

UNOFFICIAL DOCUMENT

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When recorded, return to:

Winmar Company, Inc.
700 Fifth Avenue, Suite 2600
Seattle, Washington 98104-5026
Attn: Laura M. Daniel

KATHY HILL
SKAGIT COUNTY CLERK
'98 MAY -8 2:31:10

9805080072

LAND TITLE COMPANY OF SKAGIT COUNTY
M-11782

Document Title: Second Amendment to Declaration of Restrictions
and Grant of Easements

Grantor: Winmar Cascade, Inc., a Washington corporation, successor in interest to
Pan Pacific Development (Cascade), Inc., a Washington corporation

Grantee:

Legal Description: N/A

Assessor's Tax Parcel No.: N/A

Reference Nos. of Documents Released or Assigned: N/A

8907210046
9710300078

SKAGIT COUNTY WASHINGTON
Real Estate Excise Tax

MAY 8 1998

Amount Paid \$
By Skagit Co. Treasurer Deputy
K

9805080072

WHEN RECORDED RETURN TO:

Winmar Company, Inc.
700 Fifth Avenue, Suite 2600
Seattle, WA 98104-5026
Attn: Laura M. Daniel

**SECOND AMENDMENT
TO DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS**

THIS SECOND AMENDMENT TO DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS (the "Second Amendment") is made as of this 9th day of March, 1998, by WINMAR CASCADE, INC., a Washington corporation ("Winmar"), successor-in-interest to Pan Pacific Development (Cascade), Inc., a Washington corporation.

RECITALS

A. Pan Pacific Development (Cascade), Inc., a Washington corporation ("Pan Pacific") executed a Declaration of Restrictions and Grant of Easements dated July 19, 1989 (said Declaration was recorded under Skagit County Recording No. 8907210046), with reference to a Ground Lease dated March 15, 1989 between Winmar Cascade, Inc., as Landlord, and Pan Pacific, as Tenant, and as amended by First Amendment to Declaration of Restrictions and Grant of Easements dated November 17, 1993 and recorded October 30, 1997 as document number 9710300078 (hereinafter referred to as the "Declaration").

B. Winmar will commence construction of the Second Phase of the development of the regional shopping center as contemplated by the Declaration and has entered into a Lease with a theater located in the area designated for buildings FF and GG and a portion of the area designated as "Future Department Store" shown on Exhibit C attached to the Declaration.

C. Paragraph 4.3 (c) of the Declaration sets forth requirements for a freestanding pylon sign at the location shown as the "Future Pylon Shopping Center Sign" on Exhibit C to the Declaration. Winmar desires to modify this paragraph to permit the addition of a theater pylon sign on the shopping center's east boundary, at the location shown on the Exhibit C attached hereto and incorporated herein by this reference, and desires to amend the Declaration to substitute Exhibit C to this Second Amendment for the First Amendment's Exhibit C to the Declaration.

D. Paragraph 6 of the Declaration provides for the development of Phase II, including a Future Department Store and store buildings FF and GG as shown on Exhibit C. Winmar desires to amend such paragraphs insofar as they refer to Phase II in this manner to reflect a change to the Phase II development which substitutes a movie theater for the Future Department Store and Store Buildings FF and GG and modifies the northend parking layout as shown on Exhibit C to this Second Amendment.

AMENDMENT

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. **Definitions.** Terms used herein and in the Consents and Subordination to Second Amendment below shall have the same meanings as provided therefor in the Declaration unless otherwise expressly provided herein or unless the context otherwise requires.
2. **Amendment.** The Declaration is hereby amended to delete therefrom Exhibit C to the First Amendment and substitute Exhibit C to this Second Amendment and to allow for the substitution of a movie theater for the Future Department Store and store buildings FF and GG, the addition of a theater pylon sign on the shopping center's east boundary and the modification of a portion of the northend parking layout as shown on Exhibit C to this Second Amendment.
3. **Notices.** Section 8.5 Notices is hereby changed to delete the existing notice address to Penney and substitute the following:

To Penney: J.C. Penney Company, Inc.
Attention: Real Estate Counsel
P.O. Box 10001
Dallas, Texas 75301-2105

4. No Other Changes. Except as expressly modified by this Second Amendment, the Declaration and First Amendment shall remain unmodified and in full force and effect.

