

AFTER RECORDING, RETURN TO:

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State of Oregon, County of Klamath
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MEMORANDUM OF ASSIGNMENT

Parties: The New Earth Company, a dissolved Oregon corporation as "Assignor";

The Nature Conservancy, a nonprofit District of Columbia corporation as "Assignee".

The parties have entered into this Memorandum to monument of record that The New Earth Company has assigned to The Nature Conservancy all its right, title, and interest to all real property or real property fixtures referenced in that certain document titled Trust Deed, Assignment of Rents and Leases, Security Agreement and Fixture Filing executed July 19, 1996, and recorded on July 19, 1996, in Volume M96 of the Mortgage Records of Klamath County, Oregon, at page 21816. **Real property as described on Exhibit "A" attached hereto.**

DATED this 19th day of May, 2003.

Assignors:

The New Earth Company,
 An Oregon corporation

Marta C. Carpenter
 By: _____
 Its: President
 Dated: 5/19/03

Assignee:

The Nature Conservancy,
 a nonprofit District of Columbia corporation

[Signature]
 By: _____
 Its: VP of Oregon Division
 Dated: 6/10/03

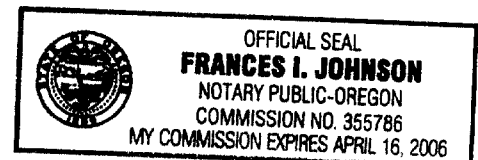
STATE OF OREGON)

County of Klamath) ss.

On this 19th day of May, 2003, personally appeared the above-named Marta Carpenter, who being duly sworn, stated that he is the President of The New Earth Company, an Oregon dissolved corporation, and that the foregoing instrument was voluntarily signed on behalf of said corporation and by authority of its board of directors; and acknowledged said instrument to be its voluntary act and deed.

Before me:

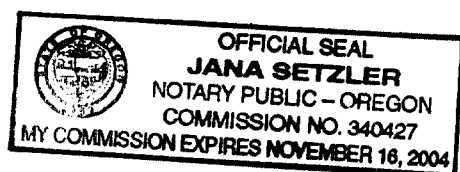
Frances I. Johnson
 Notary Public for Oregon



STATE OF Oregon)
) ss.
County of Multnomah)

On this 10 day of ~~May~~ ^{June} 2003, personally appeared the above-named Russell Hoeflich, who being duly sworn, stated that he is the V.P. + Stake Dir. of The Nature Conservancy, a nonprofit District of Columbia corporation, and that the foregoing instrument was voluntarily signed on behalf of said corporation and by authority of its board of directors; and acknowledged said instrument to be its voluntary act and deed.

Before me:

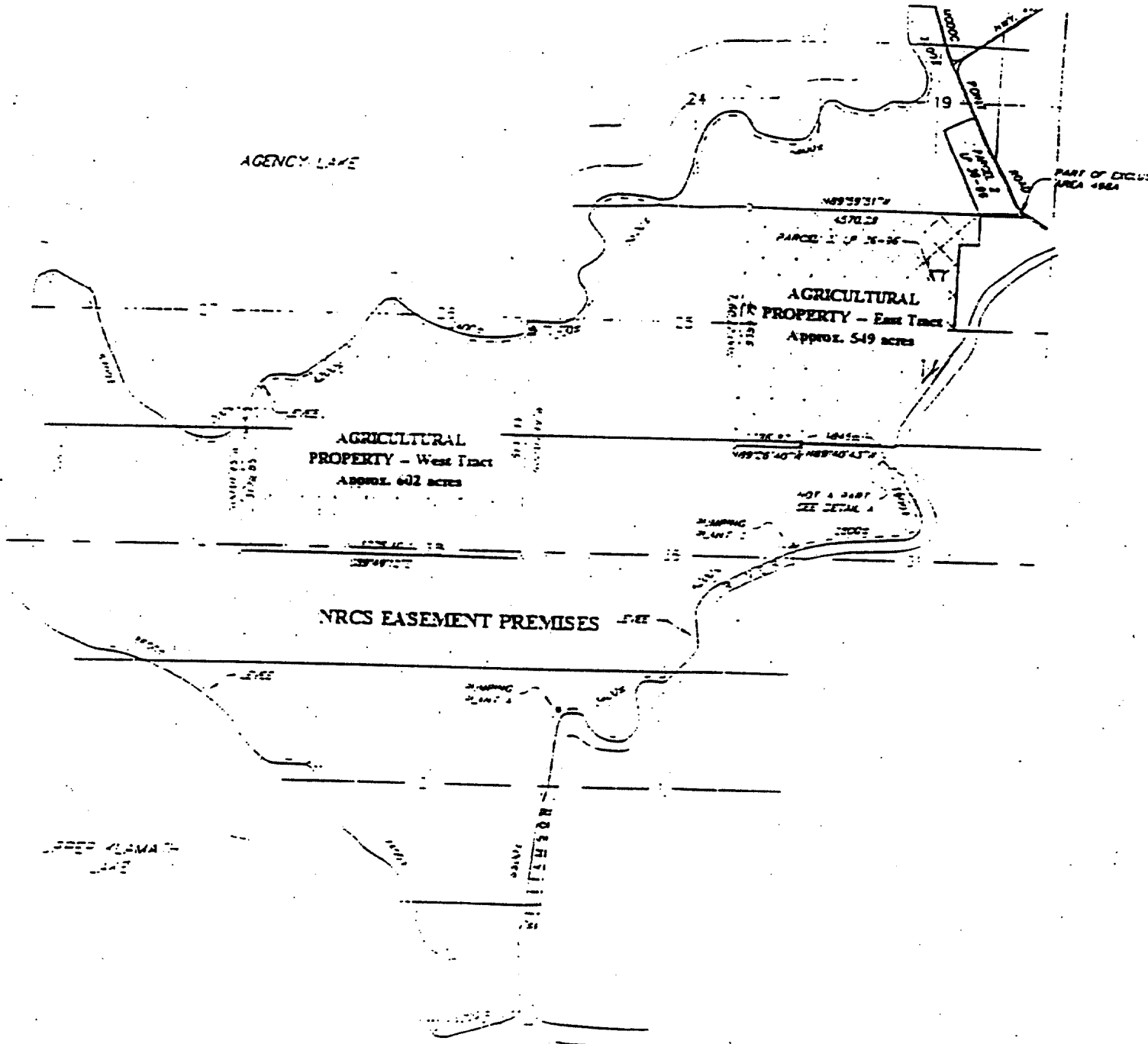


Jana Setzler
Notary Public for 11-16-04

EXHIBIT A

Real Property Description

All of Grantor's undivided 32.85 percent leasehold interest arising under that farm lease dated July 19, 1996, by and among Grantor, Beneficiary and The Nature Conservancy, covering the land described below or in the subsequent pages of this Exhibit A.

AGRICULTURAL PROPERTY

The "Agricultural Property" and the "NRCS Easement Premises" are located within:
Sections 19, 30, 31 of T35S. R7E. W.M.

Sections 24, 25, 26, 27, 28, 33, 34, 35 and 36 of T35S. R7E. W.M.; and

Sections 1, 2, 3, 4, 11 and 12 of T36S. R7E. W.M.

AGRICULTURAL PROPERTYEXHIBIT E
DESCRIPTION FOR EXCLUSION PARCEL 696A

A parcel of land situated in Sections 26, 27, 34 and 35, Township 35 South, Range 07 1/2 East of the Willamette Meridian, County of Klamath, State of Oregon, being more particularly described as follows:

Beginning at a point on the mean high waterline of Agency Lake, from which the Northeast corner of Section 19 Township 35 South, Range 07 East of the Willamette Meridian bears North 54° 24' 22" East 13892.67 feet: thence from said point of beginning South 00° 04' 49" East 138.68 feet to a 5/8" pin: thence South 00° 04' 49" East 5132.33 feet to a 5/8" pin: thence North 89° 49' 12" West 6236.40 feet to a 5/8" pin: thence North 00° 01' 45" West 2730.27 feet to a 5/8" pin: thence continuing North 00° 01' 45" West 415.17 feet to the mean high waterline of Agency Lake: thence along the mean high waterline of said Agency Lake Northeasterly 6600 feet more or less to the point of beginning.

Containing 602 acres, more or less.

AGRICULTURAL PROPERTY

42957

EXHIBIT F
DESCRIPTION FOR EXCLUSION PARCEL 498A

A parcel of land situated in Sections 19, 30 and 31, Township 35 South, Range 07 East, and Sections 24, 25 and 36, Township 35 South, Range 07 1/2 East of the Willamette Meridian, County of Klamath, State of Oregon, being more particularly described as follows:

Beginning at a point on the South line of said Section 30 and the mean high waterline on the West bank of the Williamson River, from which the Northeast corner of said Section 19 bears North 16° 21' 49" East 11074.65 feet more or less; thence from said point of beginning along the South line of said Section 30 and the North line of M92, page 27987, North 89° 53' 45" West 697.10 feet, more or less, to the Northwest corner of said M92, page 27987, thence North 39° 37' 01" West 1437.39 feet, more or less, to a 5/8" pin; thence South 00° 06' 41" West 94.15 feet to a 5/8" pin; thence North 89° 26' 40" West 1396.87 feet to a 5/8" pin; thence North 00° 27' 09" East 5389.79 feet to a 5/8" pin; thence South 89° 59' 51" East 4570.29 feet to a 5/8" pin; thence North 89° 16' 46" East 490.97 feet; thence North 24° 56' 14" West 4.96 feet to a 5/8" pin; thence North 85° 34' 54" East 334.54 feet to a 5/8" pin; thence South 89° 56' 30" East 477.35 feet to a 5/8" pin; thence North 02° 27' 07" West 107.15 feet to a 5/8" pin and the Westerly right-of-way of Modoc Point Road; thence along the Westerly right-of-way of said Modoc Point Road, along the arc of a 602.96 feet radius curve to the left, chord bears South 48° 53' 47" East 163.75 feet, 169.31 feet to a 5/8" pin; thence South 56° 56' 25" East 103.95 feet more or less to the North line of Section 30 and the North line of Government Lot 2; thence along the North line of said Government Lot 2 North 89° 56' 39" West 747.90 feet more or less to the Northwest corner of said Government Lot 2; thence along the North line of Government Lot 3 North 89° 56' 39" West 250.00 feet; thence Southerly 250.00 feet from and parallel to the East line of said Lot 3, 660.00 feet more or less to the North line of Government Lot 8; thence along the North line of said Government Lot 8 Westerly 410.00 feet more or less to the Northeast corner of the West 660.00 feet of said Government Lot 8; thence along the East line of the West 660.00 feet of Government Lots 8, 13 and 18 Southerly 1980.00 feet more or less to the South line of said Government Lot 18; thence along the South line of said Government Lot 18 Easterly 283.8 feet more or less to the mean high waterline on the West bank of the Williamson River; thence along the said mean high waterline Southwesterly 3000 feet more or less to the point of beginning.

EXCEPTING THEREFROM that Parcel described in Exhibit H and that Parcel described in Exhibit I.

Containing 549 acres, more or less.

AGRICULTURAL PROPERTYEXHIBIT C
DESCRIPTION FOR 15.57 ACRE PARCEL

A parcel of land situated in Section 30, Township 35 South, Range 7 East of the Willamette Meridian, County of Klamath, State of Oregon, being more particularly described as follows:

Beginning at a 5/8" pin from which the section corner common to Sections 17, 18, 19 and 20, Township 35 South, Range 7 East of the Willamette Meridian bears North 19° 19' 25" East 5975.91 feet; thence South 89° 46' 55" West 318.72 feet to a 5/8" pin; thence South 00° 05' 55" West 2558.77 feet to a 5/8" pin; thence North 31° 37' 33" East 339.86 feet to a 5/8" pin; thence 339.14 feet along the arc of a 644.02 foot radius curve to the left, the long chord of which bears North 16° 32' 23" East 335.23 feet to a 5/8" pin; thence North 1° 27' 14" East 1949.85 feet to the point of beginning.

TOGETHER WITH those easements described in Exhibits G and H.

Containing 15.57 acres, more or less.

EXHIBIT A

AGRICULTURAL PROPERTY

42959

EXHIBIT H
DESCRIPTION FOR EASEMENT
FOR 15.57 ACRE PARCEL

An easement for ingress and egress and public utilities being more particularly described as follows:

Commencing at a 5/8" iron pin on the West right-of-way line of State Highway 427 from which the section corner common to Sections 17, 18, 19 and 20 bears North 8° 53' 01" East 5207.80 feet; thence South 2° 27' 07" East 107.15 feet to an iron pin; thence North 89° 56' 30" West 477.35 feet to an iron pin; thence South 85° 34' 54" West 334.55 feet to an iron pin; thence South 24° 56' 14" East 4.96 feet to the true point of beginning for this description; thence South 89° 16' 46" West 490.97 feet; thence 200.50 feet along the arc of a 130.00 foot radius curve to the left, the long chord of which bears South 45° 06' 06" West 181.21 feet; thence South 00° 54' 49" West 1166.58 feet; thence South 89° 46' 55" West 62.03 feet to an iron pin; thence South 1° 27' 14" West 1949.85 feet to an iron pin; thence 339.14 feet along the arc of a 644.02 foot radius curve to the right, the long chord of which bears South 16° 32' 23" West 335.23 feet; to an iron pin; thence South 31° 37' 33" West 339.86 feet to an iron pin; thence South 0° 05' 55" West 233.31 feet; thence North 31° 37' 33" East 538.64 feet; thence 403.39 feet along the arc of a 766.02 foot radius curve to the left, the long chord of which bears North 16° 32' 23" East 398.74 feet; thence North 01° 27' 11" East 1952.57 feet; thence North 00° 54' 49" East 1166.13 feet; thence 107.96 feet along the arc of a 70.00 foot radius curve to the right, the long chord of which bears North 45° 06' 06" East 97.57 feet; thence North 89° 17' 22" East 510.82 feet; thence North 30 feet, more or less, to a point on the North line of Government Lot 3 of Section 30, Township 35 South, Range 7 East of the Willamette Meridian; thence North 34° 37' 48" West 36.26 feet to the point of beginning.

TOGETHER WITH that easement described in Exhibit G.