

**2021-006232**

**Klamath County, Oregon**

**04/21/2021 08:10:00 AM**

**Fee: \$127.00**

*When Recorded Return to:*

Bateman, Seidel  
1000 SW Broadway, Suite 1910  
Portland, OR 97205  
Attn: Randall B. Bateman

Landlord: **ABRE, L.L.C.**  
**BRAINWASH, L.L.C.**  
1960 River Road  
Eugene, OR 97404

Tenant: **ABBY'S, LLC**  
2722 NE Stephens Street  
Roseburg, OR 97470

## **MEMORANDUM OF LEASE AND OPTION AGREEMENT AND AGREEMENT OF PURCHASE AND SALE**

**ABRE, L.L.C.**, an Arizona limited liability company, and **BRAINWASH, L.L.C.**, an Arizona limited liability company, as landlord (collectively, "**Landlord**"), and **ABBY'S, LLC**, an Oregon limited liability company, as tenant ("**Tenant**"), have entered into a Master Lease dated as of April 20, 2021 (the "**Lease**"), wherein Landlord leased to Tenant the premises described on the attached **Exhibit A** (the "**Premises**"). Landlord and Tenant also entered into an Option Agreement and Agreement of Purchase and Sale ("**Option Agreement**") on the same date wherein Landlord granted to Tenant certain purchase options with respect to the Premises and other properties described on the attached **Exhibit B** (the "**Other Properties**").

The Lease provides that it expires: "*Ten [10] years from Closing Date. Tenant shall also have five (5) options to renew of five (5) years each in length, which may be exercised separately as to each Property. Notwithstanding the foregoing, the Dallas Store and the Springfield Store will have the expiration dates set forth in the Dallas Ground Lease and the Springfield Ground Lease*". The Closing Date is April 20, 2021.

The terms and provisions of the Lease and Option Agreement not described herein are more particularly set forth in the Lease and Option Agreement, to which reference is here made for all purposes. This Memorandum is being recorded in the Official Records of several counties in the states of Oregon and Washington, as notice of the provisions of the Lease and Option Agreement and shall not be deemed to amend or modify the Lease and Option Agreement in any respect.

*[Signatures begin on the following page]*

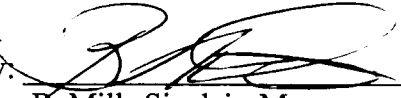
**IN WITNESS WHEREOF, THE LANDLORD AND TENANT HAVE EXECUTED THIS MEMORANDUM WITH THE INTENT IT BE EFFECTIVE AS OF APRIL 20, 2021.**


**Landlord / Optionor**

ABRE, L.L.C.,  
an Arizona limited liability company

By:   
B. Mills Sinclair, Managing Member

BRAINWASH, L.L.C.,  
an Arizona limited liability company

By:   
B. Mills Sinclair, Manager

By:   
William Hawkins, Manager

**Tenant / Optionee**

ABBY'S, LLC,  
an Oregon limited liability company

By: \_\_\_\_\_  
Toby A. Luther, CEO

**IN WITNESS WHEREOF, THE LANDLORD AND TENANT HAVE EXECUTED THIS MEMORANDUM WITH THE INTENT IT BE EFFECTIVE AS OF APRIL 20, 2021.**

**Landlord / Optionor**

**Tenant / Optionee**

ABRE, L.L.C.,  
an Arizona limited liability company

ABBY'S, LLC,  
an Oregon limited liability company

By: \_\_\_\_\_  
B. Mills Sinclair, Managing Member

By: \_\_\_\_\_  
Toby A. Luther, CEO

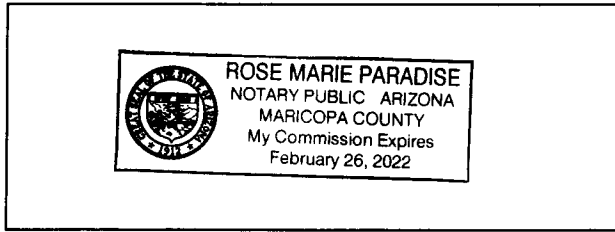
BRAINWASH, L.L.C.,  
an Arizona limited liability company

By: \_\_\_\_\_  
B. Mills Sinclair, Manager

By: \_\_\_\_\_  
William Hawkins, Manager

County of maricopa)

This instrument was acknowledged before me on April 13<sup>th</sup>, 2021, by B. Mills Sinclair, as Managing Member of ABRE, L.L.C., an Arizona limited liability company and as Manager of BRAINWASH, L.L.C., an Arizona limited liability company



Rose Marie Paradise

Notary Public – State of Arizona

STATE OF OREGON )  
 ) ss.  
County of \_\_\_\_\_)

This instrument was acknowledged before me on April \_\_\_\_, 2021, by Toby A. Luther, Chief Executive Officer of Abby's, LLC, an Oregon limited liability company.

