

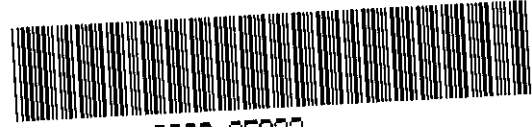


BK 1428 PG 581-586

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

2002 MAR 13 PM 3:40

RECEIVED



MISC 2002 05833

**THIS PAGE INCLUDED FOR INDEXING
PAGE DOWN FOR BALANCE OF INSTRUMENT**

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71-16593
 BKP _____ C/O _____ COMP B^w
 DEL _____ SCAN ✓ FV _____

MEMORANDUM OF LEASE

PREPARED BY,
RECORDING REQUESTED BY,
AND WHEN RECORDED MAIL TO:

O'Melveny & Myers LLP
400 South Hope Street
Los Angeles, California 90071-2899
Attention: Joseph McHugh, Esq.

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

THIS MEMORANDUM OF LEASE is made as of this 27th day of December, 2001, between Fantasy's, Inc., a Nebraska corporation, hereinafter referred to as "**Landlord**," and Heartland Automotive Services, Inc., a Minnesota corporation, hereinafter referred to as "**Tenant**".

Landlord has leased to Tenant the real property situated in the County of Douglas, State of Nebraska, as described in Exhibit "A" attached hereto and made a part hereof, pursuant to the terms of that certain Lease Agreement between Landlord and Tenant dated August 15, 2001 (the "**Lease**").

The Lease commenced on August 15, 2001 and terminates on August 31, 2020. In addition, Tenant is given one (1) option to extend the term of the Lease for five (5) years.

The rentals to be paid by Tenant and all of the rights and obligations of the parties with respect to the above-described property are set forth in the Lease.

This instrument is a memorandum of the aforesaid Lease and is subject to all of the terms and conditions thereof.

This instrument may be executed in any number of counterparts, each of which shall be considered an original for all purposes; provided however, that all such counterparts shall constitute one and the same instrument.

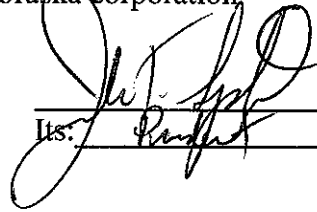
IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first above written.

LANDLORD:

Fantasy's, Inc.,
a Nebraska corporation

By: _____

Its: _____

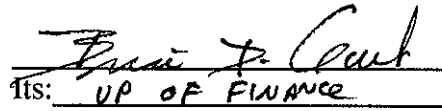


TENANT:

Heartland Automotive Services, Inc.,
a Minnesota corporation

By: _____

Its: _____



State of Ne)
County of Sarpy) ss.

On this 27th day of Dec, 2001, before me, a Notary Public, duly commissioned and qualified in said County and State, personally appeared John Spaustat, of Fantasy's Inc, to me personally known to be the owner of Fantasy's Inc and the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his/her voluntary act and deed as such officer and the voluntary act and deed of _____.

Witness my hand and notarial seal this 27th day of Dec, 2001

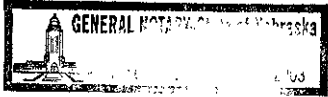
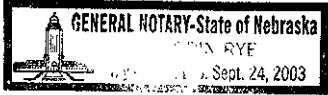
My Commission Expires:

Robin Rye
Notary Public:

Sept 24 2003

Commissioned in Douglas County

[NOTARIAL SEAL]

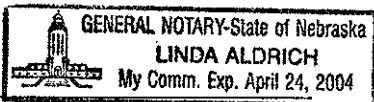


State of Nebraska)
) ss.
County of Douglas)

On this 16th day of January, 2002 before me, a Notary Public, duly commissioned and qualified in said County and State, personally appeared Brian Clark, of Heartland Automotive Services, Inc. to me personally known to be the Vice President of Finance and the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his/her voluntary act and deed as such officer and the voluntary act and deed of Heartland Automotive Services, Inc.

Witness my hand and notarial seal this 16th day of January, 2002

My Commission Expires: 4-24-04



Linda Aldrich
Notary Public:

Commissioned in Douglas County

[NOTARIAL SEAL]

EXHIBIT A

Legal Description

Street Address	City	County	State	Zip
3715 North 147 th Street	Omaha	Douglas	Nebraska	68116

Tax Parcel No.: 1596-1054-13

Lot 3 & 4, Hillsborough Plaza, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and together with Roadway Easement over a part of Lot 1, Hillsborough West Replat adjoining on the East, Recorded in Miscellaneous Book 1337, Page 97.