IN WITNESS WHEREOF, Developer has duly executed the Amendment the day and year first above written.

WINMAR CASCADE, INC.,
a Washington corporation

By: Eddie L. Hendrikson
Eddie L. Hendrikson, President

By: Richard S. Eichler
Richard S. Eichler, Vice President

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 9th day of March, 1997⁸, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Eddie L. Hendrikson and Richard S. Eichler, to me known to be the person who signed as President and Vice President of WINMAR CASCADE, INC., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that said individual was duly elected, qualified and acting as said officer of the corporation, that said individual was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal they day and year first above written.

Heather S. Jansky
NOTARY PUBLIC in and for the State
of Washington, residing at Port
My Appointment Expires: 11-27-98

CONSENT AND SUBORDINATION TO SECOND AMENDMENT

Sears, Roebuck and Co., a New York corporation, J.C. Penney Company, Inc., a Delaware corporation, The Bon, Inc., an Ohio corporation, and Troutman Investment Company d.b.a. The Emporium, an Oregon corporation, lessees of the real property referred to as the Sears Store Parcel, the Penney Store Parcel, the Bon Store Parcel, and the Emporium Store Parcel, respectively, in the Declaration, each hereby consents to and agrees to be bound by, and subordinates all of its right, title and interest as lessee of its respective parcel to the foregoing Second Amendment and all of its terms, covenants and restrictions. This Consent and subordination may be executed in one or more counterparts, each of which shall constitute an original and together shall constitute one document.

SEARS, ROEBUCK AND CO.,
a New York corporation

By: _____

Its: _____

J.C. PENNEY COMPANY, INC.,
a Delaware corporation

By: _____

Its: _____

THE BON, INC.,
an Ohio corporation

By: 

Gary J. Nay
Its: Vice President

TROUTMAN INVESTMENT COMPANY,
an Oregon corporation

By: _____

Its: _____

(Corporate Acknowledgments Follow)

STATE OF OHIO)
)ss.
COUNTY OF HAMILTON)

On this 18th day of February, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Gary J. Nay, known or identified to me to be the Vice President, of **THE BON, INC.**, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of Ohio

Elizabeth J. Haass

Print Name: _____

My commission expires: _____



ELIZABETH J. HAASS
Notary Public, State of Ohio
My Commission Expires March 26, 2001

STATE OF)
)ss.
COUNTY OF)

On this _____ day of _____, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared _____ and _____, known or identified to me to be the _____ and _____, respectively, of **TROUTMAN INVESTMENT COMPANY**, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that _____ authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of _____

Print Name: _____

My commission expires: _____

CONSENT AND SUBORDINATION TO SECOND AMENDMENT

Sears, Roebuck and Co., a New York corporation, J.C. Penney Company, Inc., a Delaware corporation, The Bon Incorporated, a Delaware corporation, and Troutman Investment Company d.b.a. The Emporium, an Oregon corporation, lessees of the real property referred to as the Sears Store Parcel, The Penney Store Parcel, the Bon Store Parcel, and the Emporium Store Parcel, respectively, in the Declaration, each hereby consents to and agrees to be bound by, and subordinates all of its right, title and interest as lessee of its respective parcel to the foregoing Second Amendment and all of its terms, covenants and restrictions. This Consent and Subordination may be executed in one or more counterparts, each of which shall constitute an original and together shall constitute one document.

