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

Robert J. Kmiecik  
Stinson Morrison Hecker LLP  
1299 Farnam Street  
Omaha, NE 68102  
Tel: 402 930 1713

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

December, 2003, between Commerce Automotive Realty of Texas, Ltd., a Texas limited partnership (hereinafter referred to as "Lessor"), and Heartland Automotive Services II, Inc., a Delaware corporation (hereinafter referred to as "Lessee").

Lessor has leased to Lessee the real property situated in the County of DeSoto, State of Mississippi, commonly known as 1652 Goodman Road West, Horn Lake, Mississippi, and legally described on Exhibit "A" attached hereto and made a part hereof, pursuant to the terms of that certain Lease between Lessor and Lessee dated July 7, 2003 (the "Lease").

The initial term of the Lease shall commence on the date Lessee receives a certificate of occupancy for the premises, and the initial term shall terminate on the 20<sup>th</sup> anniversary of such date. In addition, Lessee is given four (4) options to extend the term of the Lease for five (5) years each.

The rentals to be paid by Lessee 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.



EXHIBIT "A"

Lot #9 of the Fifth Revision of the Stansell Square 3-Lot Subdivision; Section 26,  
Township 1 South, Range 8 West, Horn Lake, DeSoto County, Mississippi.

Commerce Automotive Realty of Texas, Ltd.  
9111 Jollyville Rd. #106  
Austin, TX 78759  
(Tel: 512 346 7030)

Heartland Automotive Services II, Inc.  
11308 Davenport St.  
Omaha, NE 68154  
(Tel: 402 333 0990)