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January 20, 1981

Earl Wm. Green, President
E.W.G. Development Corporation
4093 West 11th
Eugene, Oregon 97402

09025

RE: BELLINGHAM SHOPPING CENTER SITE and
KLAMATH FALLS SHOPPING CENTER SITE

Dear Mr. Green:

Based upon our conversations pursuant to the above referenced centers, we are prepared to do the following in exchange for your granting us the exclusive listing to negotiate in your behalf:

- 1) To put together two complete packages that will grant a prospective purchaser/joint venture partner the tools to properly assess the ventures.
- 2) To reproduce the packages for broad submittal to purchaser/joint venture partners capable of developing the centers.
- 3) To advertise the packages in the western edition of the Wall Street Journal.
- 4) To help you negotiate the purchase/sale instruments with the purchaser/joint venture partners.
- 5) To help you negotiate the terms and conditions with the present sellers reference to restructuring the purchase agreements.
- 6) To help you seek out tenants for the center.
- 7) To move rapidly to reach a satisfactory conclusion on the two projects.

It appears that the problems involved with developing a shopping center are monumental in nature considering the high interest rates, tight money market, lower net profits in the retail stores, more legal controls from the municipalities and governmental regulations, and as you are aware, the great amount of front end dollars and staying power required by the developer.

JM

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REQUEST OF
JACOBSON, AUDITOR
WILSON COUNTY, NASH
DEPUTY

*W. W. Real Estate Systems
1342 Hwy 11 St., Suite 2
Eugene, Oregon 97401*

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January 20, 1981 .
Earl Wm. Green

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Because of the position that you are now in as far as the Klamath Falls project is concerned, where the possibility of foreclosure on some of the sites exist, and the very real problems exhibited on both projects due to the all cash terms in the land purchase, we are going to have to "shotgun" our package to every qualified developer to first remove those who cannot qualify due to the time constraints.

Then, as we conversed earlier, it is too late for you to consider only negotiating with one developer as that person may be taking you down the prim rose path and really has no intention of making a final deal with you.

Further, it is extremely important that all the negotiations are first processed through our office so that we will have our hands on the total offerings as well as the possibility of joining one or more developers together that could be interested in the projects.

Based upon the above, we would be willing to move ahead to accomplish through our "best efforts" a satisfactory solution for you at this crucial time. We would require your approval of this letter-agreement granting us the exclusive listing for 180 days, based upon a fee-commission formula as follows:

5% of the selling price of the land, or,
25% of the gross dollars paid to Earl
Wm. Green, or, E.W.G. Development Co., Inc.,
for the Klamath Falls and Bellingham
shopping center sites, said fees to be
paid through escrow at time of closing.

*whichever is
the lesser.*
(Signature)

An additional requirement would be that you have all real estate agents that are interested in the projects or have clients that may be interested to call us for the negotiations of the two packages. It is important for us to know what is happening in this regard and we, in turn, will report the conversations or offerings to you as we are so required.

Sincerely yours,

JAMES D. MILLER & ASSOCIATES

Wayne L. Johnson

APPROVED: E.W.G. DEVELOPMENT CO.

EXCLUDE: *RONIT WASH*
By *Earl Wm Green* Pres.

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Earl Wm Green
Earl Wm. Green, Personally

PARCEL 1

A portion of the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon, more particularly described as follows:

Beginning at a point which is 30 feet West and 30 feet South of quarter corner between Sections 1 and 2, Township 39 South, Range 9 East of the Willamette Meridian, and being the true point of beginning of this description; thence South 308.88 feet to a point; thence West 56.4 feet to a point; thence North 308.88 feet to a point; thence East 56.4 feet to the point of beginning.

EXCEPTING THEREFROM that portion Deeded to State of Oregon by and through its State Highway Commission by Deed Volume 353 at page 439.

PARCEL 2

Beginning at a point 30 feet South and 86.4 feet West of the quarter corner between Sections 1 and 2, Township 39 South, Range 9 East of the Willamette Meridian; thence South 376.5 feet; thence North 70° 19' West 63.2 feet; thence North 355.6 feet; thence East 59.5 feet to the place of beginning.

EXCEPTING THEREFROM that portion deeded to State of Oregon by and through its State Highway Commission in Deed Volume 354 at page 251.

SAVING AND EXCEPTING from the above described parcels a portion of the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon, more particularly described as follows:

Beginning at a one-half iron pin on the West line of Madison Street and the Northerly bank of the Enterprise Canal which iron pin bears South 30.0 feet and West 30.0 feet and South 396.7 feet from the East quarter corner of said Section 2; thence along the Northerly bank of the Enterprise Canal North 70° 19' West a distance of 123.1 feet to a one inch iron axel; thence North a distance of 85.6 feet to a point; thence East parallel with the South right of way line of South Sixth Street, a distance of 115.9 feet to a point on the West line of Madison Street; thence South along said West line a distance of 126.7 feet, more or less, to the point of beginning.

Parcel 3

A portion of Lots 8 and 9, Block 2, BAILEY TRACTS NO. 2, in the County of Klamath, State of Oregon, described as follows:

Beginning at a point on the West line of Lot 9, Block 2, BAILEY TRACTS NO. 2, which bears North 0° 02' East 135 feet from the Southwest corner of said Lot 9; thence South 89° 59' East 149 feet to the East line of Lot 8 said Block 2; thence North 0° 02' East along the East line of said Lot 8 a distance of 75 feet; thence North 89° 59' West a distance of 148 feet more or less to the West line of said Lot 9; thence South 0° 02' West along the West line of said Lot 9 a distance of 75 feet, more or less to the point of beginning.

