

1876567-TM

2012-004761

Klamath County, Oregon



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05/07/2012 02:55:46 PM

Fee: \$52.00

After recording return to:  
Brandsness, Brandsness & Rudd, P.C.  
Attn: Michael Rudd  
411 Pine Street  
Klamath Falls, OR 97601

### MEMORANDUM OF RIGHT OF FIRST REFUSAL

Clough Oil Company, an Oregon corporation ("Owner"), and Ed Staub and Sons Petroleum, Inc. a California corporation authorized to do business in Oregon ("Staub"), have entered into a Right of First Refusal dated April 26, 2012 (the "Agreement"), wherein Owner has granted to Staub a right of first refusal to purchase the property described in Exhibit A. The term of the Agreement will expire on April 30 2022.

This Memorandum is being executed and recorded in the Official Records of Klamath County, Oregon, to give notice of the provisions of the Agreement and will not be deemed or construed to define, limit, or modify the Agreement in any manner.

THE PROPERTY DESCRIBED IN THIS INSTRUMENT MAY NOT BE WITHIN A FIRE PROTECTION DISTRICT PROTECTIN STRUCTURES. THE PROPERTY IS SUBJECT TO LAND USE LAWS AND REGULATIONS THAT, IN FARM OR FOREST ZONES, MAY NOT AUTHORIZE CONSTRUCTION OR SITING OF A RESIDENCE AND THAT LIMIT LAWSUITS AGAINST FARMING OR FOREST PRACTICES, AS DEFINED IN ORS 30.930, IN ALL ZONES. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009, AND SECTIONS 2 TO 7, CHAPTER 8, OREGON LAWS 2010. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY THAT THE UNIT OF LAND BEING TRANSFERRED IS A LAWFULLY ESTABLISHED LOT OR PARCEL, AS DEFINED IN ORS 92.010 OR 214.010, TO VERIFY THE APPROVED USES OF THE LOT OR PARCEL, TO VERIFY THE EXISTENCE OF FIRE PROTECTION FOR STRUCTURES AND TO INQUIRE ABOUT THE RIGHTS OF NEIGHBORING PROPERTY OWNERWS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.366 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009, AND SECTIONS 2 TO 7, CHAPTER 8, OREGON LAWS 2010 THE PROPERTY DESCRIBED IN THIS INSTRUMENT MAY BE SUBJECT TO SPECIAL ASSESSMENT UNDER ORS 358.505.

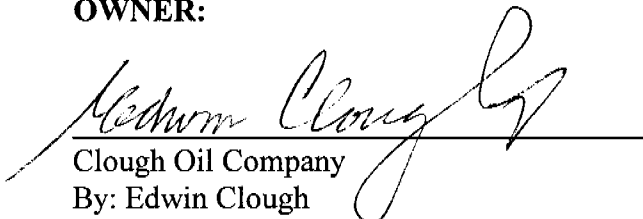
THIS INSTRUMENT DOES NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON

F 52.00

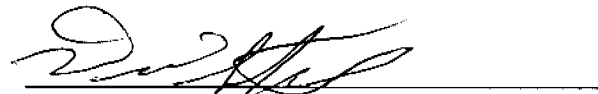
ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY THAT THE UNIT OF LAND BEING TRANSFERRED IS A LAWFULLY ESTABLISHED LOT OR PARCEL, AS DEFINED IN ORS 92.010 OR 215.010. TO VERIFY THE APPROVED USES OF THE LOT OR PARCEL, TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES, AS DEFINED IN ORS 30.930, AND TO INQUIRE ABOUT THE RIGHTS OF NEIGHBORING PROPERTY OWNERS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009.

Executed as of April 26, 2012.

**OWNER:**

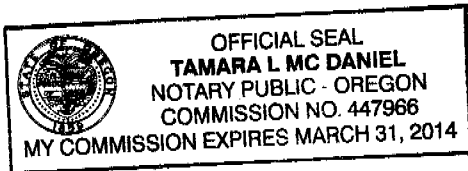
  
Clough Oil Company  
By: Edwin Clough  
Its: President


**STAUB:**

  
Ed Staub and Sons Petroleum, Inc.  
By: David Staub  
Its: President

STATE OF OREGON           )  
                                          ) ss.  
County of Klamath        )

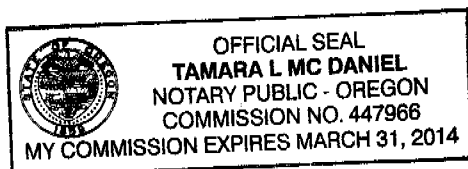
This instrument was acknowledged before me on May 1, 2012, by Edwin Clough, as President of Clough Oil Company, an Oregon Corporation, on behalf of said Owner.




  
Notary Public for Oregon  
My commission expires: 3/31/14

STATE OF OREGON           )  
                                          ) ss.  
County of Klamath        )

This instrument was acknowledged before me on May 1, 2012, by David Staub, as President of Ed Staub and Sons Petroleum, Inc. a California corporation, on behalf of Staub.



