

Return Address

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



200709130063
Skagit County Auditor

9/13/2007 Page

1 of

8 11:36AM

CHICAGO TITLE CO.

IC43413-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):**

Art's Fryer Farm, 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. Gov. Lot 6, in Sec. 12, T35N, R3EWM

Full legal is on page 1 of document.

Assessor's Property Tax Parcel/Account Numbers: 340312-0-024-0005**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 **ART'S FRYER FARM, INC.**, a Washington corporation, with its principal office at 1210 Dale Way Mt. Vernon, WA 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:1966858.1



200709130063

Skagit County Auditor

9/13/2007 Page

2 of

8 11:36AM

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

Lessor

ART'S FRYER FARM, INC.

By: Richard Kaplan

Name: RICHARD KAPLAN

Title: SEY TREAD

Lessee

DRAPER VALLEY HOLDINGS LLC

By: _____

Name: _____

Title: _____

SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

SEP 13 2007

Amount Paid \$ 18
Skagit Co. Treasurer
By nam Deputy



200709130063

Skagit County Auditor

UNOFFICIAL DOCUMENT

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

Lessor

ART'S FRYER FARM, INC.

By: _____
Name: _____
Title: _____

Lessee

DRAPER VALLEY HOLDINGS LLC

By: James G. Skudmore
Name: James G. Skudmore
Title: Vice President



200709130063

Skagit County Auditor

9/13/2007 Page

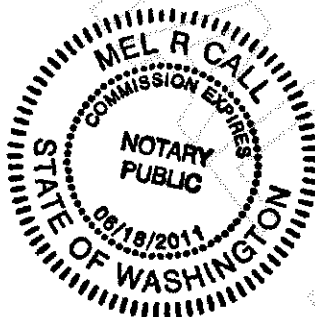
4 of

8 11:36AM

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 KARAWITZ, to me known to be the person who signed as SECM TREAS of ART'S FRYER FARM, 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



200709130063
Skagit County Auditor

STATE OF ILLINOIS
COUNTY OF COCK) 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 H. Midmore, 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.

Mary Lou Lydon
(Signature of Notary)

Mary Lou Lydon
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State of Illinois, residing at 536 Oakview Rd.
Skaght, Illinois
My appointment expires: 1/02/2008

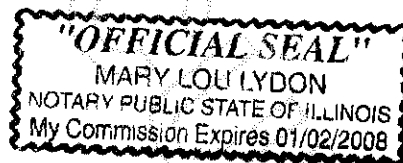


EXHIBIT A

LEGAL DESCRIPTION

PARCEL A:

That portion of Government Lot 6 in Section 12, Township 34 North, Range 3 East of the Willamette Meridian, described as follows:

Beginning at a point on the East line of said Government Lot 6, which is 5.52 chains North of the Southeast corner of said Government Lot 6;

Thence Westerly parallel with the Southerly line of said Government Lot 6, a distance of 688 feet;

Thence Northerly along the Easterly line projected Southerly and along said Easterly line of these premises conveyed by Arthur H. Von Seggern to Ivan M. Fischer by Deed dated April 3, 1947 and filed April 3, 1947, under Auditor's File NO. 402803, records of Skagit County, Washington, and recorded in Volume 217 of Deeds, page 135, to the Southerly bank of the Skagit River;

Thence Easterly along said Southerly bank to the East line of said Government Lot 6,

Thence South along said East line to the point of beginning;

EXCEPT roads and dike right of way;

AND EXCEPT the West 35 feet as conveyed to Neil Hamburg et ux, by deed recorded October 2, 1978, under Auditor's File No. 888573, records of Skagit County, Washington.

Situated in Skagit County, Washington

PARCEL B:

That portion of the following described tract lying Easterly of the Southerly extension of the East line of that certain tract conveyed to Neil Hamburg and Darlene Hamburg, his wife, by deed recorded under Auditor's File No. 888573, records of Skagit County, Washington;

That portion of Government Lot 6, Section 12, Township 34 North, Range 3 East of the Willamette Meridian, described as follows:

Beginning at the Southwest corner of said Lot;

Thence North 83°30'02" East 1,239.46 feet along the South line of said Section to the Southeast corner of said Lot 6;

Thence North 0°33'18" East 364.32 feet (5.52 chains) along the East line of said Lot 6 to the true point of beginning;



Thence South 83°40'02" West 1,243.17 feet parallel with said South line to the West line thereof;

Thence South 88°38'19" East 1,234.32 feet to said East line;

Thence North 0°33'18" East 166.46 feet along said East line to the true point of beginning;

Being a portion of Tract 2 of Short Plat No. 79-80 Revised, as approved September 10, 1981 and recorded September 11, 1981, in Volume 5 of Short Plats, page 125, under Auditor's File No. 8109110008, records of Skagit County, Washington.

Situated in Skagit County, Washington

Commonly known as: 2124 Riverbend Road, Mount Vernon, Washington 98273

Assessor's Property Tax Parcel/Account Numbers: 340312-0-024-0005