Notary Public of Oregon

My Commission Expires: \_\_\_\_\_

STATE OF ARIZONA )

) ss.

County of \_\_\_\_\_)

This instrument was acknowledged before me on April \_\_\_\_, 2021, by B. Mills Sinclair, as Managing Member of ABRE, L.L.C., an Arizona limited liability company and as Manager of BRAINWASH, L.L.C., an Arizona limited liability company

Notary Public – State of Arizona

STATE OF OREGON )

SS.

County of Douglas

This instrument was acknowledged before me on April 13, 2021, by Toby A. Luther, Chief Executive Officer of Abby's, LLC, an Oregon limited liability company.



Jacey Lynn Cagle

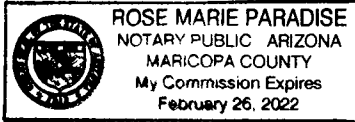
Notary Public of Oregon

My Commission Expires: August 03 2024

### 3 - MEMORANDUM OF LEASE

STATE OF ARIZONA            )  
  ) ss.  
County of Maricopa        )

This instrument was acknowledged before me on April 13<sup>th</sup>, 2021, by William Hawkins as Manager of BRAINWASH, L.L.C., an Arizona limited liability company.



Rose Marie Paradise  
Notary Public – State of Arizona

**EXHIBIT A**  
**LEGAL DESCRIPTION OF PREMISES**  
**Klamath County**

**Shasta** (1919 Austin St, Klamath Falls, OR) -

The following described real property situated in Klamath County, Oregon:

A piece or parcel of land situated in Tract 33A Enterprise Tracts, being a portion of the Northwest one-quarter of Section 3, Township 39 South, Range 9 East, Willamette Meridian, and being more particularly described as follows:

Beginning at a 5/8 inch aluminum capped rebar on the Easterly right-of-way line of Austin Street as the same is presently located and constructed from which the iron pipe monument marking the Northeast corner of Tract 33A of Enterprise Tracts bears N. 34°07'30" E. 53.32 feet and S. 89°30'00" E. 209.67 feet distant; thence S. 34°07'30" W. along said right-of-way line of Austin Street 100.00 feet to a 5/8 inch aluminum capped rebar; thence S. 55°52'30" E. 255.00 feet to a 5/8 inch aluminum capped rebar (said point being 30.00 feet distant from, when measured at right angles to, the East boundary of said Tract 33A of Enterprises Tracts); thence N. 0°21'15" E. parallel to said Tract 33A boundary 6.00 feet to a 5/8 inch aluminum capped rebar; thence N. 55°52'30" W. 251.66 feet, more or less, to the point of beginning; containing 0.585 acres, and RESERVING THEREFROM an easement for a 4.0 foot overhang from the adjacent property and for walkway purposes along the Southeasterly 140.0 feet of the Southwesterly side of the above described parcel. TOGETHER with an easement for walkway purposes 4.0 feet wide and 140.0 feet long adjacent to and Southwesterly from the Easement herein reserved.

A tract of land situated in Tract 33A Enterprise Tracts, in the NW¼ of Section 3, Township 39 South, Range 9 E.W.M., Klamath County, Oregon, more particularly described as follows:

Beginning at a point on the East line of said Tract 33A from which the Northeast corner of said Tract 33A bears N. 00°21'15" E. 203.65 feet more or less; thence N. 55°52'30" W. 36.09 feet to the Northeasterly corner of that tract of land described in Volume M72, Page 6088 of the Klamath County Deed Records; thence along the Easterly line of said tract S. 00°21'15" W. 6.09 feet (6.00 by deed), S. 34°07'30" W. 94.94 feet (95.05 by deed) to the Southeasterly corner of said tract; thence S. 55°52'30" E. 99.58 feet to a point on the East line of said Tract 33A; thence N. 00°21'15" E. 120.30 feet to the point of beginning, containing 6623 square feet and with bearings based on R.O.S. No. 3672 as filed with the Klamath County Surveyor.

**EXHIBIT B**

**LEGAL DESCRIPTION OF OTHER PROPERTIES**

**Klamath County, Oregon**

None