

WHEN RECORDED RETURN TO:

706 Madrona, LLC
Attn: Mr. Jack Fox
2262 McGilchrist Street SE, Suite 200
Salem, Oregon 97302

**SEND TAX STATEMENTS TO
GRANTEE AT THE FOLLOWING ADDRESS:**

Same as above

SPECIAL WARRANTY DEED

**Corrected Legal Description to replace the deed recorded at
Marion County, Oregon, Reel #2480, Page 272**

FRED MEYER STORES, INC., an Ohio Corporation ("**Grantor**"), conveys and specially warrants to **706 Madrona, LLC**, an Oregon limited liability company ("**Grantee**"), the real property described on **Exhibit 1**, attached (the "**Parcel**"), free of encumbrances created or suffered by the Grantor except for those specifically listed on **Exhibit 2**, attached.

The true and actual consideration for this conveyance is \$2,175,000.00

BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER CHAPTER 1, OREGON LAWS 2005 (BALLOT MEASURE 37 (2004)). THIS INSTRUMENT [WILL] 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 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 AND TO INQUIRE ABOUT THE RIGHTS OF NEIGHBORING PROPERTY OWNERS, IF ANY, UNDER CHAPTER 1, OREGON LAWS 2005 (BALLOT MEASURE 37 (2004)).

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed as of the 21st day of February, 2006.

Grantor:

**FRED MEYER STORES, INC., an
Ohio corporation**

By: Rol CEO

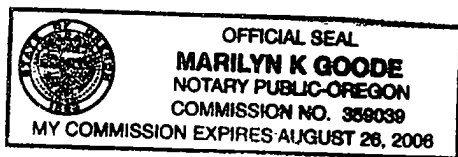
Title: Vice President

By: Nona M Soltero

Title: Vice President

State of Oregon)
) ss.
County of Multnomah)

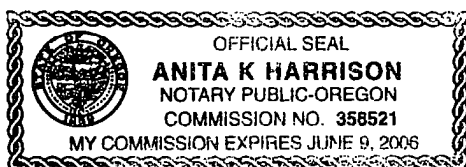
This instrument was acknowledged before me on February 21, 2006
by Bob Currey-Wilson as Vice President of FRED MEYER STORES, INC., an Ohio
corporation.



Marilyn K. Goode
Notary Public - State of Oregon
My commission expires: Aug. 26, 2006

State of Oregon)
) ss.
County of Multnomah)

This instrument was acknowledged before me on February 17, 2006
by Nona Sottero as Vice President
of FRED MEYER STORES, INC., an Ohio corporation.



Anita K. Harrison
Notary Public - State of Oregon
My commission expires: June 9, 2006

EXHIBIT 1 TO DEED

LEGAL DESCRIPTION OF PARCELS

PARCEL I

Beginning on the East line of Lot 15, Smith's Fruit Farms in Township 8 South, Range 3 West of the Willamette Meridian in Marion County, Oregon, at a point which is 372.08 feet North from the Southeast corner of said Lot; thence North along the East line of said Lot, 249.64 feet to the Northeast corner of said Lot; thence West 150.00 feet along the North line of said Lot; thence South 10° 12' East 248.95 feet to the North line of a tract of land conveyed by deed recorded in Volume 336, Page 17, of the Marion County Deed Records, at a point which is 115.00 feet North 88° 30' West from the Northeast corner thereof; thence South 88° 30' East 115.00 feet to the place of beginning.

TOGETHER WITH the following described easement for roadway purposes which is appurtenant to the above property. Beginning at a point 150 feet West of the Northeast corner of Lot 15, Smith's Fruit Farms, Marion County, Oregon; thence South 10° 12' East 15 feet; thence West parallel with the North line of Lot 15 to the East line of the South Commercial Street, thence North along the East line of South Commercial St. to the Northwest corner of said Lot 15; thence East along the North line of Lot 15 to the place of beginning. Said Easement to continue in term so long as there is no improved public street adjacent to the abutting on the property herein sold.

TOGETHER WITH a 15 foot permanent right of way and easement for a sewer line as disclosed by instrument, including the terms and provisions thereof, recorded May 31, 1983, in Reel 311, Page 1855, Film Records for Marion County, Oregon. ALSO TOGETHER WITH a permanent right of way and easement for a water pipeline, including the terms and provisions thereof, as disclosed by instrument recorded April 11, 1978 in Reel 119, Page 1213, Film Records for Marion County, Oregon.

