

RECEIVED

21-0022-006-001

Village Mart

LEASE AMENDMENT
Date: 4/27/04

FIFTH AMENDMENT TO LEASE AGREEMENT

The undersigned Topvalco, Inc. an Ohio corporation (hereinafter called Landlord) and Mahmod S. Ibrahim (hereinafter called Tenant), in consideration of One Dollar (\$1.00) and other considerations, hereby agree between themselves as follows:

A. That certain Lease from Landlord to Tenant dated February 11, 1991, together with amendments dated, March 20, 1996, August 7, 2001, October 16, 2003, and February 4, 2004 (the "Lease") for the rental of the following described property ("leased premises"):

4055 American Way Boulevard, Suite 556, and 4045 American Way Boulevard, Suite 14, Memphis, Tennessee, located in American Way Village Shopping Center, consisting of 10,835 square feet of leasable floor space

is hereby modified as follows:

1. Landlord and Tenant hereby confirm and ratify, except as modified below, all of the terms, conditions and covenants in the Lease Agreement.
2. Tenant warrants that Tenant has accepted and is now in possession of the Leased Premises and that the Lease is valid and presently in full force and effect.

Expansion Space – 4045 American Way Boulevard, Suites 12 and 13:

3. Effective May 1, 2004, and continuing through December 31, 2013, the square footage shall increase by 2,310 square feet from 10,835 to 13,145 square feet, as shown on the site plan attached hereto as Exhibit "A".
4. The address of the expansion space shall be 4045 American Way Boulevard, suites 12 and 13, Memphis, Tennessee, located within American Way Village Shopping Center, (hereinafter referred to as "Expansion Space").
5. The monthly base rental for the Existing Space and Expansion Space shall be as follows:

	<u>Existing Space</u> <u>Base Monthly Rental</u>	<u>Expansion Space</u> <u>Base Monthly Rental</u>	<u>Total</u> <u>Base Monthly Rental</u>
10/1/03 – 12/31/03	\$0.00	\$N/A	\$0.00
1/1/04 – 1/31/04	\$6,109.38	\$N/A	\$6,109.38
2/01/04 - 2/29/04	\$7,404.90	\$N/A	\$7,404.90
3/1/04 – 4/30/04	\$7,674.80	\$N/A	\$7,678.80
5/1/04 – 7/31/04 *	\$7,674.80	\$0.00*	\$7,674.80
8/1/04 – 11/30/04*	\$7,674.80	\$647.50*	\$8,322.30
12/1/04 – 12/31/05	\$7,674.80	\$1,295.00	\$8,969.80
1/1/06 – 12/31/07	\$7,855.38	\$1,325.92	\$9,181.30
1/1/08 – 12/31/09	\$8,035.96	\$1,356.83	\$9,392.79
1/1/10 – 12/31/11	\$8,216.55	\$1,387.75	\$9,604.30
1/1/12 – 12/31/13	\$8,397.13	\$1,418.67	\$9,815.80

*Tenant shall be responsible for monthly operating expenses, including, but not limited to real estate taxes, liability insurance and common area maintenance beginning May 1, 2004 for the Expansion Space.

6. **Expansion Space Operating Expenses:** Tenant shall be responsible for monthly operating expenses, including, but not limited to real estate taxes, liability insurance and common area maintenance beginning May 1, 2004. Tenant's initial total Operating Expenses for the Existing Space and Expansion Space shall be \$3,833.96 per month.
7. It is agreed and understood that Tenant is leasing the Expansion Space in its "as is" condition and that no alterations, physical additions or improvements shall be performed in the Expansion Space by Landlord. In the event Tenant should require any alterations, physical additions or improvements in the future, all costs shall be borne by Tenant, and must first be approved by Landlord in writing.

Except as modified herein, all other provisions of said Lease are hereby ratified.

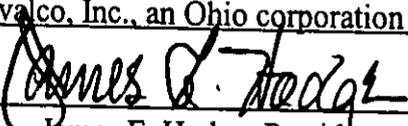
Signed at Topvalco this 27 day of April, 2004.

