

98 DEC 16 P3

*MTC 45813-KR*  
MEMORANDUM CONTRACT OF SALE

1. This Memorandum Contract of Sale is entered into between The Oncology Corporation, a California corporation, hereinafter referred to as "Seller", and Equity Advantage, Incorporated, an Oregon corporation, hereinafter referred to as the "Buyer".

2. The Seller agrees to sell to the Buyer and the Buyer agrees to purchase from the Seller all of the Seller's right, title and interest, beneficial and legal, in and to (a) that personal property described in Exhibit "A" appended hereto and by this reference incorporated herein, (b) that real property located at 6767 Tingley Road, Klamath Falls, Oregon, and more particularly described in Exhibit "B" appended hereto and by this reference incorporated herein, and (c) that assumed business name "Crossroads Mobile Home Park", hereinafter collectively referred to as the "Property", and, more specifically, hereby agrees to sell, assign and transfer unto the Buyer the Seller's interest in that certain undated Conditional Sales Security Agreement (hereinafter referred to as the "Senior Agreement") by and between Robert F. Secrest and Lucille M. Secrest, as tenants by the entirety, and Thomas S. Curcio and Gertrude A. Curcio, as tenants by the entirety, all as tenants in common and as tenants by the entirety, as sellers and secured parties (hereinafter referred to as the "Senior Sellers") and James D. Finley and Linda L. Finley, as buyers, the rights of which buyers were assigned to the Seller.

3. The purchase price for the Property shall be the sum of \$790,000, payable as follows: (a) \$200,000 in cash upon execution of this Memorandum, (b) the assumption by Buyer of Seller's obligations under the Senior Contract in the present principal balance of \$340,000 (c) the balance of \$250,000 bearing interest at the rate of 8.5% per annum, shall be paid by the Buyer to the Seller in installments of \$2,169.55 of principal and interest per month, payable on or before the first day of every month, commencing ~~November 1, 1998~~ <sup>JANUARY 1, 1999</sup>, and continuing until ~~November 1, 1999~~ <sup>December 1, 1999</sup>, when the entire unpaid principal balance, together with interest accrued thereon and unpaid, shall be due and payable in full.

4. The purchase and sale of the Property shall be on the terms and conditions fully set forth in the Contract of Sale and Assignment of Rights and Obligations Under Conditional Sales Security Agreement between the parties of even date herewith. Those terms and conditions are made a part of this Memorandum of Contract of Sale by this reference.

Executed by the Seller on Oct 28, 1998, at Oakland, California.

The Oncology Corporation,  
a California corporation

Attention: John J. Fuery, M.D., President  
P. O. Box 150  
Hayward, California 94543

By John J. Fuery, President  
John J. Fuery, President

Executed by the Buyer on December 14, 1998, at Lake Oswego, Oregon.

Equity Advantage, Incorporated, Attention: Thomas N. Moore, Exchange  
16325 SW Boones Ferry Road, Suite 203  
Lake Oswego, Oregon 97035

an Oregon corporation

By [Signature]

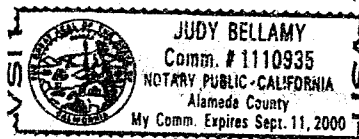
### California Acknowledgment

State of California )  
 ) ss  
County of Alameda )

On Oct 28, 1998, before me, Judy Bellamy, a Notary Public, personally appeared John J. Fuery, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the entity upon behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.

Judy Bellamy



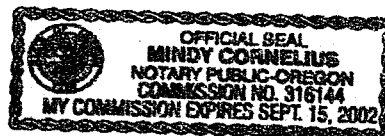
### Oregon Acknowledgment

State of Oregon )  
 ) ss  
County of )

This instrument was acknowledged before me on DECEMBER 14, 1998, by THOMAS N. MOORE, as PRESIDENT of Equity Advantage, Incorporated, an Oregon corporation.

Mindy Cornelius  
Notary Public for Oregon

My commission expires: 9/15/2002



STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Amerititle the 16th day of December A.D., 1998, at 3:21 o'clock P.M., and duly recorded in Vol. M98 of Deeds on Page 46055.

FEE \$35.00

By Bernetha G. Letsch, County Clerk