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RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

Vol. m96 Page 22262

R. Leonard Garrison
Garrison Pacific Properties
1050 Northgate Drive, Suite 285
San Rafael, California 94903

MEMORANDUM OF PURCHASE AND OTHER RIGHTS

THIS MEMORANDUM OF PURCHASE AND OTHER RIGHTS (this "Memorandum") is made as of July 19, 1996 between THE NATURE CONSERVANCY, a District of Columbia non-profit corporation ("Owner"), and R. LEONARD GARRISON and LINDA B. GARRISON, husband and wife (collectively, "Garrison").

1. Owner is the owner in fee simple of that certain real property located in the County of Klamath, State of Oregon and more particularly described in Exhibit A attached hereto (the "Property"). Owner hereby grants to Garrison the right to purchase a portion of the Property identified as the "Feed Lot" Parcel, the "Headquarters" Parcel and the "Pipe Field" Parcel, as more particularly depicted on the site plan attached hereto as Exhibit B (the "Parcels").

2. Garrison's right to purchase the Parcels is set forth more particularly in that certain Second Amendment to Option Agreement for the Purchase and Sale of Real Property dated July 19, 1996 between Owner and Garrison (the "Second Amendment").

3. The Second Amendment also contains other rights and obligations of the parties that survive the closing in which Owner is acquiring title to the Property.

THE NATURE CONSERVANCY,
a District of Columbia non-profit corporation

By: [Signature]

Name: Russell H. Heflich

Its: V.P. & Oregon Director

[Signature]
R. LEONARD GARRISON

See attached original
signature

[Signature]
LINDA B. GARRISON

215008/lytdisk

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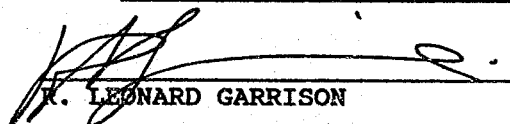
3. The Second Amendment also contains other rights and obligations of the parties that survive the closing in which Owner is acquiring title to the Property.

THE NATURE CONSERVANCY,
a District of Columbia non-profit corporation

By: _____

Name: _____

Its: _____


R. LEONARD GARRISON

LINDA B. GARRISON

EXHIBIT "A"
LEGAL DESCRIPTION

22264

All that certain real property situate, lying and being in the County of Klamath, State of Oregon, more particularly described as follows:

In Township 35 South, Range 7 East of the Willamette Meridian:

In Section 19:

Lots 2, 3, 4, 5, 8, 9, 10, 11, 12, 15, 16, 17, 18, 19, 20, 25, 26, 27, 28, 29, 30 and the following described tract: Starting at a point 7.85 chains West from the Section Corner Common to Sections 19, 20, 29 and 30, Township 35 South, Range 7 East of the Willamette Meridian, and running thence West 12.15 chains; thence North 20 chains to the center line of the old Dalles-California Highway; thence South 25 degrees East following the center line of the said old Dalles-California Highway 17.00 chains; thence in a Southeasterly direction also following the center of the said Dalles-California Highway 7.27 chains, more or less, to the starting point. Being a part of Lots 24 and 31 of said Section 19.

EXCEPTING from Lot 3 the following described parcel: Beginning at the intersection of the North section line of Section 19, said Township and Range and the West right of way line of State Highway 427; thence South 13 degrees 10' 28" East along the West right of way line 415.69 feet; thence North 89 degrees 36' 24" West parallel to the North section line of Section 19, 577.28 feet to Agency Lake; thence North 3 degrees 50' 07" West along the shore line of Agency Lake 405.20 feet to the North section line of Section 19; thence South 89 degrees 36' 24" East along the section line of Section 19, 509.63 feet to the point of beginning.

ALSO EXCEPTING all that portion of Lots 2, 3, 4, 5 and 8 of Section 19, Township 35 South, Range 7 East of the Willamette Meridian, lying Northerly of State Highway No. 422 and Easterly of State Highway No. 427.

In Section 30:

Lots 3, 4, 5, 6, 7, 14, 15, 16, 17, 23, 24, 25, 26, 27, 28, 33, 34, 35, 36, 37 and the West 10 chains (660 feet) of Lots 8, 13 and 18.

