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Skagit County Auditor

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21

1:29PM

**Return Address**

Venable LLP  
Attn: Evan R. Calvert, Esq.  
750 E. Pratt Street, Suite 900  
Baltimore, Maryland 21202

After Recording Return To:  
Commonwealth Land Title Insurance Co.  
T. Vaillant 13-001131  
1015 15<sup>th</sup> Street, NW, Suite 300  
Washington, DC 20005

CHICAGO TITLE

620018036

**Document Title(s)** (or transactions contained therein): Termination of Memoranda of Leases**Reference Number(s) of Documents assigned or released:**

200709130063; 200709130048; 200709130051; 200709130054; 200709130057;  
200709130045

**Grantor** (Last name first, then first name and initials):

Perdue Foods LLC, a Maryland limited liability company (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;  
Ptn. SE NW, Sec. 20, T35N, R5EWM;  
Tract 2, SKAGIT COUNTY SURVEY, Vo. 5, pgs. 42 and 43;  
Ptn. NE NE, Sec. 21, T35N, R4EWM;  
Ptn. SW SE, Sec. 16, T35N, R5EWM;  
Ptn. SW, Sec. 17, T34N, R4EWM

Full legal is on Exhibit B, Exhibit D, and Exhibit F of this document.

**Assessor's Property Tax Parcel/Account Numbers:**

340312-0-024-0005; 350520-2-008-0016; 350520-2-002-0100; 350525-1-001-0200;  
350421-1-001-0007; 350516-4-003-0005; 340417-3-019-0200; 340417-3-022-0000;  
4367-000-084-0008; 4367-000-083-0009; 4367-000-082-0109; 4367-000-082-0000;  
4367-000-070-0004; 4367-000-069-0007; 4367-000-068-0008; 4367-000-067-0009;  
340417-3-019-0000; 4367-000-117-0108

0300

~~Prepared by and upon  
recording return to:~~

Prepared By:  
Venable LLP

Attn: Evan R. Calvert, Esq.  
750 E. Pratt Street, Suite 900  
Baltimore, Maryland 21202

## TERMINATION OF MEMORANDA OF LEASES

This **TERMINATION OF MEMORANDA OF LEASES** (this "**Termination of Memoranda**") is made and entered into effective as of this 30<sup>th</sup> day of April, 2013 (the "**Effective Date**"), by and between **PERDUE FOODS LLC**, a Maryland limited liability company (formerly known as **PERDUE FARMS LLC**, successor by merger to **PERDUE FARMS INCORPORATED**) ("**Landlord**") and **DRAPER VALLEY HOLDINGS LLC**, a Delaware limited liability company ("**Tenant**").

### WITNESSETH

1. DVF MANAGEMENT CORPORATION, a Washington corporation, formerly known as DRAPER VALLEY FARMS, INC., a Washington corporation ("**DVF**"), and Tenant entered into those certain leases set forth on **Exhibit A** attached hereto (as amended, supplemented, or modified, collectively, the "**DVF Leases**") wherein DVF leased to Tenant, and Tenant leased from DVF, certain land and improvements more particularly described on **Exhibit B** attached hereto (the "**DVF Property**").
2. ART'S LAND, INC., a Washington corporation, formerly known as ART'S FRYER FARM, INC., a Washington corporation ("**Art**"), and Tenant entered into that certain lease set forth on **Exhibit C** attached hereto (as amended,



supplemented, or modified, collectively, the “**Art Lease**”) wherein Art leased to Tenant, and Tenant leased from Art, certain land and improvements more particularly described on **Exhibit D** attached hereto (the “**Art Property**”).

