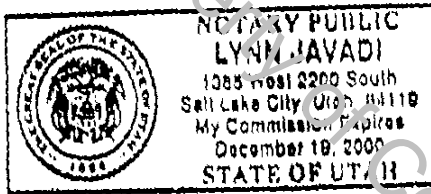
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STATE OF UTAH)
)ss
COUNTY OF SALT LAKE)

On January 29, 1998, before the undersigned, a Notary Public in and for said State, personally appeared Shane D. Smoot, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the Executive Vice President of Q Lube, Inc., a Delaware corporation, and caused the foregoing instrument to be executed pursuant to its Bylaws or a resolution of its Board of Directors.

Witness my hand and official seal.



[Signature]

Notary Public

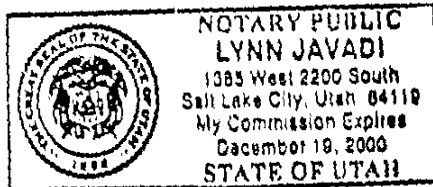
My commission expires: 12-19-2000

[SEAL]

STATE OF UTAH)
)ss
COUNTY OF SALT LAKE)

On January 29, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared John Jacobs, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the Vice President of Autoserve, Inc., which corporation is a manager of Autoserve/Lubecor, L.L.C., a Utah limited liability company, and caused the foregoing instrument to be executed pursuant to its Operating Agreement or a resolution of its Managers.

Witness my hand and official seal.



[Signature]

Notary Public

My commission expires: 12-19-2000

[SEAL]

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EXHIBIT "A"

#1864 BOWMAN ARLINGTON HEIGHTS

LOT 1 IN BOWMAN'S SUBDIVISION, BEING A SUBDIVISION OF THAT PART OF THE EAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 18, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING SOUTH OF THE CENTERLINE OF RAND ROAD, DESCRIBED AS FOLLOWS: COMMENCING AT A POINT IN THE CENTERLINE OF RAND ROAD THAT IS 154.50 FEET NORTHWESTERLY OF THE INTERSECTION OF THE CENTERLINE OF SAID ROAD WITH THE EAST LINE OF SECTION 18; THENCE NORTHWESTERLY ALONG THE CENTERLINE OF SAID ROAD 100.00 FEET; THENCE SOUTHWESTERLY 615.56 FEET TO A POINT THAT IS 718 FEET EAST OF THE WEST LINE AND 1830.56 FEET NORTH OF THE SOUTH LINE OF SAID EAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 18; THENCE SOUTH PARALLEL TO THE WEST LINE OF THE SOUTHEAST 1/4 OF SECTION 18, 149.67 FEET; THENCE NORTHEASTERLY 726.92 FEET TO THE PLACE OF BEGINNING (EXCEPTING THEREFROM THAT PART HERETOFORE DEDICATED FOR PUBLIC STREET BY DOC NO. 85188836 RECORDED SEPTEMBER 13, 1985) IN COOK COUNTY, ILLINOIS.

CH 121A 215 W. Rand Rd
Arlington Heights, Ill

part 03-18-401-136

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