

8180

MTC 22640
MEMORANDUM OF AGREEMENT

DATE: November 17, 1989

PARTIES: MID OIL COMPANY ("Mid Oil")
 6600 - 92nd Avenue, Suite 30
 Portland, Oregon 97223

FRANKO OIL COMPANY ("Franko Oil")
 6600 - 92nd Avenue, Suite 30
 Portland, Oregon 97223 (collectively "Sellers")

PRIDE OF OREGON STATIONS, INC. ("Pride" or "Buyer")
 205 Columbia N.E.
 P. O. Box 2099
 Salem, Oregon 97308

Pursuant to Depository Agreement of Purchase and Sale dated November 21, 1989 ("Agreement"), Sellers have agreed to sell to Buyer and Buyer has agreed to purchase from Sellers, for the price and subject to the terms and conditions contained in the Agreement, certain real property located in Klamath County, in the State of Oregon ("Property"), including the real property more particularly described on Exhibit A attached hereto and by this reference made a part hereof. The purchase price payable by Buyer for the Property is subject to adjustment. Buyer's obligation to purchase the Property is subject to the satisfaction (or waiver by Buyer) of all conditions stated in the Agreement. Buyer also is entitled to exclude from the purchase any parcels of the Property which do not meet certain standards itemized in this Agreement. According to the terms of the Agreement, Sellers are not entitled to any portion of the purchase price until closing, and Buyer will not acquire either title or a vendee's interest in the Property unless and until closing. The transaction is scheduled to close on or about May 10, 1990 unless extended by the parties.

'89 NOV 22 PM 12 09

IN WITNESS WHEREOF, the undersigned have executed the within Memorandum by their duly authorized officers as of the date first above written.

MID OIL COMPANY

By: [Signature] Pres

FRANKO OIL COMPANY

By: [Signature] Pres

PRIDE OF OREGON STATIONS, INC.

By: Michael M. Trax Pres

STATE OF OREGON)

County of Washington) ss.

17th The foregoing instrument was acknowledged before me this day of November, 1989, by John M. Wiencken, President and Chief Executive Officer of MID OIL COMPANY, an Oregon corporation, on behalf of the corporation.

[Signature]
NOTARY PUBLIC FOR OREGON

My Commission Expires: 05-27-90

STATE OF OREGON)

County of Washington) ss.

17th The foregoing instrument was acknowledged before me this day of November, 1989, by John M. Wiencken, President and Chief Executive Officer of FRANKO OIL COMPANY, an Oregon corporation, on behalf of the corporation.

[Signature]
NOTARY PUBLIC FOR OREGON

My Commission Expires: 05-27-90

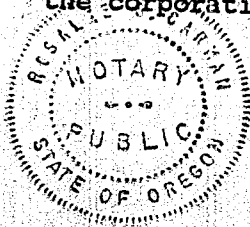
STATE OF OREGON

County of

Multnomah

) ss.

The foregoing instrument was acknowledged before me this
17th day of November, 1989, by Michael M. Truax, President of
PRIDE OF OREGON STATIONS, INC, an Oregon corporation, on behalf of
the corporation.

Rosalie S. Carman

NOTARY PUBLIC FOR OREGON

My Commission Expires: 3/26/93

EXHIBIT "A"

1. P. O. Box 552, Verrill, Oregon;
more particularly described as follows:

All that portion of Section 12, Township 41 South, Range 10 East of the Willamette Meridian, in the County of Klamath, State of Oregon, more particularly described as follows:

Beginning at a point 16 feet West of a point 1317.36 feet West of the North quarter corner of Section 12, Township 41 South, Range 10 East of the Willamette Meridian; thence West 120 feet to the Northeast corner of property described in Book 176 at page 513, Deed Records, recorded May 29, 1945; thence South to Lost River; thence Southeasterly following the North bank of Lost River to a point due South of the point of beginning; thence North to the point of beginning.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mountain Title Co. the 22nd day
of Nov. A.D., 19 89 at 12:09 o'clock P.M., and duly recorded in Vol. M89,
of Deeds on Page 22600.

FEE \$23.00

Evelyn Biehn County Clerk
By Lawrence Mulendore

Return: M.T.C.