

After recording, return to:
Bendich, Stobaugh & Strong, P.C.
900 Fourth Avenue, Suite 3800
Seattle, WA 98164



200007250065

Kathy Hill, Skagit County Auditor
7/25/2000 Page 1 of 4 12:04:59PM

MEMORANDUM, AMENDMENT AND SUBORDINATION OF LEASE

Reference Number:

LAND TITLE COMPANY OF SKAGIT COUNTY

pg 3216

Lessor: MARCOO Properties, L.L.C.

Lessee: MARCOO, Inc.

Legal description: Lot 4 & ptn of 3 & 5 of BSP 1-95 in 8-34-4 E W.M.
Additional legal is on page 3

Tax Parcel ID #: 8004-000-004-0000

The parties to this document are MARCOO Properties, L.L.C., a Washington limited liability company, Lessor, and MARCOO, Inc., a Washington limited liability company, Lessee. The parties have a lease dated February 14, 2000, for the property described in the attached Exhibit A. The parties hereby amend their lease as follows:

RENT: Lessee shall pay to Lessor as rent for the premises equal monthly installments of \$ 13,000, in advance of the first day of each month of the term of the lease. This amount of rent is based on estimates of the Lessor's expenses for debt service plus expenses related to holding the property. During the term of this Lease the rent shall not exceed the amount permitted by the U.S. Small Business Administration's authorization for the guaranty of a debenture to be issued by the Evergreen Community Development Association, the proceeds of which are to be loaned to Lessor. If the Lessor's expenses for debt service or expenses related to holding the property change during the term of the Lease, the Lessor shall change the Lessee's monthly payment to the amount necessary to reimburse the Lessor's expenses for these costs. The amount of rent may be modified by giving the Lessee 30 days written notice of the change in rent payments.

The parties hereby amend the term of the lease. The term is now for a period of twenty years measured from when the Evergreen Community Development Association's debenture is sold or until the loan from Evergreen is paid in full, whichever occurs first.

The parties hereby subordinate their lease to the \$464,000 deed of trust that MARCOO Properties, L.L.C. has granted or will grant to the Evergreen Community Development Association for its loan.

Dated this 13th day of JULY, 2000.

Lessor

Lessee

MARCOO Properties, L.L.C.

MARCOO, Inc.

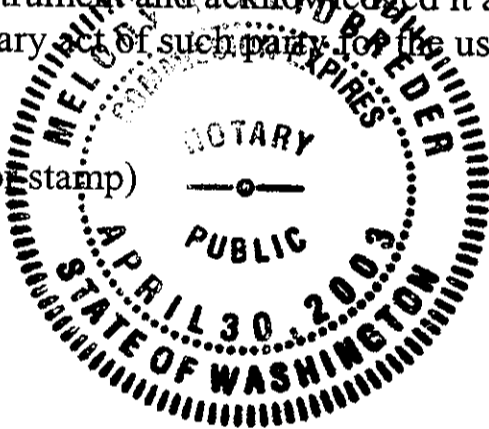
By *Richard Marsula*
Richard Marsula, Manager/Executor

By *Richard Marsula*
~~Robert~~ Marsula, President
RICHARD

State of Washington)
County of SKAGIT) ss.

I certify that I know or have satisfactory evidence that Richard Marsula is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Manager/Executor of MARCOO Properties, L.L.C., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

(Seal or stamp)



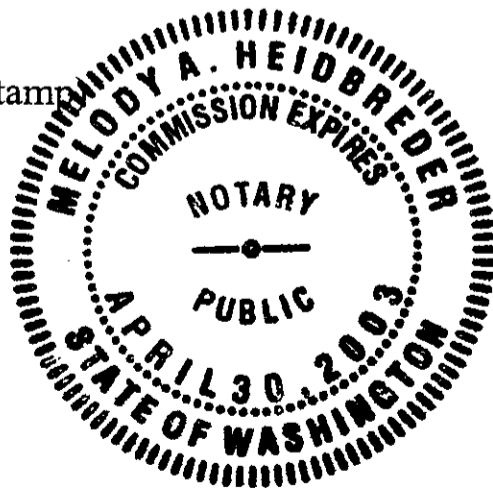
Dated: 7-13-00
Melody A. Heidbreder

NOTARY PUBLIC in and for the State of Washington, residing at *Mt Vernon*
My commission expires *4-30-03*

State of Washington)
County of Skagit) ss.