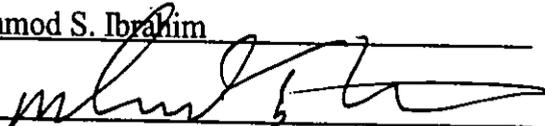
LANDLORD

TENANT

Topvalco, Inc., an Ohio corporation

Mahmod S. Ibrahim

BY: 

BY: 

James E. Hodge, President

Mahmod S. Ibrahim

ACKNOWLEDGMENTS FOR LANDLORD AND TENANT

LANDLORD

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

BEFORE ME, the undersigned Notary Public in and for the State and County aforesaid, personally appeared James E. Hodge with whom I am personally acquainted (or proved to me on the basis of satisfactory evident) and who, upon oath, acknowledged himself to be the President of Topvalco, Inc. the within named bargainor, a corporation, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such President.

WITNESS my hand and Official Seal at office this 27 day of April, 2004.

Jennifer Jones
Notary Public

My Commission Expires:

Nov. 1, 2004



JENNIFER JONES
Notary Public, State of Ohio
My Commission Expires Nov. 1, 2004

TENANT

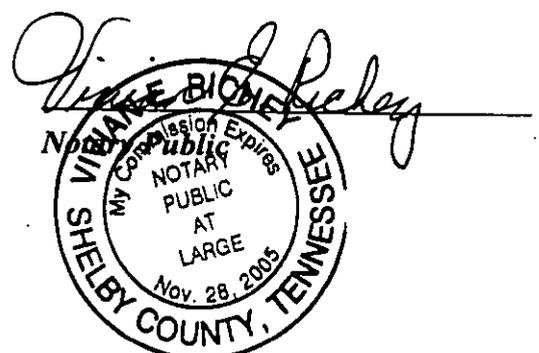
STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

BEFORE ME, the undersigned Notary Public in and for the State and County aforesaid, personally appeared Mahmod S. Ibrahim with whom I am personally acquainted (or proved to me on the basis of satisfactory evident) to be the person described herein and who, upon oath, executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

WITNESS my hand and Official Seal at office this 4th day of April, 2004.

My Commission Expires:

11/28/05



Weston Design, inc.

memphis tennessee

American Way Village Shopping Center

AMERICAN WAY & CLAUDETTE
MEMPHIS, TENNESSEE

LAND AREA: 15.95 Acres
BUILDING AREA: 121,222 SF
PARKING: ±487 SPACES

Building 'A' 4085 AMERICAN WAY	
TENANT	AREA
1. KEMBA	4,000 SF
2. **AVAILABLE**	1,825 SF
3. WASHINGTON MUTUAL	1,500 SF
4. PRIMARY CARE SERVICES	7,125 SF

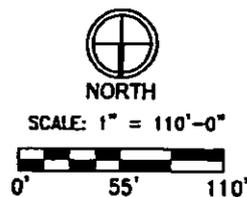
Kroger 4075 AMERICAN WAY	
TENANT	AREA
Kroger	TOTAL 83,988 SF