3. NEPTUNE INVESTMENT LLC, a Washington limited liability company (“**Neptune**”, and together with DVF and Art, collectively, “**Original Landlord**”), and Tenant entered into that certain lease set forth on **Exhibit E** attached hereto (as amended, supplemented, or modified, collectively, the “**Neptune Lease**”, and together with the DVF Leases and the Art Leases, collectively, the “**Leases**”) wherein Neptune leased to Tenant, and Tenant leased from Neptune, certain land and improvements more particularly described on **Exhibit F** attached hereto (the “**Neptune Property**”).
4. In connection with the execution of the Leases, those certain memoranda of leases set forth on **Exhibit G** attached hereto (the “**Memoranda of Leases**”) were recorded in the Official Records of Skagit County, Washington.
5. Original Landlord assigned and transferred all of its right, title and interest in the Leases to Landlord pursuant to those certain assignment and assumption agreements set forth on **Exhibit H** attached hereto (the “**Assignment and Assumption Agreements**”).
6. Pursuant to that certain Termination of Lease Agreements of even date herewith, Landlord and Tenant have by mutual agreement terminated the Leases effective as of the Effective Date.
7. Landlord and Tenant desire to record this Termination of Memoranda in order that third parties may have notice of the termination of the Leases and the Memoranda of Leases.
8. This instrument may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same instrument, binding all of the parties hereto, notwithstanding that all of the parties are not signatories to the original or the same counterparts. For all purposes,



including, without limitation, recordation, filing and delivery of this instrument, duplicate, unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

**[Signature and Notary Pages Follow]**



IN WITNESS WHEREOF, the parties hereto have caused this Termination of Memoranda to be executed as of the day and year first written above.

**WITNESS:**

Dana M. Fidego

**LANDLORD:**

PERDUE FOODS LLC,  
a Maryland limited liability company  
(formerly known as Perdue Farms LLC,  
successor by merger to Perdue Farms Incorporated)

By: [Signature]

Name: Herb D. Frerichs, Jr.

Title: Secretary

**TENANT:**

DRAPER VALLEY HOLDINGS LLC, a Delaware  
limited liability company

By: [Signature]

Name: Herb D. Frerichs, Jr.

Title: Secretary



STATE OF MARYLAND )  
) SS:  
CITY OF BALTIMORE )

On this 29th day of April, 2013, before me, the undersigned, a Notary Public in and for the State of Maryland, duly commissioned and sworn, personally appeared Herb D. Frerichs, Jr., to me known to be the person who signed as Secretary of PERDUE FOODS LLC, a Maryland limited liability company (formerly known as Perdue Farms LLC, successor by merger to Perdue Farms Incorporated), 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 was duly elected, qualified and acting as said officer of the company, that he 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.

Humbury L. Beard  
(Signature of Notary)

HUMBURY L. BEARD  
(Print or stamp of Notary)

NOTARY PUBLIC in and for the  
State of MARYLAND, residing  
at HALFORD COUNTY  
My appointment expires: 12/7/2016



STATE OF MARYLAND )  
 ) SS:  
CITY OF BALTIMORE )

On this 29<sup>th</sup> day of April, 2013, before me, the undersigned, a Notary Public in and for the State of Maryland, duly commissioned and sworn, personally appeared Herb D. Frerichs, Jr., to me known to be the person who signed as Secretary 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 was duly elected, qualified and acting as said officer of the company, that he 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.

Kimberly L. Beard  
(Signature of Notary)

KIMBERLY L. BEARD  
(Print or stamp of Notary)

NOTARY PUBLIC in and for the  
State of MARYLAND residing  
at HARFORD COUNTY  
My appointment expires: 12/7/2016



**Exhibit A**

**DVF Leases**

1. Lease Agreement dated as of September 6, 2007 for property located at 2530 Minkler Road, Sedro Woolley, Washington 98284, as amended by a First Amendment to Lease Agreement dated as of December 1, 2008 (collectively, the “**DVF 227 Lease**”).
2. Lease Agreement dated as of September 6, 2007 for property located at 30337 Welberg Road, Sedro Woolley, Washington 98284, as amended by a First Amendment to Lease Agreement dated as of December 1, 2008 (collectively, the “**DVF 228 Lease**”).
3. Lease Agreement dated as of September 6, 2007 for property located at 9088 District Line Road, Burlington, Washington 98233, as amended by a First Amendment to Lease Agreement dated as of December 1, 2008 (collectively, the “**DVF 229 Lease**”).
4. Lease Agreement dated as of September 6, 2007 for property located at 8971 Harrison Road, Sedro Woolley, Washington 98284, as amended by a First Amendment to Lease Agreement dated as of December 1, 2008 (collectively, the “**DVF 230 Lease**”).





