

MAY 15 1991

After recording return to:  
Terry Kelly Investments, LLC  
2747 Pence Loop S.E.  
Salem, OR 97302-1153

TITLE ORDER NO: 18-67165  
KEY ESCROW NO: 02-54099

Until a change is requested tax statements  
shall be sent to the following address:  
SAME AS ABOVE

REEL PAGE  
1488 372

*True Consideration*

*\$ 3,009,000.00*

WARRANTY DEED -- STATUTORY FORM  
(INDIVIDUAL or CORPORATION)

CLIFFORD LYNN BAXTER and LYNN LOIS BAXTER, Grantor,

conveys and warrants to:

TERRY KELLY INVESTMENTS, LLC, Grantee,

the following described real property free of encumbrances except as  
specifically set forth herein:

SEE EXHIBIT A WHICH IS MADE A PART HEREOF BY THIS REFERENCE

SUBJECT TO:

1. Potential Additional Open Space Land Tax Liability as disclosed by the Marion County Tax Roll in the Amount of \$1,072,400.00. Parcel 1: 59462-001
2. Potential Additional Open Space Land Tax Liability as disclosed by the Marion County Tax Roll in the Amount of \$121,400.00. Parcel 1: 59482-000
3. Potential Additional Open Space Land Tax Liability as disclosed by the Marion County Tax Roll in the Amount of \$422,200.00. Parcel 1: 59463-000
4. Potential Additional Open Space Land Tax Liability as disclosed by the Marion County Tax Roll in the Amount of \$6,800.00. Parcel 2: 59499-625
5. The assessment and tax rolls disclose that the premises herein described have been specifically assessed as Open Space Land. If the land becomes disqualified for the special assessment under the statute, an additional tax may be levied for previous years in which the special assessment was in effect for the land and in addition thereto a penalty may be levied if notice of disqualification is not timely given.
6. The following matters are excluded from the coverage of the policy based on the proximity of the property to Battle Creek, Powell Creek and unnamed lake.
  - A. Rights and easement of the public and governmental bodies for commerce, navigation and fishing in and to the waters of Battle Creek, Powell Creek and unnamed lake.
  - B. Any adverse claim based upon the assertion that the Battle Creek, Powell Creek and unnamed lake has changed in location.

7. An easement created by instrument, including the terms and provisions thereof,

Dated: April 21, 1970  
Recorded: May 6, 1970 in Book 682, Page 641,  
Deed Records, Marion County, Oregon  
In favor of: City of Salem  
For: Right of way  
Affects: Parcel 1

8. An easement created by instrument, including the terms and provisions thereof,

Dated: April 26, 1971  
Recorded: April 30, 1971 in Book 702, Page 200,  
Deed Records, Marion County, Oregon  
In favor of: City of Salem  
For: Right of way  
Affects: Parcel 1

9. An easement created by instrument, including the terms and provisions thereof,

Dated: April 12, 1971  
Recorded: April 19, 1971 in Book 701, Page 467,  
Deed Records, Marion County, Oregon  
In favor of: City of Salem  
For: Right of way  
Affects: Parcel 1

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10. An easement created by instrument, including the terms and provisions thereof,

Dated: October 5, 1977  
Recorded: December 8, 1977 in Reel 105, Page 1071,  
Microfilm Records, Marion County, Oregon  
In favor of: C. Lynn Baxter  
For: Perpetual non-exclusive easement for storm drain  
Affects: Parcel 1

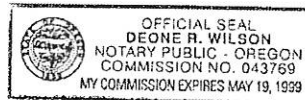
Tax Account No: 59462-001/594 Map No:  
Tax Account No: 59463-000 Map No:  
Tax Account No: 59499-625/595 Map No:  
Tax Account No: 59493-161/594 Map No:  
Tax Account No: 59494-000 Map No:  
Tax Account No: 59494-743 Map No:

THIS INSTRUMENT WILL 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 ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930.

The true consideration for this conveyance is \$3,000,000.00 (Which is paid by/ to an accommodator as part of an IRC 1031 exchange). However, if the actual consideration consists of or includes other property or other value given or promised, such other property or value was part of the/the whole of the (indicate which) consideration. If the grantor is a corporation, this has been signed by authority of the Board of Directors.

