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After Recording Return D:

Rita Berry

Hawley Tropeel Ennis & Hawley
First Interstate Center

Suite 1000

P.O. Box 1617

Boise, Idaho 83701

#0510 6th & Homedale
Klamath Falls, OR
3/10/93**MEMORANDUM OF OPTION TO PURCHASE**

THIS MEMORANDUM OF OPTION TO PURCHASE is entered into as of the 16 day of March, 1993, between H. Warren Parr ("Seller"), Kraig B. Weider ("Buyer") and Albertson's, Inc., a Delaware corporation ("Albertson's").

1. **Premises:** The parties have heretofore entered into an Option to Purchase Real Property dated as of January 9, 1992, as supplemented by the First Supplement to Option to Purchase Real Property dated as of March 16, 1993 (collectively the "Option") whereby Seller has granted to Buyer an exclusive option to purchase that certain real property located in the City of Klamath Falls, County of Klamath Falls, State of Oregon, described in the Option as more particularly described in Schedule I hereto (the "Subject Property"). Albertson's is the beneficiary of the Option.

2. **Exercise of Option:** Albertson's has exercised its option to purchase the Subject Property.

3. **Title:** The Option provides that from and after the date hereof, Seller will not in any way encumber or cloud or allow any third party to encumber or cloud title to the Subject Property.

4. **License:** From and following the date hereof until the expiration of the Option or the closing of the sale of the Subject Property, Seller hereby grants Albertson's and its employees, agents and assigns an irrevocable license to enter the Subject Property for the purpose of performing all work reasonably related to the relocation and channeling of the Enterprise Irrigation Canal and any other site work Albertson's may choose to perform on the Subject Property to develop the Subject Property as intended by the Option.

Seller hereby consents to the construction of such canal and site work prior to the closing of the sale of the Subject Property.


5. **Option Incorporated:** All the terms, conditions and covenants of the Option are incorporated herein by reference. The Option may be inspected at the offices of Albertson's at P.O. Box 20, Boise, Idaho 83726.

6. **Counterparts:** This Memorandum of Option may be executed in counterparts, each of which shall be deemed an original and all of which shall constitute a single instrument and shall be effective upon execution of one or more of such counterparts by each of the parties hereto.

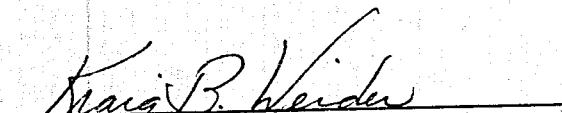
7. **Recordation:** This Memorandum of the Option shall be recorded at in the record of Klamath Falls County, Oregon.

EXECUTED as of the first date written above.


SELLER:


H. Warren Parr

BUYER:


Kraig B. Weider


Albertson's, Inc.
a Delaware corporation

BY: 
Vice President, Real Estate Law

STATE OF ~~OREGON~~ ARIZONA)
 County of ~~Klamath~~ MARICOPA) ss.

On this 16 day of MARCH, 1993, before me, FRANK W. BEVERIDGE, a Notary Public in and for said state, personally appeared H. Warren Parr, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

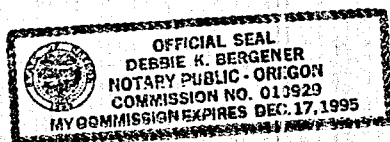
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


 Notary Public for Oregon ARIZONA
 Residing at MESA, AZ
 My commission expires 11/30/94

STATE OF OREGON)
 County of Klamath) ss.

On this 17th day of march, 1993, before me, Debbie K. Bergener, a Notary Public in and for said State, personally appeared Kraig B. Weider, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

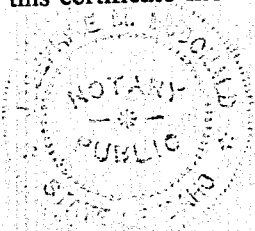


Debbie K. Bergener
 Notary Public for Oregon
 Residing at Klamath Falls
 My commission expires 12-17-95

STATE OF IDAHO)
) ss.
County of Ada)

On this 12th day of March, 1993, before me, JOSEPHINE M. McDONALD, a Notary Public in and for said State, personally appeared William H. Arnold, to me known to be Vice President, Real Estate Law of Albertson's, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.



Josephine M. McDonald
Notary Public in and for the State of Idaho
Residing at Champa, Idaho
My Commission Expires 2-01-99

SCHEDULE I CONTINUED

PARCEL 4:

Lot 1, Block 1, BAILEY TRACTS #2, in the County of Klamath, State of Oregon, EXCEPT THEREFROM any portion lying within the right of way of South 6th Street.

CODE 41 MAP 3909-2DA TL 1200

PARCEL 5:

Beginning at a point 30 feet South and 432.1 feet West of the quarter section corner between Sections 1 and 2, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon; thence South 253.7 feet; thence North 70 degrees 19' West 74.3 feet; thence North 228.7 feet; thence East 70 feet to the point of beginning.

EXCEPT THEREFROM that portion conveyed to the State of Oregon, by and thru its State Highway Commission by deeds recorded August 13, 1964 in Book 353 at Page 300 and Book 355 at Page 304, Deed Records of Klamath County, Oregon.

CODE 41 MAP 3909-2DA TL 800

PARCEL 6:

All that portion of the NE 1/4 of SE 1/4 of Section 2, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon, more particularly described as follows:

Beginning at a point 30 feet South and 502.1 feet West of the quarter section corner between Sections 1 and 2, Township 39 South, Range 9 East of the Willamette Meridian; thence South 228.7 feet; thence North 70 degrees 19' West 74.3 feet; thence North 203.7 feet; thence East 70 feet to the place of beginning.

ALSO beginning at a point 30 feet South and 572.1 feet West of the quarter section corner between Sections 1 and 2, Township 39 South, Range 9 East of the Willamette Meridian; thence South 203.7 feet; thence South 72 degrees 30' West 101.7 feet; thence North 233.3 feet; thence East 96.9 feet to the point of beginning.

EXCEPTING THEREFROM that portion conveyed to the State of Oregon, by and thru its State Highway Commission by deeds recorded August 13, 1964 in Book 355 at Page 300 and Book 355 at Page 304, Deed Records of Klamath County, Oregon.

CODE 41 MAP 3909-2DA TL 900

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Aspen Title Co the 19th day
of March A.D., 19 93 at 10:33 o'clock A M., and duly recorded in Vol. M93
of Deeds on Page 5651.

FEE \$30.00

Evelyn Biehn, County Clerk

By Daniel M. Mendenhall