

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS



201309120045

Skagit County Auditor

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A. NAME & PHONE OF CONTACT AT FILER (optional) Corporation Service Company 1-866-484-2382	
B. E-MAIL CONTACT AT FILER (optional) SPRFiling@cscinfo.com	DXE
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 796420 001	
79317206 - 380160 Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703	
Filed In: Washington (Skagit)	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME AFI Burlington Owner LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS c/o Artemis Real Estate Partners, LLC, 5404 Wisconsin Ave, Ste 410		CITY Chevy Chase	STATE MD	POSTAL CODE 20815
				COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME BB&T Real Estate Funding LLC				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 3000 Riverchase Galleria, Ste 1020		CITY Birmingham	STATE AL	POSTAL CODE 35244
				COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

All assets of the Debtor that are now or may become fixtures located on the real property described on Exhibit A attached hereto, whether now owned or hereafter acquired, together with all proceeds thereof.
(Real Estate Records - Fixture Filing)

Parcel Numbers and Addresses of real property:
3867-000-079-0101 AND 3867-000-079-0600
400 Gilkey Road and
419-421 Alissa Road
Burlington, Washington 98233

Lt 3 BSP 3-00

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

2ExPas

79317206

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME AFI Burlington Owner LLC	
OR	
9b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME				
OR				
10b. INDIVIDUAL'S SURNAME				
INDIVIDUAL'S FIRST PERSONAL NAME				
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				SUFFIX
10c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME		SUFFIX
ADDITIONAL NAME(S)/INITIAL(S)				
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

AFI Burlington Owner LLC
c/o Artemis Real Estate Partners, LLC
5404 Wisconsin Ave, Ste 410
Chevy Chase, Maryland 20815

14. This FINANCING STATEMENT:

covers timber to be cut covers as-extracted collateral is filed as a fixture filing

16. Description of real estate:

See Exhibit A



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17. MISCELLANEOUS:

Exhibit A

Legal Description

PARCEL "A":

That portion of the North 1/2 of the West 1/2 of Tract 79, "PLAT OF THE BURLINGTON ACREAGE PROPERTY", as per plat recorded in Volume 1 of Plats, page 49, records of Skagit County, Washington, lying Westerly of the Great Northern Railway Company right of way.

EXCEPT that portion conveyed to the City of Burlington by instrument recorded March 1, 2001, under Auditor's File No. 200103010083.

Situate in the City of Burlington, County of Skagit, State of Washington.

PARCEL "B":

Lot 3 of Burlington Short Plat No. 3-00, recorded June 23, 2000, under Auditor's File No. 200006230084, records of Skagit County, Washington, being a portion of Tract 79, "PLAT OF THE BURLINGTON ACREAGE PROPERTY", as per plat recorded in Volume 1 of Plats, page 49, records of Skagit County, Washington.

EXCEPT that portion conveyed to the City of Burlington by instrument recorded March 1, 2001, under Auditor's File No. 200103010083.

Situate in the City of Burlington, County of Skagit, State of Washington.



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