

84119

MASTER DEED, ASSIGNMENT, CONVEYANCE, AND BILL OF SALE

The undersigned, RAINIER BANK OREGON, NATIONAL ASSOCIATION, Portland, Oregon ("RBO"), in accordance with the Plan of Reorganization and Agreement to Acquire the Assets and Assume the Liabilities of RBO by The Oregon Bank, Portland, Oregon ("TOB"), dated December 16, 1937 (the "Agreement"), hereby assigns, transfers, conveys, quitclaims, and delivers to TOB, whose principal office is located at 1001 S.W. Fifth Avenue, Portland, Oregon 97204, all of the assets of RBO of every nature whatsoever, including, without limitation, all real estate and interests in real estate of any kind whatsoever, personal property, choses in action, mortgages, deeds of trust, chattel mortgages, security interests, contracts, judgments, and rights of every kind of RBO (the "Purchased Assets").

RBO covenants that at all times prior to its complete liquidation, (a) it shall receive and hold, in trust for TOB, all money and other proceeds that RBO receives in connection with the Purchased Assets, and shall promptly deliver such money and proceeds to TOB or as TOB may otherwise direct, and (b) from time to time after delivery of this document and upon TOB's request, RBO shall do, execute, acknowledge, and deliver, or cause to be done, executed, acknowledged, and delivered, all further acts, conveyances, transfers, assignments, and assurances as reasonably may be required to convey or transfer to TOB the Purchased Assets, including, without limitation, the procurement of the consent of third parties that may be required by law or by contract in connection with RBO's transfer of the Purchased Assets.

To protect and secure the interest of TOB in the Purchased Assets, RBO hereby grants to TOB an irrevocable power of attorney, with authority at and after consummation of the transaction contemplated by the Agreement, to (a) endorse and collect checks, notes, and other instruments payable to RBO, (b) execute in the name of RBO an assignment to TOB of any mortgage, deed of trust, or security agreement executed in favor of RBO, and (c) do, execute, acknowledge, and deliver, or cause to be done, executed, acknowledged, and delivered, all such further acts, deeds, assignments, transfers, conveyances, powers of attorney, and assurances as may be required for the complete and effective transfer of the Purchased Assets to TOB or to its successors or assigns.

The true consideration for this conveyance is good and valuable consideration as set forth in the Agreement.

THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF THE APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES.

Dated as of this 31st day of January, 1988.

RAINIER BANK OREGON, NATIONAL
ASSOCIATION

By Steven D. Wasson
Executive Vice President

STATE OF OREGON)
) ss.
COUNTY OF MULTNOMAH)

On this ____ day of January, 1988, before me personally appeared STEVEN D. WASSON, to me known to be the Executive Vice President of RAINIER BANK OREGON, NATIONAL ASSOCIATION, the national banking association that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said national banking association, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument, and that the seal affixed (if any) is the official seal of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Saive S. Kern
NOTARY PUBLIC in and for the State
of Oregon, residing at Portland
My Commission Expires: 8-10-90

1712

1035 S.W. Fifth Avenue
Portland, Oregon 97204

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1712

The undersigned, in accordance with the provisions of the Oregon Forestry Act, Chapter 100, Oregon Statutes, and the Oregon Forestry Association, hereby certify that the following is a true and correct copy of the minutes of the meeting of the Oregon Forestry Association, held at the Oregon Forestry Association, 1035 S.W. Fifth Avenue, Portland, Oregon, on the 17th day of February, 1988, at 2:31 o'clock P.M., and duly recorded in Vol. M88 of the Deeds and Mortgages on Page 1712.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Klamath County Title Company
of February A.D. 19 88 at 2:31 o'clock P M., and duly recorded in Vol. M88
of Deeds and Mortgages on Page 1712

FEE \$15.00

Evelyn Biehn, County Clerk
By Sam Smith

and other persons having knowledge of the facts and circumstances herein stated, and who are duly qualified to swear to the truth of the foregoing, do hereby certify that the foregoing is a true and correct copy of the minutes of the meeting of the Oregon Forestry Association, held at the Oregon Forestry Association, 1035 S.W. Fifth Avenue, Portland, Oregon, on the 17th day of February, 1988, at 2:31 o'clock P.M., and duly recorded in Vol. M88 of the Deeds and Mortgages on Page 1712.

THIS INSTRUMENT, which is a true and correct copy of the minutes of the meeting of the Oregon Forestry Association, held at the Oregon Forestry Association, 1035 S.W. Fifth Avenue, Portland, Oregon, on the 17th day of February, 1988, at 2:31 o'clock P.M., and duly recorded in Vol. M88 of the Deeds and Mortgages on Page 1712, is hereby certified to be a true and correct copy of the minutes of the meeting of the Oregon Forestry Association, held at the Oregon Forestry Association, 1035 S.W. Fifth Avenue, Portland, Oregon, on the 17th day of February, 1988, at 2:31 o'clock P.M., and duly recorded in Vol. M88 of the Deeds and Mortgages on Page 1712.

RAINFREE FOREST ASSOCIATION
NATIONAL FOREST ASSOCIATION

By Steve D. Mason
Executive Vice President

and other persons having knowledge of the facts and circumstances herein stated, and who are duly qualified to swear to the truth of the foregoing, do hereby certify that the foregoing is a true and correct copy of the minutes of the meeting of the Oregon Forestry Association, held at the Oregon Forestry Association, 1035 S.W. Fifth Avenue, Portland, Oregon, on the 17th day of February, 1988, at 2:31 o'clock P.M., and duly recorded in Vol. M88 of the Deeds and Mortgages on Page 1712.

NOTAR, PUBLIC, and for the State
of Oregon, residing at
My Commission Expires