EXCEPTING THEREFROM the East 250 feet of Lot 3, Section 30, Township 35 South, Range 7 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

ALSO EXCEPTING a substation site 40 feet square in said Section 25, described as follows: Beginning at a point on the right hand or Westerly bank of Williamson River, and on the Easterly side or boundary of Lot 37 of Section 30, Township 35 South, Range 7 East of the Willamette Meridian, said point being situated South 89 degrees 09' West 2.7 feet and West 3,114 feet, more or less, from the Southeast corner of said Section 30; thence West 110.0 feet; thence North 88 degrees 22' West 249.4 feet; thence West 1,750.0 feet; thence North 70 degrees 00' West 7.0 feet to a point on the East boundary fence line of that certain structure known and referred to as Indian Lands Substation and from which the Southeast corner of said substation bears South 12.5 feet, being the true point of beginning; thence South 12.5 feet to the Southeast corner; thence West 40 feet; thence North 40 feet; thence East 40 feet; thence South 27.5 feet to the true point of beginning.

In Section 31:

Lot 4, EXCEPTING THEREFROM the following described parcel: Beginning at a point on the North line of said Lot 4 which bears North 89 degrees 39' 50" East a distance of 498.3 feet from the Northwest corner of said Lot 4; thence South 07 degrees 13' 10" East a distance of 336.7 feet to a point; thence South 51 degrees 05' 40" East a

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EXHIBIT "A"
LEGAL DESCRIPTION

22265

distance of 165.5 feet to a point; thence South 06 degrees 30' 30" East a distance of 50.5 feet to a point; thence North 80 degrees 02' 40" East a distance of 135 feet, more or less, to a point on the Westerly bank of Williamson River thence Northerly along said Westerly bank to the Northeast corner of said Lot 4; thence South 89 degrees 39' 50" West along the North line of said Lot 4 to the point of beginning.

Lots 5, 6, 7, 12, 13, 14, 15, 16, 17, 18, 19, 22, 23, 24, 25, 26, 27, 30, 31, 32, 33, 34, 35, 36, 37 and portion of Lots 11, 20, 21, 28, 29 and 38 in Section 31, more particularly described as follows: Beginning at the stone monument marking the section corner common to Sections 31 and 32, Township 35 South, Range 7 East of the Willamette Meridian and to Sections 5 and 6, Township 36 South, Range 7 East of the Willamette Meridian; thence South 89 degrees 55 3/4' West along the section line common to said Sections 31 and 6, 425.0 feet to a point; thence North 0 degrees 25' West 30.0 feet to an iron pipe on the Northerly right of way line of a county road as the same is presently located and constructed and the true point of beginning of this description; thence South 89 degrees 55 3/4' West along the said Northerly right of way line 868.7 feet to a point in the fence line marking the Westerly boundary of Lot 38 of said Section 31; thence North 0 degrees 55 3/4' West 1271.7 feet to the stone monument marking the Northwest corner of Lot 29 of said Section 31 (said monument being also the SE1/16 corner of said Section 31); thence North 0 degrees 25' West 1316.7 feet to the stone monument marking the Northwest corner of Lot 21 of said Section 31 (said monument being also the East 1/16 corner on the East-West centerline of said Section 31); thence North 0 degrees 19 3/4' West 1263.3 feet to an iron pin on the Westerly boundary of Lot 11 of said Section 31 and from which point the Northwest corner of said Lot 11 bears North 0 degrees 19 3/4' West 55.0 feet distant; thence South 13 degrees 14 1/2' East 3955.5 feet, more or less, to the true point of beginning.

