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K-33735

MEMORANDUM OF OPTION AGREEMENT

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KNOW ALL MEN BY THESE PRESENTS, That the undersigned Fred Arnold Woods, Jr.
& Laverne M. Woods, husband and wife, as optionor, and
 ORE CAL GENERAL WHOLESALE, INC., an Oregon corporation, as optionee, have
 entered into an option agreement in writing under date of Sept. 15, 1980,
 wherein optionor has granted to optionee the exclusive right to purchase the
 following-described real property, situated in Klamath County, Oregon, to-wit:

PARCEL ONE: A tract of land being Lot 1 and a portion of Lot 2 in
 Block 3 of Tract 1080, Washburn Park, according to the official plat
 thereof on file in the office of the County Clerk of Klamath County,
 Oregon, being more particularly described as follows: Beginning at
 the Southwest corner of said Lot 1; thence N. 00°04'50" E. 195.00
 feet to the Northwest corner of said Lot 1; thence continuing N.
 00°04'50" E. 57.80 feet; thence S. 89°25'10" E. 300.00 feet; thence
 S. 00°04'50" W. 57.80 feet to the Northeast corner of said Lot 1;
 thence continuing S. 00°04'50" W. 195.00 feet to the southeast
 corner of said Lot 1; thence N. 89°25'10" W. 300.00 feet to the
 beginning. EXCEPTING THEREFROM that portion conveyed to the State
 of Oregon, by and through its Department of Transportation, Highway
 Division, recorded August 16, 1976, in Deed Volume M-76, page 12646,
 Microfilm records of Klamath County, Oregon.

PARCEL TWO: A tract of land situated in Lot 2, Block 3, Tract 1080,
 Washburn Park, more particularly described as follows: Beginning
 at a point on the easterly right of way line of Washburn Way, said
 point being N. 00°04'50" E. 57.80 feet from the Northwest corner of
 Lot 1, Block 3; thence S. 89°25'10" E. 300.00 feet to the true
 point of beginning; thence S. 89°25'10" E. a distance of 100.08 feet
 to a point; thence S. 89°56'30" E. a distance of 51.67 feet to the
 Northwest corner of parcel conveyed to Ronald T. Williams, et ux, by
 Deed Vol. M-77, page 17511; thence S. 0°04'50" W. along the West
 line of last mentioned parcel a distance of 253.26 feet to the North
 line of Crosby Avenue; thence N. 89°25'10" W. along said North line a
 distance of 151.76 feet to the Southeast corner of Lot 1, Block 3;
 thence N. 0°04'50" E. a distance of 252.8 feet, more or less, to the
 point of beginning.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of

Sept., 1980.

Fred Arnold Woods, Jr.
Laverne M. Woods

STATE OF OREGON) ss. Sept. 15, 1980
 County of Klamath)

Personally appeared the above-named Fred Arnold Woods, Jr. and Laverne M. Woods
 known to be the identical person described in and who executed the husband and wife
 foregoing Memorandum of Option Agreement, and acknowledged said instrument
 to be their voluntary act and deed.

L. J. [Signature]
 NOTARY PUBLIC FOR OREGON
 My commission expires 8/14/82

19422

ORE-CAL GENERAL WHOLESALE, INC.

By [Signature]
President

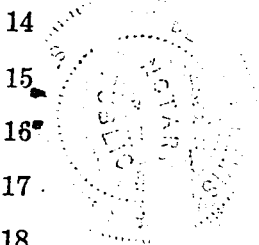
By [Signature]
Secretary

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5 STATE OF OREGON }
6 County of KLAMATH }

ss. September 15, 1980

7 Personally appeared Harry R. Waggoner and
8 Jewell Huston, who being first duly sworn, did say that they
9 are the president and secretary, respectively, of ORE -CAL GENERAL
10 WHOLESALE, INC., an Oregon corporation, and that the foregoing Deed was
11 signed in behalf of said corporation by authority of its board of directors;
12 and they acknowledged said instrument to be its voluntary act and deed.

13 Before me:



14
15 [Signature]
16 NOTARY PUBLIC FOR OREGON
17 My commission expires 4-24-82

18
19 STATE OF OREGON; COUNTY OF KLAMATH; ss.

20 filed for record at request of Klamath County Title Co.

21 this 7th day of October A. D. 1980 at 10:58 clock A M., and

22 duly recorded in Vol. 1130, of Deeds on Page 19421

23 W. B. MILNE, County Clerk
By [Signature]

24 Fee \$7.00

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