

EXP-5-2332 AM

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MEMORANDUM OF LEASE

THIS MEMORANDUM is entered into as of August 18, 1995
by and between JON TYLER DIEFENDERFER and KERRY L. DIEFENDERFER,
TRUSTEES OF THE REVOCABLE LIVING TRUST OF JON TYLER DIEFENDERFER,
DATED APRIL 12, 1993 ("Landlord") and ROCKY MOUNTAIN OIL, INC., a
Montana corporation ("Tenant").


1. Landlord and Tenant are parties to that certain Lease Agreement dated March 30, 1995, as amended by that certain Amendment to Lease dated May 22, 1995 (collectively, the "Lease") with regard to approximately 32,853 square feet of real property located on the southeast corner of the intersection of U.S. Highway #14 and State Highway #87 (also known as Coffeen Avenue) in the City of Sheridan, Sheridan County, Wyoming, as legally described on Exhibit A attached (the "Premises").
2. The term of the Lease commences on the first day of the first month following Tenant's commencement of business on the Premises and continues for ten (10) years thereafter (the "Initial Term"). Tenant has the right, at its option, to renew the term of the Lease under the same terms and conditions for six (6) consecutive periods of five (5) years each. Tenant is entitled to occupy the Premises prior to the commencement of the Initial Term for purposes of constructing and stocking a gasoline/convenience store on the Premises.
3. Pursuant to the Lease, Landlord has granted Tenant a right of first refusal to purchase the Premises, subject to certain terms and conditions set forth in the Lease.
4. Reference is made to the Lease for a full statement of the terms and conditions thereof, all of which are hereby incorporated by reference.

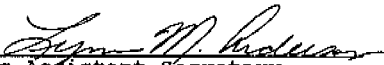
IN AGREEMENT, the parties have executed this Memorandum of Lease as of the date first above written.

LANDLORD:

TENANT:

ROCKY MOUNTAIN OIL, INC.


Jon Tyler Diefenderfer,
Trustee of the REVOCABLE LIVING
TRUST OF JON TYLER DIEFENDERFER
DATED APRIL 12, 1993

By 
Its Assistant Secretary

Kerry L. Diefenderfer

Kerry L. Diefenderfer,
Trustee of the REVOCABLE LIVING
TRUST OF JON TYLER DIEFENDERFER
DATED APRIL 12, 1993

STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

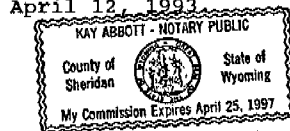
The foregoing instrument was acknowledged before me this
27th day of July, 1995, by Jon Tyler Diefenderfer, Trustee
of the Revocable Living Trust of Jon Tyler Diefenderfer dated
April 12, 1993.



Kay Abbott
Notary Public

STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this
27th day of July, 1995, by Kerry L. Diefenderfer, Trustee
of the Revocable Living Trust of Jon Tyler Diefenderfer dated
April 12, 1993.



Kay Abbott
Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this
18th day of August, 1995, by Lynn M. Anderson, the
Assistant Secretary of Rocky Mountain Oil, Inc., a Montana
corporation, on behalf of the corporation.

Rhonda K. Ozmun
Notary Public

THIS INSTRUMENT DRAFTED BY:

LINDQUIST AND VENNUM (DKP)
4200 IDS Center
Minneapolis, Minnesota 55402
(612) 371-3211

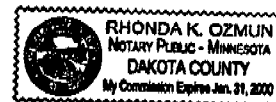


EXHIBIT A

Legal Description

Tract 8, EXCEPT the South 193.7 feet and except the East 82 feet thereof, and Tract 9, EXCEPT the South 193.7 feet thereof, Brundage Place, Sheridan County, Wyoming

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