

mtc 41657
MEMORANDUM OF LEASE

Vol M00 Page 38913

STATE OF OREGON
 COUNTY OF KLAMATH

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KNOW ALL MEN BY THESE PRESENTS:

THIS MEMORANDUM OF LEASE (this "Memorandum") is made effective as of July 31, 1997, by and between **Pekkola-Mombert Properties, L.L.C.**, an Oregon limited liability company ("Landlord") and **Prime Service, Inc.**, a Delaware corporation d/b/a Prime Equipment ("Tenant").

W I T N E S S E T H:

1. This Memorandum is a memorandum of that certain Lease, dated as of July 31, 1997, between Landlord and Tenant (the "Lease") pursuant to which, and subject to the terms of which, Landlord has leased, demised and let to Tenant certain real property located in the County of Klamath, State of Oregon, more particularly described on Exhibit A attached hereto and incorporated by this reference herein, together with all improvements located thereon and all appurtenances, easements, rights of way and other rights appertaining thereto (hereinafter called the "Premises"), for an initial term of ten (10) years beginning at 12:01 a.m. on July 31, 1997 and ending at 12:00 midnight on July 31, 2007. The Lease is hereby incorporated herein by reference for all purposes.

2. Tenant has two (2) successive options to extend the term of the Lease for additional terms of five (5) years each, by giving notice of such exercise to Landlord not less than sixty (60) calendar days prior to the expiration of the term then in effect.

3. This Memorandum has been prepared for the purpose of providing record notice of the execution and effectiveness of the Lease. The provisions set forth in this Memorandum shall not be used in interpreting the Lease. In the event of a conflict between any provisions of the Lease and any provision of this Memorandum, the Lease shall control.

4. This Memorandum may be executed in any number of counterparts, each of which shall constitute an original, and is intended to be recorded in the Real Property Records of Klamath County, Oregon.

[signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of the date first above written.

Landlord:

Pekkola-Mombert Properties, L.L.C.,
an Oregon limited liability company

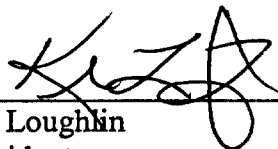
By: _____

Dennis R. Pekkola
Member

Tenant:

Prime Service, Inc.,
a Delaware corporation

By: _____


Kevin L. Loughlin
Vice President

STATE OF OREGON

COUNTY OF DESCHUTES

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The foregoing instrument was acknowledged before me this _____ day of _____, 1999 by Dennis R. Pekkola, Member of Pekkola-Mombert Properties, L.L.C., an Oregon limited liability company.

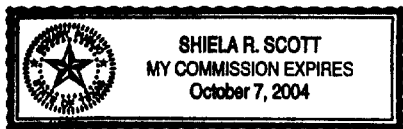
Notary Public


STATE OF TEXAS

COUNTY OF HARRIS

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The foregoing instrument was acknowledged before me this 14th day of September, 2000 by Kevin L. Loughlin, Vice President of Prime Service, Inc., a Delaware corporation.




Notary Public

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of the date first above written.

Landlord:

Pekkola-Mombert Properties, L.L.C.,
an Oregon limited liability company

By: 

Dennis R. Pekkola
Member

Tenant:

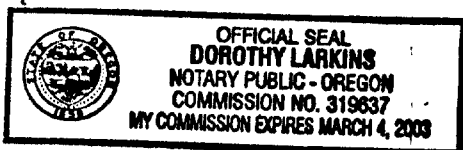
Prime Service, Inc.,
a Delaware corporation

By: 

Stanton P. Eigenbrodt
Assistant Secretary

STATE OF OREGON §
COUNTY OF DESCHUTES §

The foregoing instrument was acknowledged before me this 11th day of May, 2000, ~~1999~~ by Dennis R. Pekkola, Member of Pekkola-Mombert Properties, L.L.C., an Oregon limited liability company.



Dorothy Larkins
Notary Public for Oregon

STATE OF TEXAS §
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 14th day of September, 1999 by Stanton P. Eigenbrodt, Assistant Secretary of Prime Service, Inc., a Delaware corporation.



Lisa D. Rodriguez
Notary Public

Exhibit A**Legal Description**

Lots 3 and 6 in Block 1, of Tract 1249, resubdivision of Lot 4, Block 1, Tract 1080, Washburn Park, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

State of Oregon, County of Klamath
Recorded 10/25/00, at 11:20 a.m.
In Vol. M00 Page 38913
Linda Smith,
County Clerk Fee\$ 46⁰⁰