

2009-013460

Klamath County, Oregon



10/15/2009 02:51:31 PM

Fee: \$77.00

After recording, return to:
Justin E. Throne
280 Main Street
Klamath Falls, OR 97601

MEMORANDUM OF LAND SALE CONTRACT

This is the memorandum of that certain unrecorded agreement dated on or about October 26, 2007 (the "Contract"), between

Quentin L. Breen, Trustee of the Train Mountain Foundation, an Oregon charitable trust, Train Mountain, Inc., an Oregon corporation, and Train Mountain Railroad Museum, Inc., an Oregon corporation (collectively hereinafter, "Train Mountain"), with the last address of 36941 S. Chiloquin Rd. Chiloquin, Oregon 97624, and

Friends of Train Mountain, Inc., an Oregon corporation (hereinafter, "Friends"), with the address of c/o Justin Throne, registered agent, 280 Main Street, Klamath Falls, Oregon 97601,

concerning the real property in Klamath County, Oregon, consisting of the parcels that are legally described on the attached Exhibit A (hereinafter, the "Property"), which are made part of this instrument by reference.

For \$1.00 and other good and valuable consideration, Train Mountain granted certain rights to Friends in regard to the Property, under the provisions contained in the Contract. These rights supplement and are additive to the rights granted under an unrecorded lease agreement between the same parties of the same date, as amended, and for which a memorandum has been recorded in Klamath County Records.

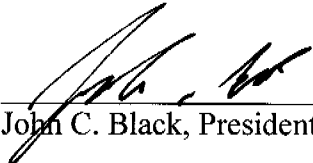
Together, these instruments grant certain rights to Friends that are or may be exercised in regard to the Property, and the execution and recording of this memorandum shall put any third party that may deal with the Property on actual and constructive notice of the superiority of these rights and for the need to enquire further of Train Mountain and Friends at the addresses set forth above.

This memorandum is not a complete summary of the Contract. Provisions in the memorandum shall not be used in interpreting the provisions in the Contract. In the event of conflict between this memorandum and the Contract, the Contract shall control.

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In witness, the undersigned party to this memorandum has caused it to be executed at Klamath Falls, Oregon, on the date below.

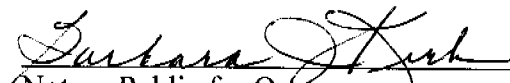
Friends of Train Mountain, Inc.



John C. Black, President

STATE OF OREGON)
) ss.
County of Klamath)

SUBSCRIBED AND ACKNOWLEDGED before me this 16 day of October, 2009, by John C. Black, who personally appeared.



Notary Public for Oregon
My commission expires 9.14.2010



EXHIBIT A

PARCEL 1:

That portion of the SE 1/4 of the SW 1/4 of Section 20, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying Southerly of State Highway #422; EXCEPT the West 660 feet thereof.

CODE 138 MAP 3407-02000 TL 00602 KEY #794162

PARCEL 2:

That portion of the SW 1/4 of the SE 1/4 of Section 20, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying Southwesterly of State Highway #422.

CODE 138 MAP 3407-02000 TL 00701 KEY #705295

PARCEL 3:

The NE 1/4 of the NW 1/4; EXCEPT the West 660 feet thereof; AND that portion of the N 1/2 of the NE 1/4 lying Southwesterly of State Highway #422; ALL in Section 29, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-02900 TL 00102 KEY #729769

PARCEL 5:

The S 1/2 of the NW 1/4; AND that portion of the S 1/2 of the NE 1/4 lying Southwesterly of State Highway #422; ALL in Section 29, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-02900 TL 00701 KEY #17617

PARCEL 6:

The SW 1/4 of Section 29, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-02900 TL 00800 KEY #196415

PARCEL 7:

That portion of the N 1/2 of the NE 1/4 of the SW 1/4 of Section 28, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying Southerly of State Highway #422.

