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MEMORANDUM OF ASSIGNMENT OF LEASES AND RENTS

STATE OF Oregon
COUNTY OF Klamath

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KNOW ALL MEN BY THESE PRESENTS:

That METVAN CIRCLE K ASSOCIATES, a Tennessee general partnership comprised of Vantage Properties, Inc., a Texas corporation, and Metropolitan Life Insurance Company, a New York corporation, as sole partners (the "Assignor") has ASSIGNED and TRANSFERRED and by these presents does hereby ASSIGN and TRANSFER to THE TRAVELERS LIFE AND ANNUITY COMPANY, a Connecticut corporation ("Assignee"), all rents, issues and profits and all of Assignor's rights, titles, interests and estates in and to the following leases:

(i) Leaseback Lease between Woodcliff Equities, Inc., as Landlord, and Circle K Convenience Stores, Inc., as Tenant, dated as of November 1, 1985, as assigned to MetVan Circle K Associates by that one certain Partial Assignment of Lease between Woodcliff Equities, Inc., as Assignor, and MetVan Circle K Associates as Assignee, dated to be effective as of April 29, 1986;

(ii) Leaseback Lease between Woodcliff Equities, Inc., as Landlord, and Circle K Management Company, as Tenant, dated as of November 1, 1985, as assigned to MetVan Circle K Associates by that one certain Assignment of Lease between Woodcliff Equities, Inc., as Assignor, and MetVan Circle K Associates, as Assignee, dated to be effective as of April 29, 1986;

(iii) Leaseback Lease between Woodcliff Equities, Inc., as Landlord, and Circle K General, Inc., as Tenant, dated as of November 1, 1985, as assigned to MetVan Circle K Associates by that one certain Partial Assignment of Lease between Woodcliff Equities, Inc., as Assignor, and MetVan Circle K Associates as Assignee, dated to be effective as of April 29, 1986; and

(iv) Leaseback Lease between Woodcliff Equities, Inc., as Landlord, and UTOTEM, INC., as Tenant, dated as of November 1, 1985, as assigned to MetVan Circle K Associates by that one certain Assignment of Lease between Woodcliff Equities, Inc., as Assignor, and MetVan Circle K Associates, as Assignee, dated to be effective as of April 29, 1986;

which Leaseback Leases cover in addition to other real property and improvements, the real property described in Exhibit "A" attached hereto and made a part hereof for all purposes.

This Memorandum of Assignment of Leases and Rents is made and executed for recording purposes and is not intended to limit, amplify or modify in any way the Assignment of Rents and Leases of even date herewith executed by Assignor in favor of and to Assignee given to secure, without limitation, a note of even date herewith executed by Assignor and payable to the order of Assignee as therein provided.

This memorandum constitutes a financing statement and personalty filing in the personalty and Uniform Commercial Code records of the County and State where filed with respect to the above described property, and constitutes a realty filing with respect to the above-described property in the Real Property Records of the County and State where filed. The identification of the parties as Debtor and Secured Party and the addresses of the Debtor and the Secured Party are as follows:

*86 MAY 1 AM 8 32

DEBTOR

MetVan Circle K Associates, a
Tennessee general partnership
c/o Vantage Properties, Inc.
785 Crossover Lane, Suite 141
Memphis, Tennessee 38117
Attention: David C. Peck,
Vice President

CREDITOR

The Travelers Life and Annuity
Company
Real Estate Investment Department
8140 Walnut Hill Lane, Suite 210
Dallas, Texas 75231

EXECUTED effective as of the 29 day of April, 1986.

METVAN CIRCLE K ASSOCIATES,
A Tennessee General Partnership

By: VANTAGE PROPERTIES, INC.
a Texas corporation,
a General Partner

[SEAL]

ATTEST:

[Signature]
Secretary

By:

Typed Name: HAROLD LEHRMANN
Title: VICE PRESIDENT

[SEAL]

ATTEST:

By: METROPOLITAN LIFE INSURANCE
COMPANY, a New York
Corporation, a General
Partner

By:

Typed Name: Robert P. Edwards
Title: ASSISTANT VICE PRESIDENT

[Signature]
Assistant Secretary

STATE OF TEXAS §
COUNTY OF DALLAS §

April 29, 1986

Personally appeared HAROLD LEHRMANN and HAROLD N. COOPER who
each being first duly sworn, did say that the former is the Vice
president and that the latter is the Asst secretary of Vantage Properties,
Inc., a Texas corporation, a general partner of MetVan Circle K Associates, a
Tennessee general partnership, and that the seal affixed to the foregoing
instrument is the corporate seal of said corporation and that the instrument was
signed and sealed in behalf of said corporation by authority of its board of
directors and on behalf of said partnership, and each of them acknowledged said
instrument to be its voluntary act and deed.

Before me:

[SEAL]

[Signature]
Notary Public, State of Texas

Notary's Printed Name: Mary Fields
My Commission Expires: 8/2/88

STATE OF ~~TEXAS~~ ^{GEORGIA} §
COUNTY OF ~~DALLAS~~ ^{DEKALB} §

7483

Personally appeared Robert L. Edwards and James F. McElroy, who each being first duly sworn, did say that the former is the President and that the latter is the First Vice President secretary of Metropolitan Life Insurance Company, a New York corporation, a general partner of MetVan Circle K Associates, a Tennessee general partnership, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that the instrument was signed and sealed in behalf of said corporation by authority of its board of directors and on behalf of said partnership, and each of them acknowledged said instrument to be its voluntary act and deed.

Before me:

Patricia A. Monahan
Notary Public, State of Texas ^{GEORGIA}
Notary's Printed Name: PATRICIA A. MONAHAN
My Commission Expires: 3/17/89

RETURN TO:

The Travelers Life and Annuity Company
Real Estate Investment Department
8140 Walnut Hill Lane, Suite 210
Dallas, Texas 75231
Attention: Kelly Webb

0495B

EXHIBIT "A"

STORE NO. 1301

A tract of Land situated in Lot 1 Block 1 of the Subdivision of Blocks 2B and 3 Homedale, being in the E1/4, Section 11, T 39 S, R 9 EWM, Klamath County, Oregon, more particularly described as follows:

Beginning at the Northeastly corner of said Lot 1 Block 1 as marked by a P.K. Nail; thence N 66°42'00" W, along the Northerly line of said Lot 1, 154.30 feet to a 5/8" iron pin; thence S 07°14'30" W 149.30 feet to a fence corner; thence S 84°34'00" E 90.00 feet, 5/8" iron pin not found; thence S 05°26'00" W 16.00 feet to a 5/8" iron pin; thence S 84°34'00" E 72.66 feet to a 1 1/4" iron pin on the Easterly line of said Lot 1; thence N 00°03'41" E 118.41 feet to the point of beginning, containing 20,430 square feet.

STATE OF OREGON: COUNTY OF KLAMATH: SS.

Filed for record at request of _____ the 1st day
of May A.D., 19 86 at 8:32 o'clock A M., and duly recorded in Vol. M86,
of _____ Deeds on Page 7481

FEE \$17.00

Evelyn Biehn, County Clerk
By Ram Smith