I certify that I know or have satisfactory evidence that Richard Marsula is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of MARCOO, Inc., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

(Seal or stamp)



ld\26.9m

Dated: 7-13-00
Melody A. Heidbreder

NOTARY PUBLIC in and for the State of Washington, residing at *Mt Vernon*
My commission expires: *4-30-03*



200007250065

Kathy Hill, Skagit County Auditor

MARCOO Properties, L.L.C.

(NAPA Auto Parts)

Exhibit A

PARCEL "A":

That portion of Revised Lot 3 of Boundary Line Adjustment Survey recorded July 14, 1998 in Volume 20 of Surveys, Page 172, under Auditor's File No. 9807140063, being a portion of City of Burlington Binding Site Plan No. BS 1-95, approved August 4, 1995, recorded August 7, 1995, in Volume 12 of Short Plats, page 15, under Auditor's File No. 9508070045, records of Skagit County, Washington, and being a portion of Tracts A and B of Skagit County Short Plat No. 97-78, recorded in Volume 3 of Short Plats, page 41, and of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 8, Township 34 North, Range 4 East, W.M., described as follows:

Beginning at the Southwest corner of said Revised Lot 3;
thence South $89^{\circ}48'01''$ East along the South line thereof, a distance of 32.00 feet to the TRUE POINT OF BEGINNING;
thence North $02^{\circ}21'30''$ West, parallel with the West line of said Revised Lot 3, a distance of 301.96 feet to the North line of said Revised Lot 3;
thence South $89^{\circ}48'01''$ East along said North line, a distance of 70.09 feet to the Northeast corner of said Revised Lot 3;
thence South $00^{\circ}12'00''$ West, along the East line of said Revised Lot 3, a distance of 301.66 feet to the Southeast corner of said Revised Lot 3;
thence North $89^{\circ}48'01''$ West, along the South line of Lot 3, a distance of 56.61 feet to the TRUE POINT OF BEGINNING.

TOGETHER WITH a non-exclusive easement for ingress, egress and utilities over, under, across and through a strip of land 12.00 feet in width, lying 12.00 feet Westerly of the West line of Parcel "A" above described.

PARCEL "B":

Revised Lot 4 of Boundary Line Adjustment Survey recorded July 14, 1998 in Volume 20 of Surveys, Page 172, under Auditor's File No. 9807140063, being a portion of City of Burlington Binding Site Plan No. BS 1-95, approved August 4, 1995, recorded August 7, 1995, in Volume 12 of Short Plats, page 15, under Auditor's File No. 9508070045, records of Skagit County, Washington, and being a portion of Tracts A and B of Skagit County Short Plat No. 97-78, recorded in Volume 3 of Short Plats, page 41, and of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 8, Township 34 North, Range 4 East, W.M..



200007250065

Kathy Hill, Skagit County Auditor

7/25/2000 Page 3 of 4 12:04:59PM

MARCOO Properties, L.L.C.

(NAPA Auto Parts)

Exhibit A continued

PARCEL "C":

That portion of Revised Lot 5 of Boundary Line Adjustment Survey recorded July 14, 1998 in Volume 20 of Surveys, Page 172, under Auditor's File No. 9807140063, being a portion of City of Burlington Binding Site Plan No. BS 1-95, approved August 4, 1995, recorded August 7, 1995, in Volume 12 of Short Plats, page 15, under Auditor's File No. 9508070045, records of Skagit County, Washington, and being a portion of Tracts A and B of Skagit County Short Plat No. 97-78, recorded in Volume 3 of Short Plats, page 41, and of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 8, Township 34 North, Range 4 East, W.M., described as follows:

Beginning at the Southwest corner of said Revised Lot 5; thence South $89^{\circ}48'01''$ East, along the South line of said Revised Lot 5, a distance of 20.04 feet; thence North $00^{\circ}12'00''$ West, parallel with the West line of said Revised Lot 5, a distance of 301.66 feet to the North line of said Revised Lot 5; thence North $89^{\circ}48'01''$ West, along said North line, a distance of 20.04 feet to the Northwest corner of said Revised Lot 5; thence South $00^{\circ}12'00''$ West, along the West line of said Revised Lot 5, a distance of 301.66 feet to the point of beginning.

All situate in the County of Skagit, State of Washington



200007250065
Kathy Hill, Skagit County Auditor
7/25/2000 Page 4 of 4 12:04:59PM