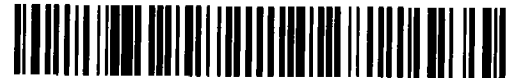


2010-002213

Klamath County, Oregon



00079932201000022130040043

02/11/2010 01:39:51 PM

Fee: \$57.00

AFTER RECORDING, RETURN TO:

John D. Albert
Albert & Tweet, LLP
PO Box 968
Salem, OR 97308

**UNTIL A CHANGE IS REQUESTED, ALL
TAX STATEMENTS SHALL BE SENT TO:**
no change

**BARGAIN AND SALE DEED, BILL OF SALE AND
ASSIGNMENT OF LESSEE'S INTEREST IN LEASE**

GRANTOR: Co-Personal Representatives of the Estate of Walter W. Fotheringham,

Grantor has agreed to grant, bargain, sell and convey all of its right title and interest in and to buildings and other leasehold improvements located on the Property described below, *and further hereby assigns* all of its right, title and interest under a Commercial Lease dated January 2, 1990, wherein Southern Pacific Transportation Company nka Union Pacific Railroad Company was Lessor, and Joe C. Fotheringham and Walt W. Fotheringham dba Fotheringham Bros. were the Lessees ("the Lease"), to:

GRANTEE: Basin Fertilizer & Chemical, Co.

Grantee has agreed to assume all of the obligations of Grantor under the Lease (the "Lease Obligations") in connection with the sale of the buildings and leasehold improvements of Grantor, on the following described Property:

PROPERTY: Buildings and leasehold improvements at or near Malone, Klamath County, Oregon, Drawing No. L-4523-A (see attached Exhibit A)

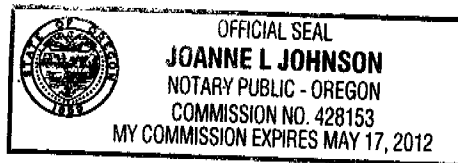
The true and actual consideration for this conveyance is debt settlement.

For the consideration stated above, the receipt of which is hereby acknowledged, Grantor hereby assigns, transfers, and conveys to Grantee all of its right, title, and interest as lessee under the Lease.

Dated this 22 day of ^{January}~~October~~, 2010~~07~~.

By Jeff Allen Fotheringham
Jeff Allen Fotheringham,
Co-personal representative of the
Estate of Walter W. Fotheringham

By Gwyn Anglin
Gwyn Anglin,
Co-personal representative of the
Estate of Walter W. Fotheringham



STATE OF OREGON,)

) ss.

County of Klamath)

On this 22 day of ~~October~~ ^{January, 2010} personally appeared before me the above named Jeff Allen Fotheringham and acknowledged the foregoing instrument to be his voluntary act and deed as Co-personal representative of the Estate of Walter W. Fotheringham.

Joanne L Johnson
Notary Public for Oregon
My commission expires: May 17, 2012

WA
STATE OF ~~OREGON~~,)

) ss.

County of King)

On this 17th day of ~~October~~ ^{December 2007} personally appeared before me the above named Gwyn Anglin and acknowledged the foregoing instrument to be her voluntary act and deed as Co-personal representative of the Estate of Walter W. Fotheringham.