Parcel 4

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Lots 1, 2, 3, 4, 5, 6, 7, 8 and 9, Block 2, BAILEY TRACTS NO. 2, in the County of Klamath, State of Oregon, EXCEPTING THEREFROM the South 60 feet of Lots 1, 2, 3, 4, 5, 6, 7, 8 and 9, Block 2, of BAILEY TRACTS NO. 2, in the County of Klamath, State of Oregon.

ALSO EXCEPTING Beginning at the Southwest corner of Lot 9, Block 2 of Bailey Tracts No. 2; thence East 639 feet; thence South 60 feet; thence West 639 feet; thence North 60 feet to place of beginning, being a part of Bailey Tracts No. 2 which was formerly Nadine Street.

ALSO EXCEPTING THEREFROM a portion of Lots 8 and 9, Block 2, Bailey Tracts No. 2, in the County of Klamath, State of Oregon, described as follows:

Beginning at a point on the West line of Lot 9, Block 2, Bailey Tracts No. 2, which bears North $0^{\circ} 02'$ East 135 feet from the Southwest corner of said Lot 9; thence South $89^{\circ} 59'$ East 149 feet to the East line of Lot 8 said Block 2; thence North $0^{\circ} 02'$ East along the East line of said Lot 8 a distance of 75 feet; thence North $89^{\circ} 59'$ West a distance of 149 feet more or less to the West line of said Lot 9; thence South $0^{\circ} 02'$ West along the West line of said Lot 9 a distance of 75 feet, more or less to the point of beginning.

AND ALSO EXCEPTING THEREFROM

Beginning at a point on the West line of Lot 9, Block 2, Bailey Tracts No. 2, which bears North $0^{\circ} 02'$ East 60 feet from the Southwest corner of said Lot 9; thence South $89^{\circ} 59'$ East 149 feet to the East line of Lot 8 said Block 2; thence North $0^{\circ} 02'$ East along the East line of said Lot 8 a distance of 75 feet; thence North $89^{\circ} 59'$ West a distance of 149 feet, more or less to the West line of said Lot 9; thence South $0^{\circ} 02'$ West along the West line of said Lot 9 a distance of 75 feet more or less to the point of beginning, being a portion of Lots 8 and 9 in Block 2 of Bailey Tract No. 2.

Parcel 5

A parcel of land situated in the E $\frac{1}{4}$ N $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon, more particularly described as follows:

Beginning at a point on the South bank of the Enterprise Irrigation District Ditch where it crosses the East line of NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, Township 39 South, Range 9 East of the Willamette Meridian, approximately 480 feet South of the quarter corner of the East line of said section; thence along the said South line or bank of said ditch, North $61^{\circ} 18'$ West a distance of 87 feet; thence North $70^{\circ} 38'$ West a distance of 524 feet; thence South $79^{\circ} 21'$ West a distance of 51 feet; thence South $39^{\circ} 14'$ West a distance of 68 feet to a point on the Easterly line of Bailey Tracts No. 2 according to the duly recorded plat thereof; thence following said line South $0^{\circ} 19'$ West a distance of 322.5 feet to an iron pin; thence East 430.4 feet to an iron pin marking the most Northerly corner of Lot 3, Block 1, Bel Aire Gardens; thence continuing East a distance of 75.0 feet to a point; thence North $0^{\circ} 14' 30''$ West a distance of 100.0 feet to a point; thence East a distance of 160.0 feet to a point on the East line of said Section 2; thence North along said Section line to the point of beginning.

EXCEPTING the Easterly 30 feet thereof lying within the right of way of Madison Street.

COUNTY OF KLAMATH.

I, Wayne L. Johnson, attest that I witnessed Earl Wm. Green signing his signature to the attached document.


Wayne L. Johnson

Dated May 14, 1981

STATE OF OREGON,

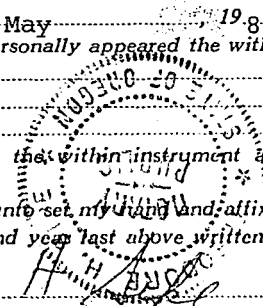
FORM NO. 23 — ACKNOWLEDGMENT
STEVENS-NESS LAW PUB. CO., PORTLAND, ORE.

County of Lane } ss.

BE IT REMEMBERED, That on this 14th day of May, 1981, before me, the undersigned, a Notary Public in and for said County and State, personally appeared the within named Wayne L. Johnson

known to me to be the identical individual..... described in and who executed the within instrument and acknowledged to me that.....he.....executed the same freely and voluntarily.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal the day and year last above written.


Theodore H. Bush
Notary Public for Oregon.

My Commission expires Nov 29, 1982

STATE OF OREGON; COUNTY OF KLAMATH; ss.

I hereby certify that the within instrument was received and filed for record on the

22nd day of May A.D., 1981 at 9:48 o'clock A M., and duly recorded in

Vol M81, of Deeds on page 9115.

Fee \$ 17.50

EVELYN SIEHN
COUNTY CLERK

By Debra A. Gentry deputy