**Exhibit B**

**DVF Property**

Property located at 2530 Minkler Road, Sedro Woolley, Washington 98284 (sometimes referred to as "DVF 227"):

**LEGAL DESCRIPTION**

The Southeast Quarter of the Northwest Quarter of Section <sup>20</sup>~~20~~, Township 35 North, Range 5 East of the Willamette Meridian;

EXCEPT the four following described portions thereof:

- 1.) The West 30 feet of the North Half thereof;
- 2.) The West 16.5 feet of the North Half of the South Half of said subdivision;
- 3.) The County Road right-of-way commonly known as the Minkler Road; and
- 4.) That portion of said subdivision lying Northerly of the Minkler Road.

Situated in Skagit County, Washington

Commonly known as: 2530 Minkler Road, Sedro Woolley, Washington 98284

Assessor's Property Tax Parcel/Account Numbers: 350520-2-008-0016; 350520-2-002-0100



Property located at 30337 Welberg Road, Sedro Woolley, Washington 98284 (sometimes referred to as "DVF 228"):

**LEGAL DESCRIPTION**

Tract 2 of SKAGIT COUNTY SURVEY, recorded August 29, 1983, in Book 5 of Surveys, Pages 42 and 43, under Auditor's File No. 8308290022, records of Skagit County, Washington; being a portion of Government Lot 12 in Section 24 and that portion of the Northeast Quarter of the Northeast Quarter in Section 25, both in Township 35 North, Range 5 East of the Willamette Meridian.

Situated in Skagit County, Washington.

Commonly known as: 30337 Welberg Road, Sedro Woolley, Washington 98284

Assessor's Property Tax Parcel/Account Numbers: 350525-1-001-0200

Property located at 9088 District Line Road, Burlington, Washington 98233 (sometimes referred to as "DVF 229"):

**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

Property located at 8971 Harrison Road, Sedro Woolley, Washington 98284 (sometimes referred to as "DVF 230"):

**LEGAL DESCRIPTION**

The South  $\frac{1}{4}$  of the Southwest Quarter of the Southeast Quarter of Section 16, Township 35 North, Range 5 East of the Willamette Meridian;

EXCEPT the West 20 feet and the South 20 feet thereof for county road rights-of-ways and as conveyed by documents recorded under Auditor's File Nos. 84197 and 99638, records of Skagit County.

Situated in Skagit County, Washington.

Commonly known as: 8971 Harrison Road, Sedro Woolley, Washington 98284

Assessor's Property Tax Parcel/Account Numbers: 350516-4-003-0005



**Exhibit C**

**Art Lease**

1. Lease Agreement dated as of September 6, 2007 for property located at 2124 Riverbend Road, Mount Vernon, Washington 98273 (the “DVF 224 Lease”).



**Exhibit D**

**Art Property**

Property located at 2124 Riverbend Road, Mount Vernon, Washington 98273 (sometimes referred to as "DVF 224"):

**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



**Exhibit E**

**Neptune Lease**

1. Lease Agreement dated as of September 6, 2007 for property located at 1000 Jason Lane, Mount Vernon, Washington 98273, as amended by a First Amendment to Lease Agreement dated as of December 1, 2008 (collectively, the "**Mount Vernon Plant Lease**").





**Exhibit F**

Neptune Property

Property located at 1000 Jason Lane, Mount Vernon, Washington 98273 (sometimes referred to as "Mount Vernon Plant"):

**LEGAL DESCRIPTION**

**Parcel A**

The Northerly 417 feet of the portion of the South Half of the Northwest <sup>Quarter</sup> ~~Half~~ of the Southwest Quarter, lying Easterly of the Great Northern Railway Company's right-of-way, in Section 17, Township 34 North, Range 4 East of the Willamette Meridian,

EXCEPT the North 30 feet thereof as conveyed to the City of Mount Vernon for street purposes, by deed recorded June 25, 1958, under Auditor's File No. 567041, records of Skagit County, Washington.

TOGETHER WITH that portion of the West Half of adjoining vacated 9th Street, City of Mount Vernon Ordinance No. 2882, as recorded March 2, 1999 under Auditor's File No. 9903020125, records of Skagit County, Washington.

