

93 JAN 5 AM 9 09

55978

Form 93 Page 104

MEMORANDUM OF CONTRACT OF SALE
MTZ 28795-KR

DATED: December 31, 1992

BETWEEN: Anadromous, Inc., a Washington corporation
P.O. Box M
La Conner, Washington ("Seller")

AND: Cell Tech, Inc., an assumed business name of
The New Algae Company, an Oregon corporation
1300 Main Street
Klamath Falls, Oregon ("Purchaser")

Pursuant to a Contract of Sale dated this same date, Seller sold to Purchaser Seller's interest in that certain property in Klamath County, Oregon, more particularly described in the attached Exhibit A. If not earlier paid, all amounts owed under the Contract of Sale shall be due and payable on January 2, 1996. The true and actual consideration for this conveyance is Nine Hundred Twenty-five Thousand and no/100 Dollars (\$925,000.00).

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

Return to: Mountain Title Co.

Tax Statements to: Cell Tech, Inc., 1300 Main Street, Klamath Falls, OR 97601

1 - MEMORANDUM OF CONTRACT OF SALE

anad.mem

014-125

GEORGE HELFIC

93-01-04 15:37 503 7540051

Until a change is requested, all tax statements shall be sent to
the following address: Cell Tech, Inc.
1300 Main Street
Klamath Falls, Oregon 97601

Property Tax Account No. 3307-V2300-0900, 3307-V2600-00100
3307-V2300-00100, 3307-V2300-00100-0A1
3307-V2300-00200, 3307-V2300-00801

IN WITNESS WHEREOF, the parties have caused this memorandum to
be executed as of the day and year first above written.

Seller:

ANADROMOUS, INC.,
a Washington corporation

By *R. Gowan*
Vice President

Purchaser:

CELL TECH, INC., an assumed
business name of The New Algae
Company, an Oregon corporation

By *Daryl J. Kollman Sec. Treas.*
Daryl J. Kollman

Marta C. Kollman President
Marta C. Kollman

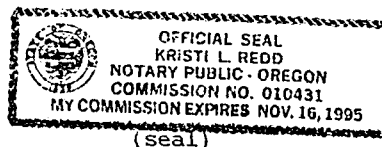
State of Oregon

County of Klamath

The foregoing instrument was acknowledged before me this January 4,
19 93, by RON GOWAN Vice, President, ~~xxxxxx~~
~~xxxxxx~~ of ANADROMOUS, INC., a Washington corporation
~~xx~~
~~xx~~ corporation, on behalf of the corporation.

WITNESS My hand and official seal.

Kristi L. Redd
Notary Public for Oregon
My Commission expires: 11/16/95



State of Oregon

County of Klamath

The foregoing instrument was acknowledged before me this January 4,
19 93, by MARTA C. KOLLMAN, President, and by DARYL J. KOLLMAN,
Secretary of THE NEW ALGAE COMPANY, an Oregon corporation dba CELL TECH,
an Oregon corporation, on behalf of the corporation.

WITNESS My hand and official seal.

Kristi L. Redd
Notary Public for Oregon
My Commission expires: 11/16/95

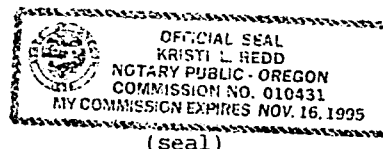


EXHIBIT 'A'
LEGAL DESCRIPTION

106

PARCEL 1:

The SW1/4 of the SE1/4 and the SE1/4 of the SW1/4, Section 23, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon.

PARCEL 2:

All of that portion of the NE1/4 of NW1/4 of Section 26, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon, East of Fort Creek and which lies North of the Creek known as Short Creek which Creek runs from the Northeast corner of said "40" in a Southwesterly direction into Fort Creek.

PARCEL 3:

A strip of land located in the SW1/4 SW1/4 of Section 23, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at a point on the East line of the SW1/4 SW1/4 of Section 23, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon, from which point a 5/8" rebar with aluminum cap marking the SW1/16 corner of said Section 23 as set during R.O.S. No. 3749 bears North 00 degrees 04' 11" West 350.00 feet; thence South 89 degrees 55' 49" West 8.00 feet; thence South 00 degrees 04' 11" East 338.00 feet; thence North 89 degrees 55' 49" East 8.00 feet to a point on the East line of said SW1/4 SW1/4; thence along said East line North 00 degrees 04' 11" West 338.00 feet to the point of beginning.

PARCEL 4:

A perpetual non-exclusive easement benefiting Parcels 1, 2, and 3 for ingress and egress to and from Oregon State Highway 62 described as follows:

A piece or parcel of land situate in the SW1/4 SW1/4 of Section 23, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

A strip of land 30.0 feet in width for roadway purposes, being 15.0 feet on either side of the following described centerline: Beginning at a point on the West line of the SE1/4 SW1/4 of Section 23, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon, from which the Northwest corner of said SE1/4 SW1/4 bears

North 0 degrees 34' West 203.0 feet distant; thence North 78 degrees 25' West 6.1 feet to an iron pin reference monument in the existing North-South fence; thence North 78 degrees 25' West 262.4 feet, more or less, to an iron pin in the Easterly right of way fence of State Highway No. 62, as the same is presently located and constructed.

As recorded in Easement recorded February 20, 1974 in Volume M74, page 2639, Microfilm Records of Klamath County, Oregon.

PARCEL 5:

The NE1/4 SW1/4, NW1/4 SE1/4 and that portion of the S1/2 SE1/4 NW1/4 SW1/4 and the S1/2 N1/2 SE1/4 NW1/4 SW1/4 lying Easterly of the Highway, all in Section 23, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon.

PARCEL 6:

All those portions of the NE1/4 NW1/4 SW1/4 and the N1/2 N1/2 SE1/4 NW1/4 SW1/4 of Sections 23, Township 33 South, Range 7 1/2 East of the Willamette Meridian, Klamath County, Oregon, lying Easterly of State Highway 232.

82d 800

GEORGE HELIG

150051 805 10:21 18-12-26,

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mountain Title Co the 5th day
of Jan. A.D., 19 93 at 9:09 o'clock A M., and duly recorded in Vol. M93
of Deeds on Page 104

FEE \$40.00

Evelyn Biehn, County Clerk
By Pauline Williams