



200506300137

Skagit County Auditor

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address) JF2

Corporation Service Company
801 ADLAI STEVENSON DRIVE
Springfield, IL 62703

Fixture Filing - Skagit, WA
429281-1

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
G.I. Joes, Inc.

OR
1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
9805 Boeckman Road Wilsonville OR 97070 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION CORP 1f. JURISDICTION OF ORGANIZATION OR 1g. ORGANIZATIONAL ID #, if any 067088-12 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
Prime Alliance Bank

OR
3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1868 South 500 West Woods Cross UT 84087 USA

4. This FINANCING STATEMENT covers the following collateral:

This is a fixture filing covering retail store fixtures and equipment and other personal property described in Lease Schedule No. 1 dated May 23, 2005 to Master Lease Agreement TFG/GI 052305 dated May 23, 2005, between Tetra Financial Group, L.L.C., Lessor, and G.I. Joes, Inc., Lessee, together with any and all amendments and supplements thereto. The property described in Schedule No. 1 may become a fixture to the real property described herein. This financing statement is to be recorded in the real estate records of Skagit County, State of Washington.

This is a "True Lease" This filing is for precautionary and informational purposes only. The parties do not believe this lease is subject to UCC9. This equipment is owned by Lessor and leased to Lessee. Lessee has no right to sell or pledge the property.

Parcel #
(See Legal Description Attached)

P 20284

Lot 51-7 and Parcel B B50P MNV1-93
18-34-4

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAIOLR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

WA-Skagit County

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME G.I. Joes, Inc.			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS: WA-Skagit County

Additional Record Owners: Benaroya Capital Company, L.L.C., McKernan Fairway Center, L.L.C., Horwitz Family Revocable Trust, B. Scott Fuller and Danielle L. Fuller, Business Property Trust, L.L.C. doing business in Washington under BPT Oregon, LLC, and Skagit Valley Square, LLC

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME					
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME Tetra Financial Group, LLC					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS 6925 Union Park Center Ste 525		CITY Midvale	STATE UT	POSTAL CODE 84047	COUNTRY USA

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

Lots 1 through 7, inclusive and Parcel B Binding Site Plan No. MV-1-93 entitled Skagit Valley Square, approved September 29, 1993, recorded September 30, 1993, in Book 10 of Short Plats, pages 240-246, inclusive under Auditor's File No. 9309300143, and being a portion of the Northeast quarter of the Southeast quarter of Section 18, Township 34 North, Range 4 East,

(See Attached Addendum)

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Benaroya Capital Company, L.L.C.
1100 Olive Way, Suite 1700
Seattle, WA USA 98101

16. Additional collateral description:



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17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

Debtor is a TRANSMITTING UTILITY

Filed in connection with a Manufactured-Home Transaction — effective 30 years

Filed in connection with a Public-Finance Transaction — effective 30 years

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)


12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:
W.M.
Situate in the County of Skagit, State of Washington.

Parcel B
P26284

16. Additional collateral description:


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15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.
 Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate.

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction --- effective 30 years
 Filed in connection with a Public-Finance Transaction --- effective 30 years

EXHIBIT A

TO

LEASE

G.I. JOE'S, INC.

[Legal Description of Shopping Center]

Lots 1 through 7, inclusive, and Parcel B Binding Site Plan No. MV-1-93 entitled Skagit Valley Square, approved September 29, 1993, recorded September 30, 1993, in Book 10 of Short Plats, pages 240-246, inclusive, under Auditor's File No. 9309300143, and being a portion of the Northeast quarter of the Southeast quarter of Section 18, Township 34 North, Range 4 East, W.M.

Situate in the County of Skagit, State of Washington.



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