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After Recording Return to:
Rita Berry!
Hawley Trossell Ennis & Hawley
First Interstate Center
Suite 1000 P.O. Box 1617
Boise, Idaho
83701

ASPEN
01038251

#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 1st day of April, 1993, between ~~Jerry Seid~~, Alice C. Seid and Ho Wah of Oregon, Inc. (collectively "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 28, 1992, as supplemented by the First Supplement to Option to Purchase Real Property dated as of April 1, 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:

~~Jerry Seid~~

Alice C. Seid

Ho. Wah of Oregon, Inc.

By: Alice C. Seid

BUYER:

Kraig B. Weider
Kraig B. Weider

Albertson's, Inc.
a Delaware corporation

BY: [Signature]
Vice President, Real Estate Law

STATE OF OREGON

County of Klamath

) ss.
)

On this ____ day of _____, 1993, before me, _____, a Notary Public in and for said state, personally appeared Jerry Seid, known or identified to me to be the person whose name is subscribed to the within 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.

Notary Public for Oregon
Residing at _____
My commission expires _____

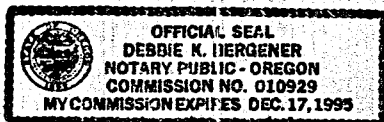
STATE OF OREGON

County of Klamath

) ss.

On this 1st day of April, 1993, before me, Debbie K Bergener, a Notary Public in and for said state, personally appeared Alice C. Seid, 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.



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

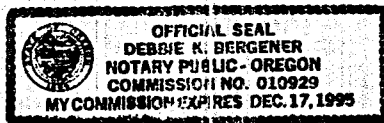
STATE OF OREGON

County of Klamath

) ss.

On this 1st day of April, 1993, before me, Debbie K Bergener, a Notary Public in and for said State, personally appeared Alice C. Seid, known or identified to me to be the president of Ho Wah of Oregon, Inc., the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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 Oregon
My commission expires 12-17-95

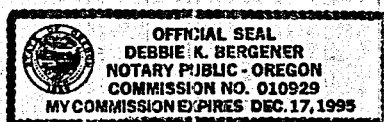
STATE OF OREGON

County of Klamath

) ss.

On this 1st day of April, 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 Oregon
 My commission expires 12-17-95

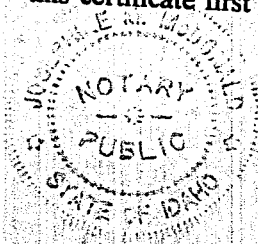
STATE OF IDAHO

County of Ada

) ss.

On this 14th 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 Cheney, Idaho
 My Commission Expires 2-01-99

SCHEDULE I CONTINUED

PARCEL 7:

Lots 5, 6, 7 and 8, Block 1, BAILEY TRACTS #2, in the County of Klamath, State of Oregon. EXCEPTING THEREFROM that portion conveyed to the State of Oregon, State Highway Commission for widening of South Sixth Street.

CODE 41 MAP 3909-2DA TL 1501

PARCEL 8:

The North 205 feet of Lot 4, Block 1, BAILEY TRACTS #2, in the County of Klamath, State of Oregon. EXCEPTING THEREFROM that portion conveyed to the State of Oregon, State Highway Commission, for widening of South 6th Street.

CODE 41 MAP 3909-2DA TL 1400

PARCEL 9:

Lot 4, Block 1, BAILEY TRACTS #2, in the County of Klamath, State of Oregon. EXCEPT THEREFROM the North 205 feet thereof.

CODE 41 MAP 3909-2DA TL 1500

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Aspen Title Co the 2nd day
of April A.D., 19 93 at 3:26 o'clock P M., and duly recorded in Vol. M93
of Deeds on Page 6772

FEE \$35.00

Evelyn Biehn, County Clerk

By Quentin M. Mendenhall