

**WHEN RECORDED RETURN TO:**

Fidelity National Title Insurance Company  
399 Sturges Avenue  
Mansfield, OH 44903  
Attr: Ms. Suzanne A. Rippel



201502030101

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**SKAGIT COUNTY WASHINGTON  
REAL ESTATE EXCISE TAX**

2015352  
FEB 03 2015

**CHICAGO TITLE**

620022662

Amount Paid \$ 560,700<sup>00</sup>  
Skagit Co. Treasurer  
By *nam* Deputy

**LIMITED WARRANTY BARGAIN AND SALE DEED**

**Grantor:** AFI Burlington Owner LLC, a Delaware limited liability company  
**Grantee:** Health Care REIT, Inc., a Delaware corporation  
**Legal Description:** PTN Tract 79 Burlington Acreage and Ptn Lot 3 Burlington Short Plat No. 3-00  
(Complete description attached as Exhibit A)  
**Assessor's Tax Parcel:** P62822/3867-000-079-0101 and P116952/3867-000-079-0600  
**Reference No.:** N/A

THE GRANTOR, AFI BURLINGTON OWNER LLC, a Delaware limited liability company, for and in consideration of TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION in hand paid, grants, bargains, sells, and conveys to HEALTH CARE REIT, INC., a Delaware corporation, the real estate situated in the County of Skagit, State of Washington described in Exhibit A attached hereto (the "Land"), subject to the encumbrances set forth in Exhibit B attached hereto (the "Permitted Encumbrances").

The Grantor, for itself and its successors in interest, does by these presents expressly limit the covenants of this deed to those herein expressed and exclude all covenants arising or to arise by statutory or other implication, and does hereby covenant to forever warrant and defend the Land unto Grantee and Grantee's successors and assigns against all persons whomsoever lawfully claiming or to claim by, through, or under the Grantor, but not otherwise, subject, however, to the Permitted Encumbrances.

Executed on the date of acknowledgment below, to be effective as of February 2, 2015.

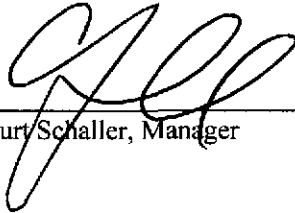
**Signature Page for Limited Warranty Deed**  
(400 Gilkey Road, Burlington, Washington)

GRANTOR:

AFI BURLINGTON OWNER LLC, a Delaware limited liability company

By: Artemis Focus Investment II LLC, a Delaware limited liability company, its Sole Member

By: Focus Artemis Manager LLC, a Delaware limited liability company, its Manager

By:   
Curt Schaller, Manager

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this day personally appeared before me Curt Schaller, known to me to be the Manager of Focus Artemis Manager LLC, a Delaware limited liability, Manager of Artemis Focus Investments II LLC, a Delaware limited liability company, Sole Member of AFI Burlington Owner LLC, the Delaware limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that said individual is authorized to execute said instrument.

GIVEN under my hand and official seal this 26 day of January, 2015


  
ALEXANDRIA M. FAIRWEATHER  
(Print name of notary)  
NOTARY PUBLIC in and for the State of Illinois, residing at \_\_\_\_\_  
My commission expires \_\_\_\_\_



Exhibit A  
Legal Description of Land

PARCEL A:

That portion of the North Half of the West Half of Tract 79, PLAT OF THE BURLINGTON ACREAGE PROPERTY, according to the plat thereof 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 under Auditor's File No. 200103010083, records of Skagit County.

Situated in Skagit County, Washington

PARCEL B:

Lot 3 of CITY OF BURLINGTON SHORT PLAT NO. BURL-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 Burlington Acreage Property, according to the plat thereof recorded in Volume 1 of Plats, page 49, records of Skagit County, Washington;

EXCEPT that portion conveyed to the City of Burlington under Auditor's File No. 200103010083, records of Skagit County.