Dated this 15 day of May, 1998.

GRANTOR(S):  
Clifford Lynn Baxter  
CLIFFORD LYNN BAXTER  
Lynn Lois Baxter  
LYNN LOIS BAXTER



STATE OF OREGON, County of Marion ) ss.

This instrument was acknowledged before me on May 15, 1998,  
by CLIFFORD LYNN BAXTER and LYNN LOIS BAXTER

Deane R. Wilson  
Notary Public for Oregon

My commission expires: 5/19/99

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EXHIBIT "A"

Parcel 1: Beginning at the intersection of the North and South center line of Section 23 in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon, with the Westerly line of the Pacific Highway at a point which is 805.25 feet, more or less, South of the 1/4 corner of the North of said section; thence South 23° 44' East along the Westerly line of said Highway 222.35 feet; thence South 65° 58' West 98.50 feet to a point on the said center line; thence South along said center line, 133.84 feet to an iron pipe; thence South 65° 58' West 65.00 feet to an iron pipe; thence South 00° 08' East 108.97 feet to an iron pipe; thence North 65° 58' East 65.00 feet to the North and South center line of Section 23; thence South along said center to the angle corner in the North line of Lot 9, in Elderbrook tracts in said County and State; thence North 89° 14' West along the North line of said Elderbrook tracts 1779.75 feet to a point which is 858.00 feet South 89° 14' East from the West line of said Section; thence North parallel with the West line of said Section 1564.50 feet, more or less; thence South 89° 08' East 504.25 feet, more or less; thence North 470.00 feet to a point on the South line of Madras Street; thence Northeasterly along the arc of a 180.00 foot radius curve to the left (the chord of which bears North 63° 48' East 163.80 feet) a distance of 170.07 feet; thence North 36° 44' East along the Easterly line of said Street 78.35 feet; thence South 89° 08' East 864.78 feet to a point which is 200.00 feet South 66° 16' West from a point on the Westerly line of said Pacific Highway; thence North 66° 16' East 200.00 feet to a point on the Westerly line of said highway; thence South 23° 44' East 83.09 feet more or less to the place of beginning.

Save and Except that portion conveyed to NuPacific Co., by deed recorded in Reel 2, Page 372, Marion County, Deed Records, described as follows:

Beginning at the Northwest corner of that tract of land as described in Volume 699, Page 812, Marion County Record of Deeds, which is recorded as being 239.225 feet North and 420.00 feet South 89° 08' East from the 1/4 corner on the West line of Section 23 in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon, said point being also on the Easterly line of 13th Avenue SE; thence South along said Easterly line 567.775 feet to a point on the North line of that tract of land as described in Volume 676, Page 85, Marion County Record of Deeds, said North line being also the North line of Lot 13, Elderbrook Tracts; thence South 89° 14' East 889.0 feet more or less, along said North line to a point which is 132.00 feet North 89° 14' West from the Northeast corner of said Lot 13; thence North 68° 30' West 286.00 feet; thence North 56° West 127.00 feet; thence North 36° West 100.00 feet; thence North 9° West 134.0 feet more or less, to a point on the West line of that tract of land described in Volume 670, Page 393, Marion County, Record of Deeds, said point being 383.00 feet North of the Southwest corner of said tract of land; thence North 184.0 feet more or less, to the Northeast corner of said tract of land described in Volume 699, Page 812, Marion County Record of Deeds; thence North 89° 08' West 438.00 feet to the point of beginning.

ALSO:

Beginning at the intersection of the Westerly line of the Pacific Highway with the South line of Madras Street at a point which is 495.00 feet South and 138.85 feet North 89° 00' West 67.10 feet South 23° 44' East from the 1/4 corner on the North line of Section 23 in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon; thence South 23° 44' East along the Westerly line of said Highway 195.80 feet; thence South 66° 16' West 200.00 feet; thence North 23° 44' West parallel with the Westerly line of said Highway 286.38 feet to a point on the South line of said Madras Street; thence South 89° 08' East 219.96 feet to the place of beginning.