PARCEL II

Beginning at a found ½" iron pipe marking the Southeast corner of Lot 14, SMITH'S FRUIT FARMS, in Marion County, Oregon; thence South 89° 38' 13" West, coincident with a portion of the Southerly boundary line of said Lot 14, 207.34 feet to a 5/8" iron rod, thence North 11° 17' 05" West 340.50 feet to a 5/8" iron rod placed on the Southerly right-of-way line of relocated Madrona Avenue, thence Northeasterly along the said Southerly right-of-way line defined by a 1115.92 foot radius curve concave to the Southeast, (the chord bears North 82° 41' 35" East 278.96 feet) to a 1-1/2" iron pipe, marking the intersection of said Southerly right-of-way line with the Easterly boundary line of aforementioned Lot 14; thence South 00° 25' 48" West coincident with a portion of said Easterly boundary line, 367.96 feet to the point of beginning.

EXHIBIT 2 TO DEED

ENCUMBRANCES

1. An easement for poles, anchors and appurtenant fixtures and incidental purposes, recorded June 22, 1931 in Book 210 of Deeds, Page 544.
In Favor of: Pacific Telephone and Telegraph Co., a California corporation
Affects: Parcel I - Exact location not disclosed
2. An easement for anchors and appurtenant fixtures and incidental purposes, recorded February 7, 1940 in Book 244 of Deeds, Page 683.
In Favor of: Pacific Telephone and Telegraph Co.
Affects: Parcel I - Exact location not disclosed
3. An easement for gas main and incidental purposes, recorded April 5, 1949 in Book 402 of Deeds, Page 408.
In Favor of: Portland Gas & Coke Co., an Oregon corporation
Affects: The Easterly portion of Parcel I
4. An easement for right-of-way and incidental purposes, recorded August 18, 1965 in Book 605 of Deeds, Page 467.
In Favor of: The City of Salem
Affects: The Southerly 10 feet of Parcel I
5. An easement for utility and incidental purposes, recorded August 21, 1950 in Book 419 of Deeds, Page 400
In Favor of: Salem Heights Water District
Affects: Parcel II
6. An easement for water pipeline and incidental purposes, recorded April 11, 1978 in Reel 119 of Deeds, Page 1213.
In Favor of: Adjacent property owners
Affects: Parcel II
7. An unrecorded lease in favor of Far-West Communications Inc., for (Microwave) Tower and Building as lessee, as disclosed by an Easement recorded April 11, 1978 as Reel 119, page 1213 of Official Records.
8. The terms and provisions contained in the document entitled "Driveway Agreement" recorded November 12, 1987 as Reel 585, page 493 of Official Records.
9. The terms and provisions contained in the document entitled "Easement Agreement" recorded December 11, 1987 as Reel 591, page 15 of Official Records.

10. The terms and provisions contained in the document entitled "Easement Agreement" recorded April 14, 1988 as Reel 613, page 286 of Official Records.
11. An easement for sanitary sewer and incidental purposes, recorded September 24, 1991 as Reel 887, page 122 of Official Records.
In Favor of: The City of Salem
Affects: A 15 foot strip
12. An unrecorded lease dated April 30, 1996, executed by Fred Meyer, Inc. as lessor and U.S. West New Vector Group, Inc., as lessee, as disclosed by a Memorandum of Option and Lease Agreement recorded July 1, 1997 as Reel 1405, page 118 of Official Records.
13. An unrecorded sublease dated May 10, 2000, executed by Vodafone Airtouch Licenses, LLC, a Delaware limited liability company as sublessor and American Tower Delaware Corporation, a Delaware corporation as sublessee, as disclosed by a Memorandum of Sublease recorded July 10, 2000 as Reel 1702, page 324 of Official Records.
14. Declaration of Reciprocal Easement Agreement dated 9-23-04 and recorded May 20, 2005, Reel 2480, page 271.

REEL:2613

PAGE: 380

March 01, 2006, 02:07 pm.

CONTROL #: 161914

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: \$ 46.00

BILL BURGESS
COUNTY CLERK

THIS IS NOT AN INVOICE.