Situated in Skagit County, Washington



Parcel B

Lots 67 through 70, inclusive, Parker Business Center, according to the plat thereof, recorded in Volume 11 of Plats, pages 91 through 96, inclusive, records of Skagit County;

TOGETHER WITH those portions of private roads adjoining to the centerline thereof, as delineated on the face of said Plat;

AND TOGETHER WITH that portion of the East Half adjoining vacated 9th Street, City of Mount Vernon Ordinance No. 2882, recorded March 2, 1999, under Skagit County Auditor's File No. 9903020125, records of Skagit County, Washington.

Situated in Skagit County, Washington

Parcel C

Lots 82A, 82, 83 and 84 and the South Half of private road known as William Way adjoining thereto of Parker Business Center, according to the plat thereof, recorded in Volume 11 of Plats, pages 91 through 96, inclusive, records of Skagit County, Washington;

TOGETHER WITH that portion of the East Half of adjoining vacated 9th Street, City of Mount Vernon Ordinance No. 2882, as recorded March 2, 1999 under Skagit County Auditor's File No. 9903020125, records of Skagit County, Washington.



Situated in Skagit County, Washington.

Parcel D

Lot 2, and the South 33 feet of Lot 1, CITY OF MOUNT VERNON SHORT PLAT NO. MV-06-95, approved October 11, 1995, recorded October 11, 1995, in Volume 12 of Short Plats, pages 34 and 35, under Auditor's File No. 9510110093, records of Skagit County, Washington; and being a portion of the Southwest Quarter of Section 17, Township 34 North, Range 4 East of the Willamette Meridian.

Situated in Skagit County, Washington.

Commonly known as: 1000 Jason Lane, Mount Vernon, Washington 98273

Assessor's Property Tax Parcel/Account Numbers: 340417-3-019-0200; 340417-3-022-0000; 4367-000-084-0008; 4367-000-083-0009; 4367-000-082-0109; 4367-000-082-0000; 4367-000-070-0004; 4367-000-069-0007; 4367-000-068-0008; 4367-000-067-0009; 340417-3-019-0000; 4367-000-117-0108. 0000



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## **Exhibit G**

### **Memoranda of Leases**

1. Memorandum of Lease dated as of September 6, 2007, recorded in connection with the DVF 224 Lease on September 13, 2007 in the Official Records of Skagit County, Washington as Recording No. 200709130063.
2. Memorandum of Lease dated as of September 6, 2007, recorded in connection with the DVF 227 Lease on September 13, 2007 in the Official Records of Skagit County, Washington as Recording No. 200709130048.
3. Memorandum of Lease dated as of September 6, 2007, recorded in connection with the DVF 228 Lease on September 13, 2007 in the Official Records of Skagit County, Washington as Recording No. 200709130051.
4. Memorandum of Lease dated as of September 6, 2007, recorded in connection with the DVF 229 Lease on September 13, 2007 in the Official Records of Skagit County, Washington as Recording No. 200709130054.
5. Memorandum of Lease dated as of September 6, 2007, recorded in connection with the DVF 230 Lease on September 13, 2007 in the Official Records of Skagit County, Washington as Recording No. 200709130057.
6. Memorandum of Lease dated as of September 6, 2007, recorded in connection with the Mount Vernon Plant Lease on September 13, 2007 in the Official Records of Skagit County, Washington as Recording No. 200709130045.



## **Exhibit H**

### **Assignment and Assumption Agreements**

1. Assignment and Assumption Agreement dated December 21, 2012, pursuant to which Art assigned and transferred all of its right, title and interest in the DVF 224 Lease to Landlord.
2. Assignment and Assumption Agreement dated December 21, 2012, pursuant to which DVF assigned and transferred all of its right, title and interest in the DVF 227 Lease to Landlord.
3. Assignment and Assumption Agreement dated December 21, 2012, pursuant to which DVF assigned and transferred all of its right, title and interest in the DVF 228 Lease to Landlord.
4. Assignment and Assumption Agreement dated December 21, 2012, pursuant to which DVF assigned and transferred all of its right, title and interest in the DVF 229 Lease to Landlord.
5. Assignment and Assumption Agreement dated December 21, 2012, pursuant to which DVF assigned and transferred all of its right, title and interest in the DVF 230 Lease to Landlord.
6. Assignment and Assumption Agreement dated December 21, 2012, pursuant to which Neptune assigned and transferred all of its right, title and interest in the Mount Vernon Plant Lease to Landlord.