CODE 138 MAP 3407-02800 TL 00101 KEY #18028

PARCEL 8:

The S 1/2 of the N 1/2 of the SE 1/4 AND the S 1/2 of the SE 1/4; ALL in Section 29, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon; EXCEPT that portion described as follows:

Commencing at the section corner common to Sections 28, 29, 32 and 33 All in said Township and Range; thence North 80° 54' 10" West, 614.85 feet to the true point of beginning of the parcel of land to be described; thence South 52° 29' 30" West 150.00 feet; thence North 37° 30' 30" West, 150.00 feet; thence North 52° 29' 30" East, 150.00 feet; thence South 37° 30' 30" East, 150.00 feet to the true point of beginning.

CODE 118 MAP 3407-02900 TL 01100 KEY #196451

PARCEL 9:

The SW 1/4 of the SE 1/4 AND that portion of the S 1/2 of the SW 1/4 AND that portion of the S 1/2 of the N 1/2 of the SW 1/4; ALL in Section 28, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying Southerly of State Highway #422.

CODE 138 MAP 3407-02800 TL 00301 KEY #18055

PARCEL 10:

The E 1/2 of the SE 1/4 of Section 28, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying West of the Dalles-California Highway #97 and Southwesterly of Chiloquin-Agency Highway #422.

CODE 138 MAP 3407-028D0 TL 02500 KEY #196148

PARCEL 11:

The N 1/2; The E 1/2 of the NE 1/4 of the SW 1/4; The N 1/2 of the SE 1/4; AND the SW 1/4 of the SE 1/4; ALL in Section 32, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-03200 TL 00100 KEY #197076

PARCEL 12:

The N 1/2 of the NW 1/4; AND the N 1/2 of the S 1/2 of the NW 1/4; ALL in Section 33, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-03300 TL 00300 KEY #197352

PARCEL 13:

The N 1/2 of the NW 1/4 of the NE 1/4 of Section 33, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-03300 TL 00200 KEY #197343

PARCEL 14:

That portion of the N 1/2 of the NE 1/4 of the NE 1/4 AND the N 1/2 of the S 1/2 of the NE 1/4 of the NE 1/4 lying West of Highway #97; AND the N 1/2 of the S 1/2 of the NW 1/4 of the NE 1/4; ALL in Section 33, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-03300 TL 00100 KEY #197334

PARCEL 15:

The W 1/2 of the NE 1/4 of the SW 1/4; AND the NW 1/4 of the SW 1/4; ALL in Section 32, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-03200 TL 00200 KEY #197085

PARCEL 16:

All that portion of the S 1/2 of the N 1/2 of the SE 1/4 of the SE 1/4, AND the S 1/2 of the SE 1/4 of the SE 1/4 lying East of State Highway #62 being situate in Section 31, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-031D0 TL 00500 KEY #872044

PARCEL 17:

The N 1/2 of the SE 1/4 of the SE 1/4 of Section 32, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-03200 TL 00900 KEY #197156

PARCEL 18:

The SE 1/4 of the SE 1/4 of the SW 1/4 of Section 32, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3407-03200 TL 00800 KEY #197147

PARCEL 19:

All that portion of Government Lot 1 lying East of State Highway #62 being situate in Section 6, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-006A0 TL 00100 KEY #872045

PARCEL 20:

Government Lot 4 also described as the N 1/2 of the NW 1/4 of the NW 1/4 of Section 5, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-00500 TL 00400 KEY #218954

PARCEL 21:

Government Lots 2, 3, 6, 7, 11, 14 and a portion of Government Lots 12, 13, 19, 20 and 22, lying Easterly of State Highway #62 in Section 5, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-00500 TL 00300 KEY #218936

PARCEL 22:

Government Lots 3, 4, 5 and 6 in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-00400 TL 00100 KEY #223323

PARCEL 23:

That portion of Government Lot 4 in Section 6, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying Easterly of State Highway #62.