  
Notary Public for Oregon  
My commission expires: 3/31/14

## LEGAL DESCRIPTIONS FOR CARDLOCKS

### EXHIBIT A

Parcel 1 of Minor Land Partition 41-91, filed August 22, 1991, in Klamath County, Oregon, being a portion of Lots 3, 4 and 5 of Block 2, HOMELAND TRACTS, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

### EXHIBIT B

A tract of land situated in the NW ¼ of the NW ¼ of Section 10, Township 39 South, Range 9 East of the Willamette Meridian, being more particularly described as follows:

Beginning at a point that is East a distance of 30 feet and North 0°34' West a distance of 398 feet from the Southwest corner of the NW ¼ of the NW ¼, said point being the Southwest corner of said parcel in Deed Volume M73, page 10206; thence East along the South line of said parcel 300 feet, being the Southeast corner of said Deed and the true point of beginning; thence continuing East 322.30 feet; thence North 0°34' West 350 feet; thence West 322.30 feet to the Northeast corner of said parcel in Deed Volume M73, page 10206, thence Southerly along the Easterly line of said parcel 350 feet more or less to the point of beginning.

TOGETHER WITH all easements appurtenant to the above-described property.

SUBJECT TO: Liens and assessments of Klamath Project and Klamath Irrigation District, and regulations, easements, contracts, water and irrigation rights in connection therewith; Rules, regulations and assessments of South Suburban Sanitary District; Easement Agreement, including the terms and provisions thereof, recorded September 28, 1973, in Vol. M73, page 13197, Deed Records of Klamath County, Oregon; Reservations, restrictions, easements and rights of way of record and those apparent on the land, if any.

### EXHIBIT C

Lot 18 (except and excluding the North 1.51 feet) and Lots 19, 20 and 21, Block 18, Railroad Addition to the City of Klamath Falls, County of Klamath, State of Oregon.

SUBJECT TO: Easements, restrictions and rights-of-way of record and those apparent on the land.

### EXHIBIT D-1

All that certain real property located in Klamath County, State of Oregon, legally described as follows, to-wit: Those portions of Lots 3 through 10, Block 11 of the CHELSEA ADDITION to the City of Klamath Falls, Klamath County, Oregon, to-wit:

Beginning at the southeast corner of said Block 11, thence S.89°51'00"W., along the south line of said block, 125.00 feet to a point; thence N.16°16'14"W., 90.67 feet; thence N.05°32'20"W., 113.31 feet to a point on the north line of Lot 3 of said Block 11; thence N.89°53'45"E., along the north line of said Lot 3, a distance of 28.58 feet to the westerly right-of-way of The Dalles-California Highway; thence S.38°59'16"E., along said right-of-way line, 211.12 feet to the east line of said Block 11; thence S.00°06'00"W., along said east line of Block 11, a distance of 35.45 feet to the point of beginning.

SUBJECT TO: Contracts and/or liens for irrigation and/or drainage, the schedule of exclusions from coverage, together with any schedules contained in standard title policies, reservations, easements, restrictions and rights of way of record and those apparent on the land.

### EXHIBIT D-2

All of Lots 4, 5 and 6, and those portions of Lots 3, 7, 8, 9 and 10 lying Westerly of the West right of way line of Highway 97, in Block 11, CHELSEA ADDITION TO THE CITY OF KLAMATH FALLS, in the County of Klamath, State of Oregon, TOGETHER WITH that portion of the East half of vacated Chelsea Street adjacent to said Lots 3, 4, 5 and 6, said Parcel being all in Block 11 of Chelsea Addition to the City of Klamath Falls, lying Westerly of the West right of way line of Highway 97.

LESS AND EXCEPT:

Those portions of Lots 3 through 10, Block 11, CHELSEA ADDITION TO THE CITY OF KLAMATH FALLS, in the County of Klamath, State of Oregon, to wit:

Beginning at the Southeast corner of said Block 11; thence South 89 degrees 51' 00" West along the South line of said Block, 125.00 feet to a point; thence North 16 degrees 16' 14" West, 90.67 feet; thence North 05 degrees 32' 20" West, 113.31 feet to a point on the north line of Lot 3 of said Block 11; thence North 89 degrees 53' 45" East, along the North line of said Lot 3, a distance of 28.58 feet to the Westerly right of way of the Dalles-California Highway; thence South 38 degrees 59' 16" East, along said right of way line, 211.12 feet to the East line of said Block 11; thence South 00 degrees 06' 00" West, along said East line of Block 11, a distance of 35.45 feet to the point of beginning.

EXHIBIT D-3  
CONVEYANCE OF EASEMENT

An easement for ingress and egress situated in a portion of Lots 1 and 2 of Block 11 and that portion of vacated Chelsea Street appurtenant to said Lots 1 and 2 in "Chelsea Addition" to Klamath Falls, Oregon, a duly recorded subdivision, said easement more particularly described as follows: Beginning at the Southwest corner of said lot 2; Cardlock Use Agreement and Right of First Refusal, page 21

thence S89°53'45"W 25.00 feet to the center line of vacated Chelsea Street; thence N00°06'00"E, along said vacated center line, 113.45 feet to its intersection with the Southwesterly right of way line of Highway 97; thence S38°59'16"E, along said southwesterly right of way line, 145.74 feet to its intersection with the South line of said Section 2; thence S89°59'16"E, along said Southwesterly right of way line, 145.74 feet to its intersection with the South line of said Section 2; thence S89°53'45"W 66.89 feet to the point of beginning. This description is based on information from record of survey No. 4020.

For the benefit of and appurtenant to the following described real property situate in Klamath County, Oregon, to-wit:

Real property described in the following deeds recorded in the Records of Klamath County, Oregon, to which reference is hereby made and the description of the same is hereby incorporated herein as though fully set forth hereat: M-90, Page 1710, M-91, Page 22458.

Grantee shall, at Grantee's cost and expense, repair and maintain the above described easement as Grantee shall determine necessary for the benefit of the real property for which benefit and appurtenance this easement is granted.