Situated in Skagit County, Washington

Exhibit A  
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Exhibit B  
Permitted Encumbrances

1. Agreement, including the terms and conditions hereof; entered into  
Between: City of Burlington  
And: Raymond M. Waite and Beverly Waite, husband and wife and Ramiro B. Gonzales  
Recorded: March 25, 1981  
Auditor's No.: 8103250058, records of Skagit County, Washington  
Providing: Rezone Conditions
2. Record of a survey recorded December 6, 1999, under Auditor's File No. 199912060115, records of Skagit County, Washington. (Note: Although this survey remains of record, it is superseded in time by the 2014 survey described below, and its inclusion on this list should not be deemed a representation or agreement that the matters it discloses remain in existence or effect if not disclosed on the most recent survey.)
3. Covenants, conditions, restrictions, recitals, reservations, easements, easement provisions, dedications, building setback lines, notes, statements, and other matters, if any, but omitting any covenants or restrictions, if any, including but not limited to those based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law, as set forth on BURLINGTON SHORT PLAT NO. 3-00, Recording No: 200006230084.
4. Easement, including the terms and conditions thereof, granted by instrument(s):  
Recorded: June 28, 2001  
Auditor's No(s): 200106280138, records of Skagit County, Washington  
In favor of: Puget Sound Power & Light Company  
For: Electric transmission and/or distribution line, together with necessary appurtenances  
Affects: An Easement Area 10 (ten) feet in width having 5 (five) feet of such width on each side of a centerline described as follows:

The centerline of grantee's facilities as now constructed, to be constructed, extended or relocated lying within the above described parcel together with all areas located within a 10 (ten) feet perimeter of the exterior surface of all of grantee's ground mounted vaults and transformers.

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5. Easement and Agreement, including the terms and conditions thereof, disclosed by instrument(s):  
Recorded: February 15, 2002  
Auditor's No(s): 200202150062, records of Skagit County, Washington  
In favor of: TCI Cablevision of Washington  
For: MDU Broadband Service  
Affects: As necessary and/or desirable
6. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:  
Granted to: Public Utility District No. 1 of Skagit County, Washington  
Purpose: Water pipeline  
Recording Date: April 14, 2006  
Recording No.: 200604140135  
Affects: A portion of said premises  
Said easement is noted to supersede and replace that certain Water Pipeline Easement recorded under Auditor's File No. 200107120097.
7. Water Service Contract and the terms and conditions thereof  
Recording Date: May 9, 2006  
Recording No.: 200605090043 being a re-recording of 200604140134  
Said easement is noted to supersede and replace that certain Water Service Contract recorded under Auditor's File No. 200107200013
8. Any rights, interests, or claims that may exist or arise by reason of the matters disclosed by survey recorded May 17, 2012, under Recording No. 201205170052, including (but not limited to: mislocated fences along the North, South and East lines of said premises by varying amounts and encroachment of driveway ramps and Creekside sign onto Gilkey Road right-of-way. (Note: Although this survey remains of record, it is superseded in time by the 2014 survey described below, and its inclusion on this list should not be deemed a representation or agreement that the matters it discloses remain in existence or effect if not disclosed on the most recent survey.)
9. Any rights, interests, or claims that may exist or arise by reason of the following matters disclosed by survey,

Dated: November 25, 2014  
Prepared by: Legro & Associates  
Matters shown: a. Power pole and associated hardware located in the northwest corner of the Land encroach 4.7 feet, more or less, onto the Land  
b. "Skagit Valley Senior Village" sign, "No Trespassing" sign, "STOP" sign, and "5 MPH" sign located near the northwest corner of the Land are all constructed within the public right-of-way, Gilkey Road.

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c. Fences along the North, South, and East boundaries of the Land are not constructed on the property boundaries as described in Exhibit A.

d. Right, title, and interest of parties in possession of the Land between the property boundaries as described in Exhibit A and the fences as constructed.

e. Natural Gas utility line, that appears to provide gas service to the improvements located on the Land, is constructed so that it runs under one of the southeast corners of the primary structure.

f. Carport constructed near the Spruce Street entrance, on the westerly boundary of the Land, encroaches over the easement to PUD #1, recorded at 200604140135, by an undisclosed distance.

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