EXCEPTING that portion in Section 31 described as follows:

Lots 12, 16, 18, 19, lying Southerly and Easterly of the center thread of Williamson River, and all of lots 22, 23, 24, 25, 26, 27, 30, 31, 32, 33, 34, 35, 36, 37 and portion of Lots 11, 20, 21, 28, 29 and 38 in Section 31, more particularly described as follows: Beginning at the stone monument marking the section corner common to Sections 31 and 32, Township 35 South, Range 7 East of the Willamette Meridian and to Sections 5 and 6, Township 36 South, Range 7 East of the Willamette Meridian; thence South 89 degrees 55 3/4' West along the section line common to said Sections 31 and 6, 425.0 feet to a point; thence North 0 degrees 25' West 30.0 feet to an iron pipe on the Northerly right of way line of a county road as the same is presently located and constructed and the true point of beginning of this description; thence South 89 degrees 55 3/4' West along the said Northerly right of way line 868.7 feet to a point in the fence line marking the Westerly boundary of Lot 38 of said Section 31; thence North 0 degrees 55 3/4' West 1271.7 feet to the stone monument marking the Northwest corner of Lot 29 of said Section 31 (said monument being also the SE1/16 corner of said Section 31); thence North 0 degrees 25' West 1316.7 feet to the stone monument marking the Northwest corner of Lot 21 of said Section 31 (said monument being also the East 1/16 corner on the East-West centerline of said Section 31); thence North 0 degrees 19 3/4' West 1263.3 feet to an iron pin on the Westerly boundary of Lot 11 of said Section 31 and from which point the Northwest corner of said Lot 11 bears North 0 degrees 19 3/4' West 55.0 feet distant; thence South 13 degrees 14 1/2' East 3955.5 feet, more or less, to the true point of beginning.

In Township 35 South, Range 7 1/2 East of the Willamette Meridian:

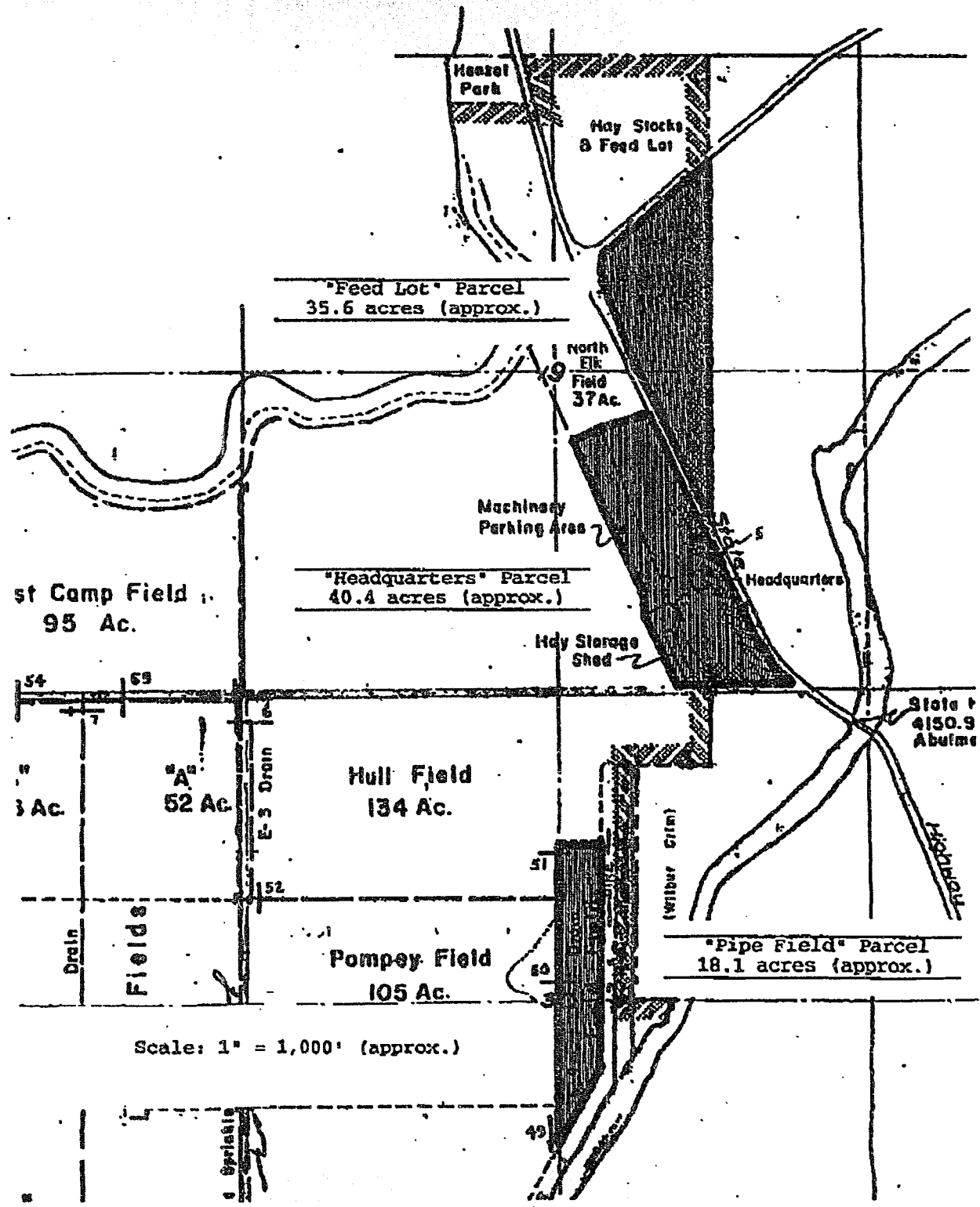
All of Fractional Sections 25, 26, 27, 33, 34, 35 and a portion of Section 36, lying Westerly of the center thread of Williamson River. All of Fractional Section 24 EXCEPT Government Lot 5; All of Fractional Section 28 lying East of the Straits which connect Upper Klamath Lake and Agency Lake.