SEARS, ROEBUCK AND CO.,
a New York corporation

By: Ronald D. Dugan
Its: Vice President



J.C. PENNEY COMPANY, INC.,
a Delaware corporation

By: _____
Its: _____

THE BON INCORPORATED,
a Delaware corporation

By: _____
Its: _____

TROUTMAN INVESTMENT COMPANY,
an Oregon corporation

By: _____
Its: _____

(Corporate Acknowledgments Follow)

CORPORATE ACKNOWLEDGMENTS

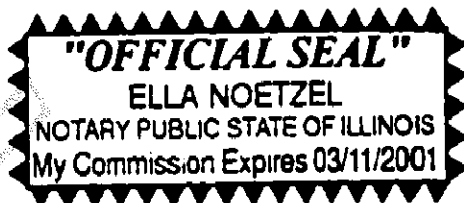
STATE OF _____)
) ss.
COUNTY OF _____)

On this 27th day of February, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Ronald P. Douglass - and _____, known or identified to me to be the Vice President, Real Estate _____, respectively, of SEARS, ROEBUCK AND CO., the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that Ronald P. Douglass authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of _____

Ella Noetzel
Print Name: _____
My commission expires: _____



STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared _____ and _____, known or identified to me to be the _____ and _____, respectively, of J.C. PENNEY COMPANY, INC., the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that _____ authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of _____

Print Name: _____
My commission expires: _____

(Corporate Acknowledgments Follow)

CONSENT AND SUBORDINATION TO SECOND AMENDMENT

Sears, Roebuck and Co., a New York corporation, J.C. Penney Company, Inc., a Delaware corporation, The Bon Incorporated, a Delaware corporation, and Troutman Investment Company d.b.a. The Emporium, an Oregon corporation, lessees of the real property referred to as the Sears Store Parcel, The Penney Store Parcel, the Bon Store Parcel, and the Emporium Store Parcel, respectively, in the Declaration, each hereby consents to and agrees to be bound by, and subordinates all of its right, title and interest as lessee of its respective parcel to the foregoing Second Amendment and all of its terms, covenants and restrictions. This Consent and Subordination may be executed in one or more counterparts, each of which shall constitute an original and together shall constitute one document.

SEARS, ROEBUCK AND CO.,
a New York corporation

By: _____

Its: _____

J.C. PENNEY COMPANY, INC.,
a Delaware corporation

By: Michael Lowenkro

Its: VICE PRESIDENT

APPROVED
S.W.
ATTORNEY

THE BON INCORPORATED,
a Delaware corporation

By: _____

Its: _____

TROUTMAN INVESTMENT COMPANY,
an Oregon corporation

By: _____

Its: _____

(Corporate Acknowledgments Follow)

CORPORATE ACKNOWLEDGMENTS

STATE OF)
) ss.
COUNTY OF)

On this _____ day of _____, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared _____ and _____, known or identified to me to be the _____ and _____, respectively, of SEARS, ROEBUCK AND CO., the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that _____ authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of _____

Print Name: _____
My commission expires: _____

STATE OF TEXAS)
) ss.
COUNTY OF Collin)

On this 15th day of December, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael Lowman and _____, known or identified to me to be the Vice President and _____, respectively, of J.C. PENNEY COMPANY, INC., the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that Michael Lowman authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of TEXAS

Holly A. Flint
Print Name: Holly A. Flint
My commission expires: 9-27-98

(Corporate Acknowledgments Follow)

CONSENT AND SUBORDINATION TO SECOND AMENDMENT

Sears, Roebuck and Co., a New York corporation, J.C. Penney Company, Inc., a Delaware corporation, The Bon Incorporated, a Delaware corporation, and Troutman Investment Company d.b.a. The Emporium, an Oregon corporation, lessees of the real property referred to as the Sears Store Parcel, The Penney Store Parcel, the Bon Store Parcel, and the Emporium Store Parcel, respectively, in the Declaration, each hereby consents to and agrees to be bound by, and subordinates all of its right, title and interest as lessee of its respective parcel to the foregoing Second Amendment and all of its terms, covenants and restrictions. This Consent and Subordination may be executed in one or more counterparts, each of which shall constitute an original and together shall constitute one document.