CODE 138 MAP 3507-006A0 TL 00200 KEY #787027

PARCEL 24:

That portion of Government Lot 5 in Section 6, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying Easterly of State Highway #62.

CODE 138 MAP 3507-00500 TL 00500 KEY #218963

PARCEL 25:

Government Lots 9, 10, 15, 16, 17, 18, 23 and 24, situate in Section 5, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-00500 TL 00900 KEY #218561

PARCEL 26:

The W 1/2 of Government Lot 14; The W 1/2 of Government Lot 15 in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-00400 TL 00200 KEY #223332

PARCEL 27:

The E 1/2 of Government Lots 14 and 15; The W 1/2 of Government Lots 16 and 22; All of Government Lots 23, 24, 25, 32 and 35; ALL in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying North of State Highway #422.

EXCEPTING THEREFROM the following:

Beginning at a 5/8" iron pin marking the Northwest corner of Government Lot 31; thence from said point of beginning South 89° 36' 32" East along the North line of said Government Lot 31, 666.29 feet to a 5/8" iron pin on the Westerly right of way of Oregon State Highway #422; thence Southerly and Westerly along the Westerly and Northerly right of way of said Oregon State Highway #422 the following eight bearings and distances: along the arc of a 2620.91 feet radius curve to the left (Delta = 06° 13' 43" long chord = South 10° 40' 32" East 284.78 feet) 284.93 feet; thence South 13° 47' 26" East 116.10 feet; thence along the arc of a 326.07 feet radius curve to the right (Delta = 44° 29' 20" long chord = South 08° 27' 14" West 246.87 feet), 253.18 feet; thence South 30° 41' 54" West 80.61 feet; thence along the arc of a 260.93 feet radius curve to the right (Delta = 53° 22' 15" long chord = South 57° 23' 02" West 234.36 feet) 243.06 feet; thence South 84° 04' 09" West 939.83 feet; thence along the arc of a 821.14 feet radius curve to the left (Delta = 23° 05' 07" long chord = South 72° 31' 36" West 328.62 feet) 330.85 feet; thence South 60° 59' 02" West 0.61 feet; thence leaving said State Highway #422 right of way North 29° 00' 58" West 10.55 feet; thence along the arc of a 70.00 feet radius curve to the right (Delta = 24° 22' 31" long chord = North 16° 49' 43" West 29.36 feet) 29.78 feet; thence North 04° 38' 27" West 114.16 feet; thence along the arc of a 470.00 feet radius curve to the right (Delta = 16° 24' 46" long chord = North 03° 33' 56" East 134.18 feet) 134.64 feet; thence North 11° 46' 19" East 193.60 feet; thence along the arc of a 1030.00 feet radius curve to the left (Delta = 03° 00' 05" long chord = North 10° 16' 16" East 53.95 feet) 53.96 feet; thence North 08° 46' 14" East 221.33 feet; thence along the arc of a 81.00 feet radius curve to the right (Delta = 64° 10' 39" long chord = North 40° 51' 33" East 86.06 feet) 09.73 feet; thence North 72° 56' 53" East 165.58 feet; thence along the arc of a 530.00 feet radius curve to the left (Delta = 17° 47' 22" long chord = North 64° 03' 12" East 163.90 feet) 164.56 feet; thence North 55° 09' 31" East 178.68 feet to a point on the North line of Government Lot 32; thence South 89° 43' 28" East along the North line of said Government Lot 32, 200.01 feet to the point of beginning.

CODE 138 MAP 3507-00400 TL 00300 KEY #223341

PARCEL 28:

Government Lot 13 in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-00400 TL 00400 KEY #223412

PARCEL 29:

That portion of Government Lot 17 in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying between Chiloquin Secondary Highway #422, also known as the South leg of the Chiloquin Cut-over on the West and the new Dalles-California Highway #97 on the East.

