



200709130054
Skagit County Auditor

9/13/2007 Page

1 of

7 11:33AM

Return Address

Barak Berman, Esq.
Winston & Strawn
35 West Wacker Drive
Chicago, Illinois 60601

CHICAGO TITLE CO. 1C43410-ER

Document Title(s) (or transactions contained therein): Memorandum of Lease
Reference Number(s) of Documents assigned or released: n/a
Grantor (Last name first, then first name and initials): Draper Valley Farms, Inc., a Washington corporation (Lessor)
Grantee(s) (Last name first, then first name and initials): Draper Valley Holdings LLC, a Delaware limited liability company (Lessee)
Legal description (abbreviated: i.e. lot, block, plat or section, township, range): Ptn. NE NE, Sec. 21, T35N, R4EWM Full legal is on page <u>1</u> of document.
Assessor's Property Tax Parcel/Account Numbers: 350421-1-001-0007

ACCOMMODATION RECORDING

Chicago Title Company has placed
this document for recording as a
customer courtesy and accepts no
liability for its accuracy or validity

Prepared by and upon
recording return to:

Barak Berman, Esq.
Winston & Strawn
35 West Wacker Drive
Chicago, Illinois 60601

MEMORANDUM OF LEASE

This **MEMORANDUM OF LEASE** ("Memorandum") is made and entered into as of the 6 day of September, 2007, by and between **DRAPER VALLEY FARMS, INC.**, a Washington corporation, with its principal office at 1210 Dale Way Mt. Vernon, Washington 98273, as Lessor ("Lessor") and **DRAPER VALLEY HOLDINGS LLC**, a Delaware limited liability company, with its principal office at 950 Red Sandstone Drive Vail, Colorado 81657, as Lessee ("Lessee").

Lessor and Lessee entered into that certain Lease Agreement of even date herewith (the "Lease"). The purpose of this instrument is merely a Memorandum of Lease, and is recorded to give notice of the existence of the tenancy created by the Lease, and is subject to all of the terms, conditions and provisions set forth in the Lease, including a purchase option granted to Lessee. In the event of any inconsistency between the terms of the Lease and this instrument, the terms of the Lease shall prevail as between the parties. The premises described in the Lease is described on Exhibit A attached hereto and made a part hereof, and all of the terms contained in the Lease are incorporated herein. The term of the Lease expires September 6, 2017.

[Signature and Notary Pages Follow]

CHI:1966806.1



200709130054
Skagit County Auditor

9/13/2007 Page

2 of

7 11:33AM

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease to be duly executed as of the date hereof.

Lessor

DRAPER VALLEY FARMS, INC.

By: Richard Kaplowitz
Name: RICHARD KAPLOWITZ
Title: CEO

Lessee

DRAPER VALLEY HOLDINGS LLC

By: _____
Name: _____
Title: _____

SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

SEP 13 2007

Amount Paid \$0
Skagit Co. Treasurer
By MAM Deputy



200709130054
Skagit County Auditor

9/13/2007 Page

3 of

7 11:33AM

UNOFFICIAL DOCUMENT

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease to be duly executed as of the date hereof.

Lessor

DRAPER VALLEY FARMS, INC.

By: _____
Name: _____
Title: _____

Lessee

DRAPER VALLEY HOLDINGS LLC

By: James G Skidmore
Name: James G Skidmore
Title: Vice President



200709130054
Skagit County Auditor

9/13/2007 Page 4 of 7 11:33AM

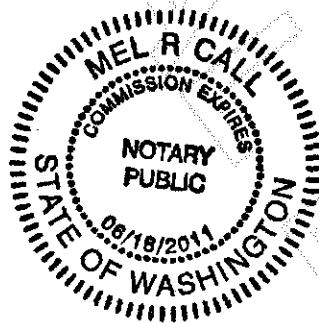
STATE OF WA)

) SS:

COUNTY OF SKAGIT)

On this 4th day of September, 2007, before me, the undersigned, a Notary Public in and for the State of WA, duly commissioned and sworn, personally appeared RICHARD KOPUSWITZ, to me known to be the person who signed as CEO of DRAPER VALLEY FARMS, INC., a Washington corporation, 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 he/she was duly elected, qualified and acting as said officer of the corporation, that he/she 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 the day and year first above written.



Mel R. Call
(Signature of Notary)

MEL R. CALL
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State of WA, residing at _____

MT. Vernon
My appointment expires: 6/18/2011

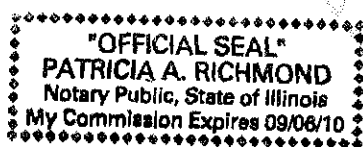


200709130054
Skagit County Auditor

STATE OF ILLINOIS)
COUNTY OF COOK) SS:

On this 5th day of September, 2007, before me, the undersigned, a Notary Public in and for the State of ILLINOIS, duly commissioned and sworn, personally appeared JAMES G. SKIDMORE, to me known to be the person who signed as VICE PRESIDENT of DRAPER VALLEY HOLDINGS LLC, a Delaware limited liability company, the company that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said company for the uses and purposes therein mentioned, and on oath stated that he/she was duly elected, qualified and acting as said officer of the company, that he/she was authorized to execute said instrument and that the seal affixed, if any, is the seal of said company.

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



Patricia A. Richmond
(Signature of Notary)

(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State of
ILLINOIS, residing at 105 E.
146 TH ST, DOLTON, IL
My appointment expires: 9-6-2010.



EXHIBIT A

LEGAL DESCRIPTION

The Northeast Quarter of the Northeast Quarter of Section 21, Township 35 North, Range 4 East of the Willamette Meridian;

EXCEPT County Road right-of-way commonly known as the Dahlstedt Road along the North line thereof;

AND ALSO EXCEPT the County Road right-of-way commonly known as the District Line Road along the East line thereof.

Situated in Skagit County, Washington.

Commonly known as: 9088 District Line Road, Burlington, Washington 98233

Assessor's Property Tax Parcel/Account Numbers: 350421-1-001-0007