Kate C Foltz
Notary Public for ~~Oregon~~ WA
My Commission expires: 5/9/13



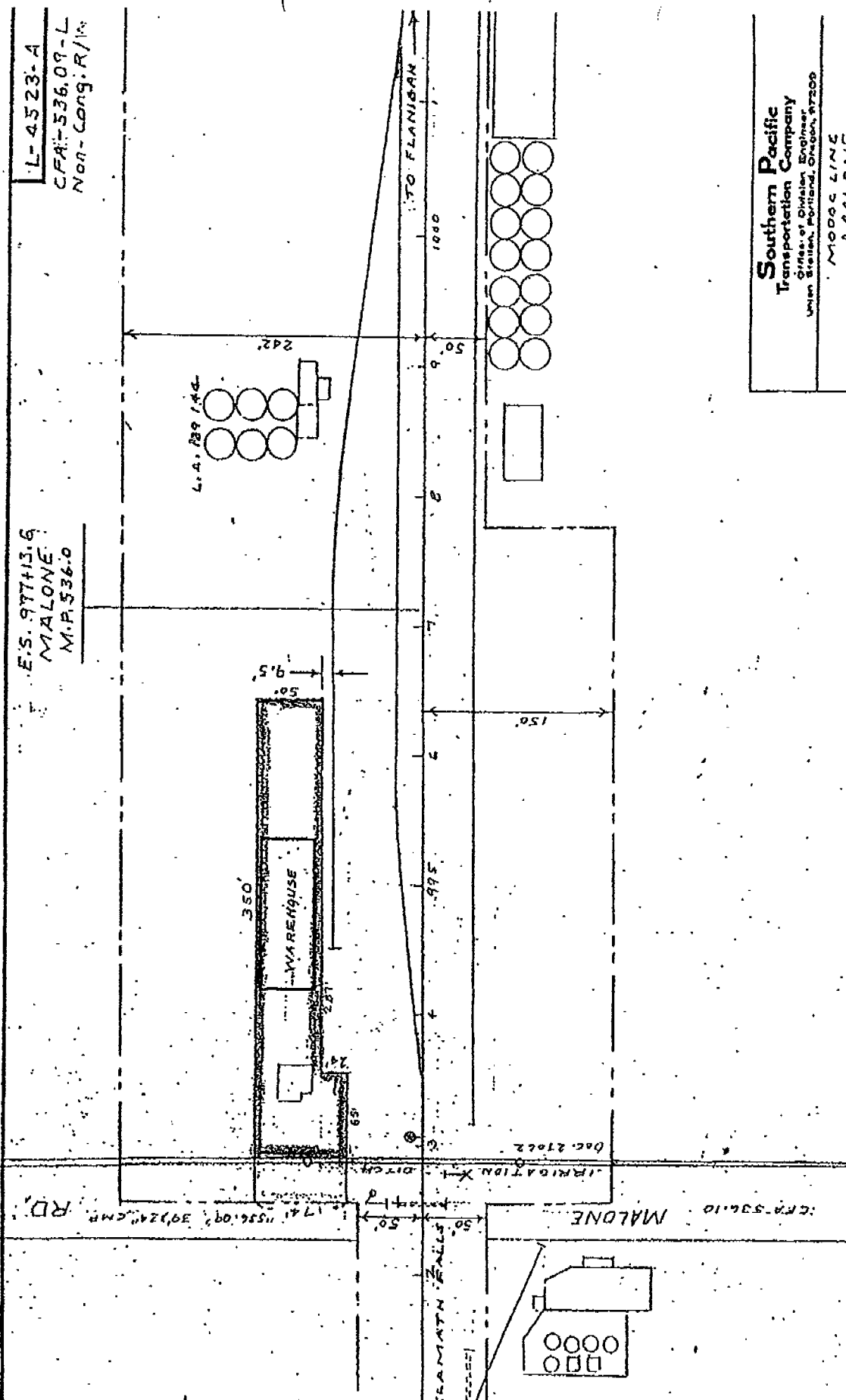
bf\basin deed assgmt hos

EXHIBIT A-1

A parcel of real property located on the Southern Pacific Right-of-Way at Malone at Section 8, Township 41, Range 11.0 consisting of improvements to leasehold interest.

Map Tax Lot R-4111-00800-01800-A01

Prop. ID R107379



L-4523-A
CFA-536.09-L
Non-Contig. R/W

E.S. 977+13.6
MALONE
M.P. 536.0

Southern Pacific Transportation Company <small>Chief of Division Engineer Union Station, Portland, Oregon, 97209</small>	
MALONE Lease for Warehouse Facility FOTHERINGHAM BROTHERS	
SCALE 1" = 100'	OREGON DIVISION
DRAWN BY M.A.	CHECKED BY VAL SEC 35 SHEET 19
ROUTE NO. CFA 536.09	DRAWING NO. L-4523-A
DATE 2/24/38	SHEET NO.
REVISED TO MAP 11 919A FILE NUMBER	

LEGEND

- shows lease. Area; 0.436 Ac.
- shows S.P.T. Co. property line.

REV. 9-11-89
REV. 4-21-87 JUN