CODE 118 MAP 3507-004A0 TL 02800 KEY #223760

PARCEL 30:

That portion of Government Lot 12 in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying Westerly of U.S. Highway #97; EXCEPT that portion conveyed to the State of Oregon by Deed recorded in Volume M-90 of Official Records, Page 2680; AND EXCEPT that portion lying within the right of way of Chiloquin Highway (SH No. 422).

CODE 138 MAP 3507-004A0 TL 02600 KEY #223733

PARCEL 31:

That portion of Government Lot 21 in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, lying between Chiloquin Secondary Highway No. 422, also known as the South leg of the Chiloquin Cut-over on the West and the new Dalles-California Highway #97 on the East.

CODE 118 MAP 3507-00400 TL 01200 KEY #223458

PARCEL 33:

That portion of Government Lot 35 lying South of the South Chiloquin State Highway, situate in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-00400 TL 01600 KEY #223396

PARCEL 34:

A parcel of land situated in Government Lot 36 in Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at a 5/8" iron pin marking the South one-quarter corner of said Section 4; thence North 89° 38' 24" East along the South line of said Section 4, 280.00 feet to a 5/8" iron pin; thence North 412.17 feet to a 5/8" iron pin on the Southerly right of way line of The South Chiloquin State Highway #421; thence South 84° 04' 09" West along said Southerly right of way 281.44 feet to a 5/8" iron pin; thence South 00° 00' 30" West 384.85 feet to the point of beginning.

CODE 118 MAP 3507-00400 TL 01700 KEY #223403

PARCEL 35:

A parcel of land situated in Government Lots 31 and 36 in Section 4 and Government Lots 2 and 7 in Section 9, ALL in Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Beginning at a point on the section line common to said Sections 4 and 9 from which the quarter corner common to said Sections 4 and 9 bears South 89° 38' 24" West a distance of 280.00 feet; thence from said point of beginning South 949.17 feet; thence East 502.11 feet to a point on the Westerly right of way line of U.S. Highway #97; thence North 04° 02' 34" East along said Westerly right of way line 2,273 feet, more or less, to a point on the North line of said Government Lot 31; thence West along said North line of Government Lot 31, 187 feet, more or less, to the Easterly right of way line of the South Chiloquin State Highway; thence Southerly and Westerly along said Easterly and Southerly right of way line of said South Chiloquin State Highway to a point that is North of the point of beginning; thence South 412 feet to the point of beginning.

SAVE AND EXCEPT that portion deeded to the State Highway.

EXCEPT that portion lying within said Section 9, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 & 118 MAP 3507-00400 TL 01800 TL 599711
CODE 118 & 138 MAP 3507-00400 TL 01800 TL 223387

PARCEL 37:

All of Government Lots 6, 11 and 14 and that portion of Government Lots 3, 4, 5, 12 and 13 lying East of State Highway #422 being situate in Section 9, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 118 MAP 3507-00900 TL 00100 KEY #232073

PARCEL 38:

A parcel of land situated in Government Lot 2, Section 9, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at the Northwest corner of said Government Lot 2, said point of beginning, also being the North one-quarter corner of said Section 9; thence North 89° 38' 24" East along the North line of said Section 9, 280.00 feet; thence South 311.14 feet; thence South 89° 38' 24" West 280.05 feet, more or less, to the West line of said Government Lot 2; thence North 00° 00' 30" East along the West line of said Government Lot 2, 311.14 feet to the point of beginning.

CODE 138 MAP 3507-008A0 TL 01900 KEY #232064

PARCEL 39:

A parcel of land situated in Government Lots 31 and 36 in Section 4 and Government Lots 2 and 7 of Section 9, ALL in Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Beginning at a point on the section line common to said Sections 4 and 9 from which the quarter corner common to said Sections 4 and 9 bears South 89° 38' 24" West a distance of 280.00 feet; thence from said point of beginning South 949.17 feet; thence East 502.11 feet to a point on the Westerly right of way line of U.S. Highway No. 97; thence North 04° 02' 34" East along said Westerly right of way line 2,273 feet, more or less, to a point on the North line of said Government Lot 31; thence West along said North line of Government Lot 31, 187 feet, more or less, to the Easterly right of way line of the South Chiloquin State Highway; thence Southerly and Westerly along said Easterly and Southerly right of way line of said South Chiloquin State Highway to a point that is North of the point of beginning; thence South 412 feet to the point of beginning.

