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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made by and between CYNET, INC., a Nebraska Corporation ("Landlord") and AUTO PROS MILLARD, INC., a Nebraska Corporation ("Tenant").

W I T N E S S E T H;

Landlord and Tenant have heretofore entered into a Lease executed the 18th day of October, 1991, with respect to certain premises commonly known as 4870 South 137 Street, Omaha, Nebraska and more particularly described on Exhibit "A" attached hereto and by this reference incorporated herein and located within Moritz Plaza, and Addition to the City of Omaha, Douglas County, Nebraska.

Said Lease runs for a term of fifteen (15) years commencing on the first day of June, 1992.

Said Lease provides that the Tenant pay rent during the Lease Term in accordance with said lease. Said Lease provides that the Tenant shall have a right of first refusal to purchase said premises during the Lease Term, which right of first refusal is subordinate to the terms, conditions and provision of Landlord's financing and which right of first refusal is subject to the provisions of Article 30 of said Lease.

This Memorandum of Lease does not amend or modify the referenced Lease but this Memorandum is executed in order that it

might be recorded to give notice of the respective rights of the Tenant and the Landlord.

IN WITNESS WHEREOF, Landlord and Tenant have executed this Memorandum of Lease effective as of October 18, 1991.

LANDLORD: CYNET, INC.

By *R. E. Tetrick, Jr.*
It's President

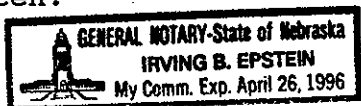
TENANT: AUTO PROS MILLARD, INC.

By *Mark E. Anthony*
It's President

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On the 19 day of November, 1992, before me, the undersigned Notary Public, personally came R.E. Tetrick, Jr., President of Cynet, Inc., to me known to be the identical person whose name is affixed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as President and the voluntary act and deed of the corporation.

SUBSCRIBED and SWORN TO before me on the date last above written.

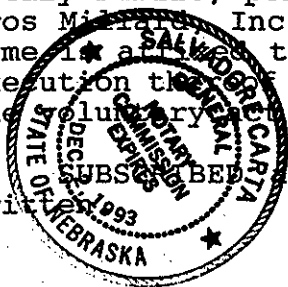


Irving B. Epstein
Notary Public

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On the 13th day of November, 1992, before me, the undersigned Notary Public, personally came Mark E. Anthony, President of Auto Pros Millard, Inc., to me known to be the identical person whose name is affixed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as President and the voluntary act and deed of the corporation.

SUBSCRIBED and SWORN TO before me on the date last above written.



[Signature]
Notary Public

SITE PLAN and LEGAL DESCRIPTION

Legal Description:

That part of Lot 6, Moritz Plaza, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, more particularly described as:

Part of Lot 6, Moritz Plaza, located in the Southeast Quarter of Section 1, Township 14 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Beginning at the point of intersection of the westerly right-of-way line of 137th Street and the Northerly right-of-way line of Millard Avenue; thence South 50°48'17" West (assumed bearing) along said northerly right-of-way line of Millard Avenue, a distance of 385 feet, to a point on the westerly line of said Lot 6, Moritz Plaza, said westerly line also being the centerline of the West Papillion Creek; thence North 33°16'12" West along said Westerly line of Lot 6, Moritz Plaza and said centerline of the West Papillion Creek, a distance of 110 feet; thence northeasterly on a line parallel to the Northerly right-of-way line of Millard Avenue to a point on the westerly right-of-way line of 137th Street, 110 feet northwest of the point of beginning; thence South 40°52'23" East along said westerly right-of-way line of 137th Street, a distance of 110 feet to the point of beginning.

RECEIVED
Dec 17 10 27 AM '92
GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

CASE 34674.0 BR 1048 R _____ FV _____
TYPE map PG 580-587 SCAN MA MC MB
FEE 1500 OF map COMP _____ FB 64-26280
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