SEARS, ROEBUCK AND CO.,
a New York corporation

By: _____

Its: _____

J.C. PENNEY COMPANY, INC.,
a Delaware corporation

By: _____

Its: _____

THE BON INCORPORATED,
a Delaware corporation

By: _____

Its: _____

TROUTMAN INVESTMENT COMPANY,
an Oregon corporation

By: *Allen Troutman*

Its: PRESIDENT

(Corporate Acknowledgments Follow)

STATE OF)
) ss.
COUNTY OF)

On this _____ day of _____, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared _____ and _____, known or identified to me to be the _____ and _____, respectively, of **THE BON INCORPORATED**, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that _____ authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of _____

Print Name: _____
My commission expires: _____

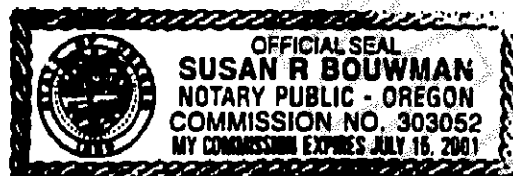
STATE OF OREGON)
) ss.
COUNTY OF LANE)

On this 9TH day of DECEMBER, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared DALLAS TROUTMAN and _____, known or identified to me to be the PRESIDENT and _____, respectively, of **TROUTMAN INVESTMENT COMPANY**, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that DALLAS TROUTMAN is authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of OREGON

Susan R. Bouwman
Print Name: SUSAN R. BOUWMAN
My commission expires: JULY 15, 2001



LEGENDS
TO
SITE PLAN
EXHIBIT C

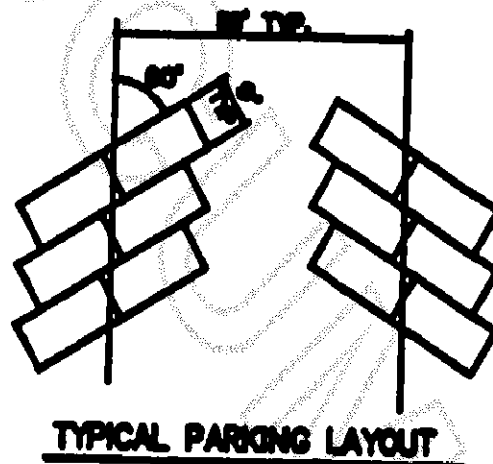
BUILDING TABULATION

MALL STORES	G.R.A.	FLOOR AREA
A	30,283 SF	28,188 SF
B	38,182 SF	37,782 SF
C	17,811 SF	15,278 SF
D	24,829 SF	23,122 SF
E	31,383 SF	29,792 SF
F	18,447 SF	14,828 SF
G	7,844 SF	8,447 SF
	<u>188,000 SF</u>	<u>184,665 SF</u>
MALL FOOD COURT	8,348 SF	8,738 SF
TOTAL	<u>231,133 SF</u>	<u>180,283 SF</u>

MALL STORES	G.R.A.	FLOOR AREA
PONEY	50,874 SF	48,448 SF
SEARS	67,448 SF	64,078 SF
BON MARCHE	80,320 SF	87,304 SF
EMPORIUM	90,825 SF	44,084 SF
CINEMA	41,887 SF	41,887 SF
	<u>271,254 SF</u>	<u>280,810 SF</u>
MALL SPACE TOTAL	<u>231,133 SF</u>	<u>180,283 SF</u>
TOTAL	<u>502,387 SF</u>	<u>421,203 SF</u>

NOTES:

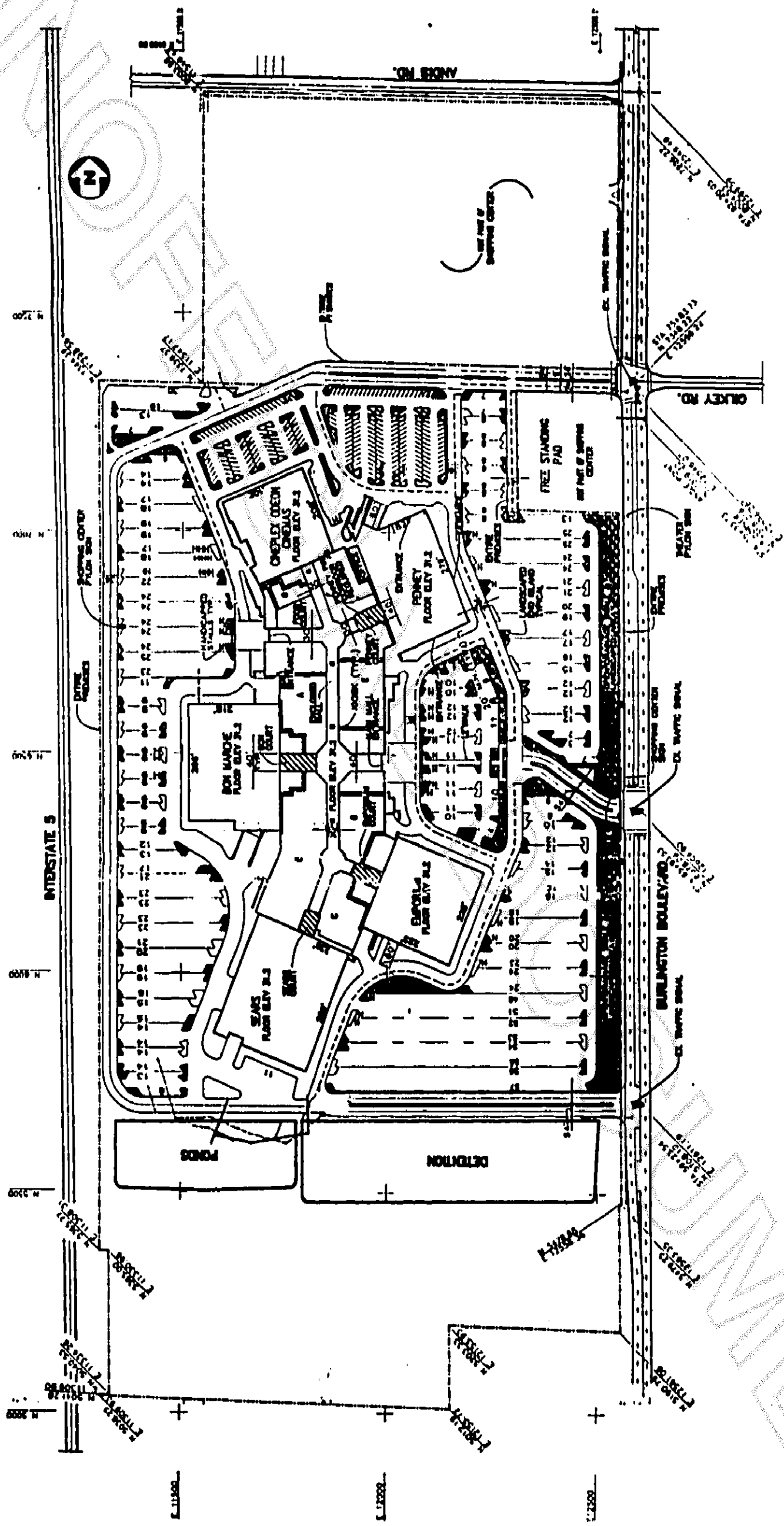
- MALL WIDTH EXCEPT MAIN ENTRANCE 30' CLEAR, 14' MIN. HEIGHT.
- DEPARTMENT STORE COURTS AND MAIN ENTRANCE 40' CLEAR, 17' MIN. HEIGHT.
- KIOSKS ARE PERMANENT 8'X15' PAVILION-TYPE STRUCTURES (12' CLEAR BOTH SIDES).
- SIDEWALK WIDTH INCLUDES PLANTER STRIP.
- 12' FIRE LANE ADJACENT TO BUILDING.
- PARKING ISLANDS SHOWN SHADED SHALL BE LANDSCAPED. ALL OTHERS SHALL BE PAINTSTRIPED ONLY.
- PRELOAD IS EXPECTED TO REMAIN IN PLACE UNTIL JUNE 1980. AREA TO BE CONVERTED TO PARKING BY SEPTEMBER 1, 1980.



100' 0' 100' 200'

PARKING REQUIREMENTS

421,203 SF X	5.0 STALLS	2,106 STALLS REQUIRED
	1000 SF	
REGULAR STALLS SHOWN		2,388
HANDICAPPED STALLS		38
TOTAL STALLS SHOWN		2,426



SITE PLAN
EXHIBIT C

9805080072