SAVE AND EXCEPT that portion deeded to the State Highway.

EXCEPT that portion lying within said Section 4, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

CODE 138 MAP 3507-009A0 TL 01800 KEY #232037

PARCEL 40:

A parcel of land situated in Government Lots 2, 7 and 10, Section 9, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Commencing at the Northwest corner of said Government Lot 2 (said point also being the North one-quarter corner of said Section 9); thence South 00° 00' 30" West along the West line of said Government Lot 2, 311.14 feet, to the true point of beginning of this description; thence from said point of beginning North 89° 38' 24" East 280.05 feet; thence South 638.03 feet; thence East 502.11 feet, to a point on the Westerly right of way line of U S Highway #97; thence South 04° 02' 34" West along the Westerly right of way of said U S Highway #97 1020.29 feet, to a point on the South line of said Government Lot 10; thence North 89° 59' 02" West along the South line of said Government Lot 10, 710.46 feet, to the Southwest corner of said Government Lot 10; thence North 00° 00' 30" East along the West lines of Government Lot 10, Government Lot 7 and Government Lot 2, 1653.82 feet to the true point of beginning.

TOGETHER WITH an easement as disclosed by instrument recorded in Volume M84 at Page 20462 and TOGETHER WITH an easement as disclosed by instrument recorded in Volume M86 at Page 14044.

EXCEPT that portion lying within said Government Lot 10.

CODE 118 & 138 MAP 3507-009A0 TL 01700 KEY #231895

PARCEL 41:

A parcel of land situated in Government Lots 2, 7 and 10, Section 9, Township 35 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Commencing at the Northwest corner of said Government Lot 2 (said point also being the North one-quarter corner of said Section 9); thence South 00° 00' 30" West along the West line of said Government Lot 2, 311.14 feet, to the true point of beginning of this description; thence from said point of beginning North 89° 38' 24" East 280.05 feet; thence South 638.03 feet; thence East 502.11 feet, to a point on the Westerly right of way line of U S Highway #97; thence South 04° 02' 34" West along the Westerly right of way of said U S Highway #97 1020.29 feet, to a point on the South line of said Government Lot 10; thence North 89° 59' 02" West along the South line of said Government Lot 10, 710.46 feet, to the Southwest corner of said Government Lot 10; thence North 00° 00' 30" East along the West lines of Government Lot 10, Government Lot 7 and Government Lot 2, 1653.82 feet to the true point of beginning.

EXCEPT that portion lying within said Government Lots 2 and 7.

CODE 138 MAP 3507-009A0 TL 01600 KEY #232135

PARCEL 42:

The S 1/2 of the SE 1/4 of the SE 1/4 of Section 32, Township 34 South, Range 7 East of the Willamette Meridian, Klamath County, Oregon.

TOGETHER WITH a non-exclusive easement for ingress and egress over and across the Westerly 30 feet of Government Lots 4 and 5 in Section 4, township 35 South, Range 7 East of the Willamette Meridian, as described in "General Easement Agreement" recorded January 18, 2005 in Volume M-05 at Page 3542, Records of Klamath County, Oregon.

AND TOGETHER WITH a non-exclusive easement for ingress and egress 30 feet in width, over and across a portion of the NW 1/4 of Section 9 and a portion of the W 1/2 of Section 4, ALL in Township 35 South, Range 7 East of the Willamette Meridian, as described in "General Easement Agreement" recorded January 18, 2005 in Volume M-05 at Page 3547, Records of Klamath County, Oregon.

CODE 138 MAP 3407-03200 TL 01000 KEY #197165