

## MEMORANDUM OF AGREEMENT OF SALE

By an Agreement of Sale between the State of Oregon, acting by and through its Economic Development Commission, and Anadromous, Inc. dated as of August 1, 1984 (the "Agreement of Sale") and the related Indenture of Trust between the State of Oregon, acting by and through its Economic Development Commission, and First Interstate Bank of Oregon, N.A., dated as of August 1, 1984 (the "Indenture of Trust"), the State of Oregon has agreed to sell to Anadromous, Inc. the real property described in Exhibit A, attached hereto, together with all personal property located on the real property described in Exhibit B, attached hereto. As partial consideration for such sale, Anadromous, Inc. will pay the principal and interest on the State of Oregon Floating Rate Monthly Demand Economic Development Revenue Bonds, Series LXXX (Anadromous, Inc. - BP North America Inc. Project).

This Memorandum is executed to evidence and confirm said Agreement of Sale and Indenture of Trust, to which reference is made for the terms and conditions of the sale.

DATED as of the 6th day of August, 1984.

STATE OF OREGON

ANADROMOUS, INC.

By:

Barrett MacDougall  
Barrett MacDougall  
Senior Finance Officer

By:

Ernest R. Lewis  
Ernest R. Lewis  
President

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STATE OF OREGON

County of Marion ) ss.

13708

The foregoing instrument was acknowledged before me this 2nd day of August, 1984, by BARRETT MACDOUGALL, Senior Finance Officer, Economic Development Department for the STATE OF OREGON acting by and through its ECONOMIC DEVELOPMENT COMMISSION.

Paul L. Dali  
NOTARY PUBLIC FOR OREGON  
My Commission Expires: 8-16-86

STATE OF OREGON

County of Benton ) ss.

The foregoing instrument was acknowledged before me this 1 day of August, 1984, by ERNEST R. LEWIS, President of ANADROMOUS, INC., a Washington corporation, on behalf of the corporation.

Lynn Dickson  
NOTARY PUBLIC FOR OREGON  
My Commission Expires: 7/13/84

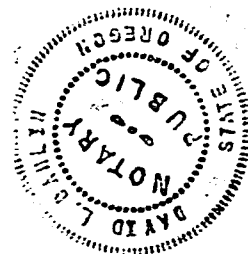
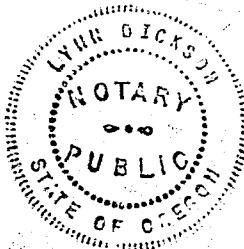


EXHIBIT A

PROJECT SITE

13709

THE LINN COUNTY FACILITY

The site legal description is as follows:

Beginning at an iron pipe which is 1324.09 feet South 89°43' West and 490.18 feet North from the Quarter corner on the East line of Section 15, Township 9 South, Range 1 West of the Willamette Meridian, Linn County, Oregon, said iron pipe being in the West line of the southeast quarter of the Northeast quarter of said Section 15; and running thence North 89°32' West 492.32 feet to an iron rod; thence South 88°32' West 454.91 feet to an iron rod; thence North 620.20 feet to an iron rod; thence South 85°22'36" East 321.07 feet to an iron rod; thence North 89°38'32" East 627.04 feet to an iron rod; thence North 89°41'36" East 500.00 feet to an iron rod; thence South 89°41'36" West 500.00 feet to the point of beginning.

Together with a 60' of even width waterway easement which was purchased and recorded May 22, 1984 Volume MF360 Page 271, State of Oregon, County of Linn. For the purpose of obtaining and discharging water from the North Santiam River for a future fish rearing facility.

THE FORT CREEK FACILITY

The site legal description is as follows:

The Northwest Quarter of the Southeast Quarter and the Northeast Quarter of the Southwest Quarter and that portion of the Southeast Quarter of the Northwest Quarter of the Southwest Quarter lying east of Highway 62, all in Section 23 Township 33 South and range 7-1/2 East of the Willamette Meridian, County of Klamath, State of Oregon.

EXHIBIT B  
FACILITIES

13710

The Facilities consist of and include:

The Fort Creek facility will be used to grow approximately 5 mm coho smolts each year and to hold and spawn spring chinook brood stock.

The smolts will be transported from this facility to the Coos Bay release-recapture facility during the period March through July of each year.

The facility consists of 8 concrete rearing ponds measuring 15' X 450' X 4' deep. Water is supplied to the ponds from Fort Creek via a 10' wide X 4' deep X 300' long concrete channel. Fort Creek, the water source, will be diverted from an existing reservoir (the Fort Creek reservoir) through a concrete intake flume measuring 15' wide X 4' deep X 100' long. Up to 20,000 gpm of fish rearing water is then removed through a stainless steel screen and diverted into the supply channel described above. Water not diverted is returned to the creek via a concrete outlet flume 15' wide X 80' long. Water flowing through the rearing ponds is collected at the effluent end in a concrete channel 10' wide X 4' deep X 200' long. Flow from this channel enters an earthen detention pond. Water flowing through the detention pond, containing approximately 220,000 c.f., flows back into Fort Creek through a 30' X 12' X 3' deep concrete channel connecting to the discharge channel described above.

This facility includes an air conditioned mobile office measuring 50' X 12', a metal clad feed and shop shed measuring 100' X 30', a metal clad pump building measuring 12' X 16', a metal clad pump building measuring 10' X 12', a metal clad chlorination building measuring 24' X 15', a concrete sludge storage pond measuring 120' X 15' for storage of vacuumed pond waste.

Site equipment includes aluminum and stainless steel pond screens, a fish pump, 3 trash pumps, a 20 hp vacuum pump and piping, 2 - 40 hp oxygen water pumps and piping, a 10 hp chlorination pump and piping, a 5 hp domestic water pump and piping, a forklift, office equipment including a personal computer, an 80 kw standby generator, 2 fish tagging units and a tractor with blower-feeder.

RET  
ATC

STATE OF OREGON: COUNTY OF KLAMATH:ss  
I hereby certify that the within instrument was received and filed for  
record on the 8th day of August A.D., 19 84 at 4:01 o'clock P M,  
and duly recorded in Vol M84, of Deeds on page 13707.  
Fee: \$ 16.00

EVELYN BIEHN, COUNTY CLERK  
by: Pam Smith, Deputy