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MEMORANDUM OF AGREEMENT

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KNOW ALL MEN BY THESE PRESENTS that under date of May 31, 1982, Peggy A. O'Neill Trust, Peggy Ann O'Neill and the Estate of John K. O'Neill, deceased, have contracted to sell to Larry W. Bourriague and Marilee Irwin, the property situated in Klamath County, more particularly described on the attached Exhibit "A".

The true and actual consideration for this transfer is the sum of \$1,750,000.

Until a change is requested, send all tax statements to the following:

Larry W. Bourriague and  
Marilee Irwin  
7979 Soquel Drive  
Aptos, CA 95003

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands all as of this 21st day of June, 1982.

PEGGY A. O'NEILL TRUST

By Peggy A. O'Neill  
Peggy A. O'Neill, Trustee

Peggy Ann O'Neill  
PEGGY ANN O'NEILL

ESTATE OF JOHN K. O'NEILL DECEASED

By Peggy A. O'Neill  
Peggy A. O'Neill, Personal  
Representative

"Sellers"

Larry W. Bourriague  
LARRY W. BOURRIAGUE

Marilee Irwin  
MARILEE IRWIN

STATE OF OREGON )  
COUNTY OF KLAMATH ) ss:

On this 21st day of June, 1982, personally appeared the above named Peggy A. O'Neill and acknowledged to me that she is the Trustee of the above named trust and that the foregoing instrument was the voluntary act and deed of said Trustee on behalf of said trust.

Before me:

W. Delene J. Addington  
NOTARY PUBLIC FOR OREGON

My Commission Expires: 3-22-85

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STATE OF OREGON )  
 ) ss:  
COUNTY OF KLAMATH )

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On this 21<sup>st</sup> day of June, 1982, personally appeared the above named Peggy Ann O'Neill, who acknowledged the foregoing instrument to be her voluntary act and deed.

Before me:

Marlene P. Addington  
NOTARY PUBLIC FOR OREGON  
My Commission Expires: 3-22-85

STATE OF OREGON )  
 ) ss:  
COUNTY OF KLAMATH )

On this 21<sup>st</sup> day of June, 1982, personally appeared the above named Peggy A. O'Neill, and acknowledged before me that she is the duly appointed personal representative of the Estate of John K. O'Neill, deceased, and that the foregoing instrument was voluntarily executed by said personal representative on behalf of said estate.

Before me:

Marlene P. Addington  
NOTARY PUBLIC FOR OREGON  
My Commission Expires: 3-22-85

STATE OF OREGON )  
 ) ss:  
COUNTY OF KLAMATH )

On this 21<sup>st</sup> day of June, 1982, personally appeared the above named Larry W. Bourriague, who acknowledged the foregoing instrument to be his voluntary act and deed.

Before me:

Marlene P. Addington  
NOTARY PUBLIC FOR OREGON  
My Commission Expires: 3-22-85

STATE OF OREGON )  
 ) ss:  
COUNTY OF KLAMATH )

On this 21<sup>st</sup> day of June, 1982, personally appeared the above named Marilee Irwin, who acknowledged the foregoing instrument to be her voluntary act and deed.

Before me:

Marlene P. Addington  
NOTARY PUBLIC FOR OREGON  
My Commission Expires: 3-22-85

Return To: T/A- Marlene

Taxes To: Larry W. Bourriague &  
Marilee Irwin  
427 Sandlewood Drive  
Aptos, Calif. 95003