Building 'B' 4055 AMERICAN WAY	
TENANT	AREA
6. VILLAGE MART	8,625 SF

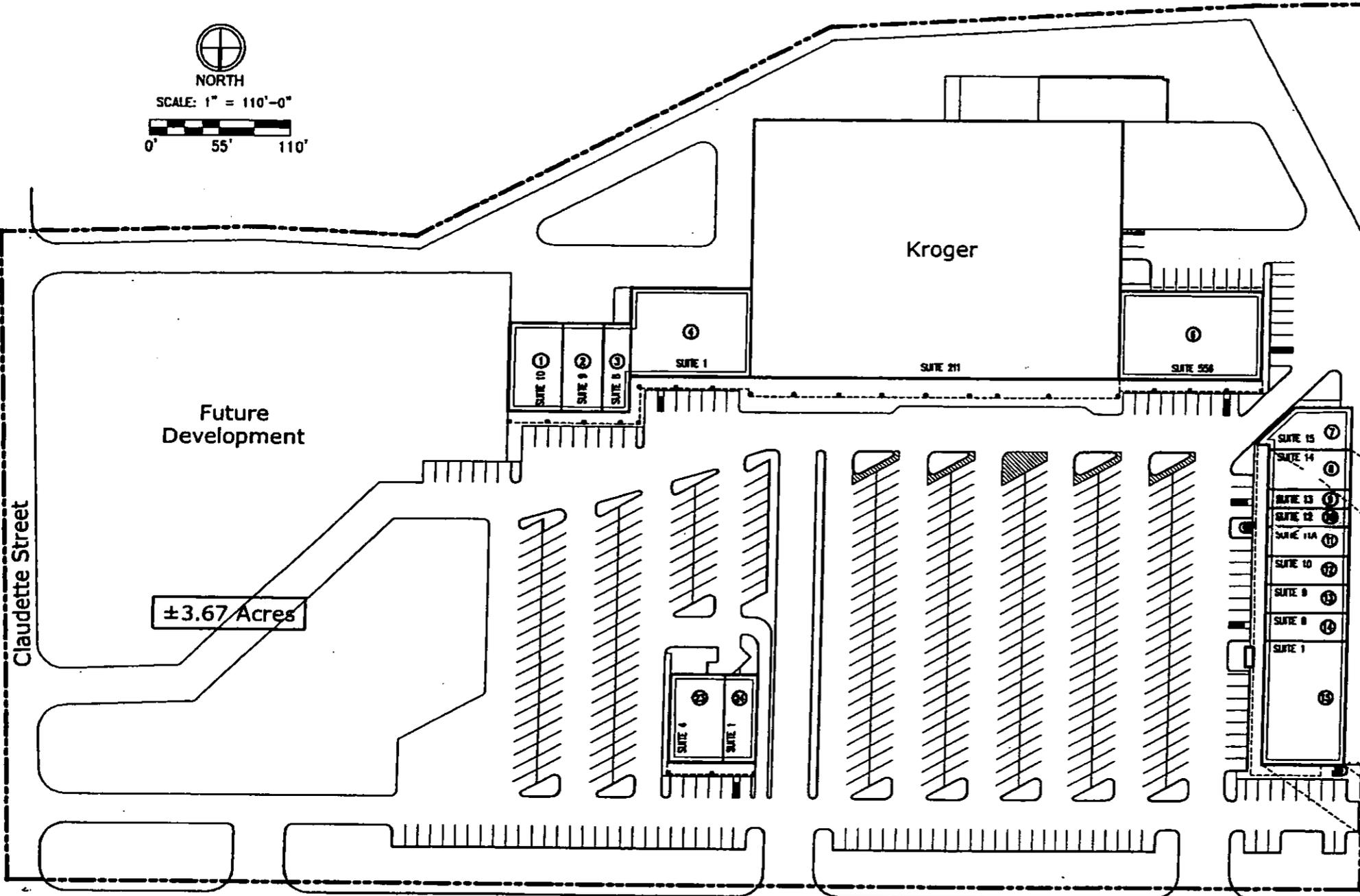
Building 'C' 4085 AMERICAN WAY	
TENANT	AREA
23. LESLIE POOLS	3,884 SF
24. ACE CASH AMERICA	1,440 SF

Building 'D' 4045 AMERICAN WAY	
TENANT	AREA
7. LATINO MEMPHIS	1,800 SF
8. VILLAGE MART	2,210 SF
9. VILLAGE MART (EXP.)	1,400 SF
10. VILLAGE MART (EXP.)	810 SF
11. BEAUTIFUL NAILS	950 SF
12. AFRICAN BRIDAL ACTION	1,170 SF
13. JACKSON HEWITT TAX SERVICE	1,820 SF
14. JACKSON HEWITT (EXP.)	1,200 SF
15. **AVAILABLE**	8,890 SF
16. TENNESSEE CARRIERS	2,250 SF
17. TENNESSEE CARRIERS (EXP.)	1,240 SF
18. **AVAILABLE**	774 SF
19. LATINO MEMPHIS	1,076 SF
20. MAVERICK SECURITY (EXP.)	1,000 SF
21. MAVERICK SECURITY	1,725 SF
22. **AVAILABLE**	3,002 SF

DATE REVISED: 04/14/04
 DIRECTORY: P:\RETAIL\TNT-SITE\VCSC
 FILENAME: AMWAY.DWG



SITE PLAN INDICATING Expansion Leased Premises



American Way Road