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EXHIBIT "A"
LEGAL DESCRIPTION

In Township 36 South, Range 7 1/2 East of the Willamette Meridian:

All of Section 1; and All of Fractional Sections 2, 3, 4, 11 and 12 lying Northeasterly and Northerly of the shore line of Klamath Lake and Westerly of the center thread of the Williamson River.



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of CALIFORNIACounty of SAN FRANCISCOOn JULY 19, 1996 before me, KATHRYN LEE, NOTARY PUBLIC
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"personally appeared R. LEONARDO GARRISON
NAME(S) OF SIGNER(S)

- ☐ personally known to me - OR - ☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in (his/her/their) authorized capacity(ies), and that by (his/her/their) signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☐ CORPORATE OFFICER

TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

SIGNER IS REPRESENTING:
 NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE

CORPORATE ACKNOWLEDGMENT

22269

State of Oregon } ss.
County of Klamath

On this the 19th day of July, 19 96,
before me, Kristi L. Redd

Name of Notary Public

the undersigned Notary Public, personally appeared
RUSSELL HOEFELICH

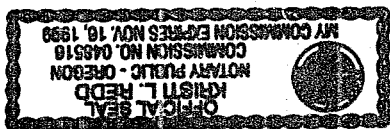
Name(s) of Signer(s)

☐ personally known to me - OR -
☒ proved to me on the basis of satisfactory evidence
to be the person(s) who executed the within instrument as

Vice President and Oregon Director

Corporate Title(s) of Signer(s)

on behalf of the corporation therein named, and acknowledged
to me that the corporation executed it.
Witness my hand and official seal.



Signature of Notary Public

OPTIONAL

Though the information in this section is not required by law, it may prove valuable to persons relying on the
document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Purchase and Other Rights

Document Date: 7/19/96 Number of Pages: 7

Signer(s) Other Than Named Above: R. Leonard Garrison & Linda B. Garrison

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

STATE OF OREGON,

County of Klamath } ss.

FORM No. 23—ACKNOWLEDGMENT.
Stevens-Ness Law Publishing Co. NL
Portland, OR 97204 © 1992

BE IT REMEMBERED, That on this 19th day of July, 19 96,
before me, the undersigned, a Notary Public in and for the State of Oregon, personally appeared the within
named LINDA B. GARRISON

known to me to be the identical individual..... described in and who executed the within instrument and
acknowledged to me that she.....executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year last above written.



Kristi L. Redd
Notary Public for Oregon
My commission expires 11/16/99

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of AmeriTitle the 24th day
of July A.D., 19 96 at 11:48 o'clock AM., and duly recorded in Vol. M96,
of Deeds on Page 22262.

Bernetha G Letsch, County Clerk

FEE \$65.00

By [Signature]