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Save and except:

Beginning at the intersection of the Westerly line of the Pacific Highway with the South line of Madras Street at a point which is 495.00 feet South, 138.85 feet North 89° 00' West and 67.10 feet South 23° 44' East from the quarter corner on the North line of Section 23 in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon; thence South 23° 44' East along the Westerly line of said Highway 274.10 feet to an iron pipe on the North-South centerline of said Section 23; thence South 66° 16' West 148.00 feet; thence North 73° 50' 30" West 67.86 feet; thence North 23° 44' West 322.00 feet to a point on the South line of said Madras Street, said point also being the Northeast corner of that parcel conveyed to Kenneth A. Holmes, recorded in reel 251, Page 892, of Marion County Deed Records, Marion County, Oregon; thence South 89° 10' 30" East 219.96 feet to the place of beginning.

Parcel 2:

Beginning at the intersection of the Westerly line of the Pacific Highway with the South line of Madras Street at a point which is 495.00 feet South, 138.85 feet North 89° 00' West and 67.10 feet South 23° 44' East from the quarter corner on the North line of Section 23 in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon; thence South 23° 44' East along the Westerly line of said Highway 274.10 feet to an iron pipe on the North-South center line of said Section 23; thence South 66° 16' West 148.00 feet; thence North 73° 50' 30" West 67.86 feet; thence North 23° 44' West 322.00 feet to a point on the South line of said Madras Street, said point also being the Northeast corner of that parcel conveyed to Kenneth A. Holmes, recorded in Reel 251, Page 892, of Marion County Deed Records, Marion County, Oregon; thence South 89° 10' 30" East 219.96 feet to the point of beginning.

Parcel 3:

Beginning at a point on the North-South centerline of Section 23, in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon, said point being 377.03 feet South from the intersection of said North-South centerline and the Westerly boundary of Pacific Highway No. 99E; thence running North 65° 58' East, a distance of 152.71 feet to a point on the Westerly boundary of said Highway 99E; thence running South 24° 02' East along said Highway 99E, a distance of 99.63 feet; thence running South 65° 58' West, a distance of 261.85 feet; thence running North 00° 08' West, a distance of 108.97 feet; thence running North 65° 50' East, a distance of 65.00 feet to the place of beginning.

Parcel 4:

Beginning on the Westerly line of the Pacific Highway at a point which is 805.25 feet South 0° 08' East and 229.35 feet South 24° 02' East from the quarter corner on the North line of Section 23, in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon; thence South 24° 02' East, along the Westerly line of said Highway, a distance of 115.00 feet; thence South 65° 58' West, a distance of 152.55 feet to the West line of the East one-half of said Section; thence North 0° 08' West, along the West line of the East one-half of said Section, a distance of 125.47 feet; thence North 65° 58' East, a distance of 101.60 feet more or less to the place of beginning.

Parcel 5:

Beginning at the intersection of the North and South center line of Section 23 in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon; with the Westerly line of the Pacific Highway at a point which is 805.25 feet, more or less, South of the 1/4 corner of the North line of said Section; thence South 23° 44' East along the Westerly line of said Highway, 229.35 feet to the true point of beginning; thence South 66° 26' West 100.84

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feet more or less to an iron pipe on the said center line; thence North along said center line to an iron pipe, at a point which is 243.19 feet South from the intersection of the center line and the Pacific Highway along said center line; thence North 65° 58' East 98.50 feet to the West line of the Pacific Highway; thence Southeast along the Westerly line of the Pacific Highway to the true point of beginning.

NOTE: Together with an a permantent easement and right of way for pipeline, well and utilities installation and maintenance for irrigation purposes.

A strip ten feet in width and 448 feet in length along the adjacent to the Southerly boundary of the property described in Reel 2, Page 372, Marion County Deed Records, then extending Northerly at right angles, 10 feet in width for an additional 383 feet to the property line of Battlecreek Golf Course, said additional 10 feet strip being parallel to the West boundary line of the above described tract.

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REEL:1488

PAGE: 372

May 15, 1998 , 04:33P

CONTROL #: 1488372

State of Oregon  
County of Marion

I hereby certify that the attached  
instrument was received and duly  
recorded by me in Marion County  
records:

FEE: \$55.00

ALAN H DAVIDSON  
COUNTY CLERK