

CONSENT AND SUBORDINATION AGREEMENT

WHEREAS, State of Oregon, Board of Forestry hereinafter called the "CREDITOR", has an interest in or lien upon the real property hereinafter described by virtue of an easement dated the 30 day of March, 1972, and recorded the 3 day of April, 1972, in Book M72, Page 3470, Deed Records of Klamath County, State of Oregon, and which interest or lien covers the following described real property situated in the County of Klamath, State of Oregon, to-wit:

Township 38 South, Range 12 East, W.M.
Section 15: SE1/4SE1/4

WHEREAS, Williams Land Company hereinafter called the "GRANTOR", has conveyed to the United States of America, hereinafter called the "GRANTEE", an easement for right-of-way purposes over and across said real property by virtue of instrument dated the 17 day of November, 1988.

NOW, THEREFORE, the creditor consents to the above mentioned conveyance from the grantor to the grantee and subordinates its interest in or lien upon the real property hereinbefore described to the rights of the grantee in and to said real property by virtue of the above mentioned instrument.

IN WITNESS WHEREOF, the creditor has caused this instrument to be executed this 24th day of April, 1989.

J. Michael Beyerle
J. Michael Beyerle

Assitant State Forester

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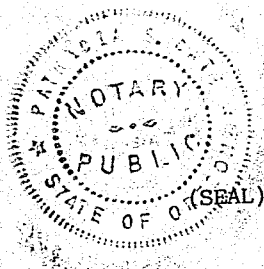
ACKNOWLEDGEMENT

State of Oregon)
 County of Marion) ss.

On this day personally appeared before me J. Michael Beyerle, to me known to be the identical individuals described in and who executed the within and foregoing instrument and acknowledged to me that they signed and executed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and seal this 24th day of April, 1989.

Patricia S. Cato
 Notary Public in and for the State
 of Oregon
 residing at Linn County
 My commission expires 6/23/92



STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Fremont National Forest the 9th day
 of Jan. A.D., 19 90 at 10:25 o'clock A.M., and duly recorded in Vol. M90,
 of Deeds on Page 466.
 Evelyn Biehn County Clerk
 By Caroline Muckelbauer

FEE \$13.00

Return: Fremont National Forest
 524 N. G St
 Lakeview, Or. 97630
 Attn: Dick Woodward