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04/14/2023 03:33 PM Pages: 1 of 8 Fees: \$210.50
Skagit County Auditor, WA

RECORDING REQUESTED BY,
AND WHEN RECORDED MAIL TO,
AND MAIL TAX STATEMENT TO:

Hanson Baker Ludlow Drumheller P.S.
2229 112th Avenue NE, Suite 200
Bellevue, Washington 98004
Attention: Magnus R. Andersson

SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

Affidavit No. 20236138

Apr 14 2023

Amount Paid \$616580.00
Skagit County Treasurer
By Lena Thompson Deputy

Guardian NW Title 23-17910-NW

(Above Space For Recorder's Use Only)

BARGAIN AND SALE DEED

THE GRANTOR, MGP XI CASCADE, LLC, a Delaware limited liability company, for and in consideration of **TEN DOLLARS AND OTHER GOOD AND VALUABLE CONSIDERATION**, in hand paid, bargains, sells and conveys to BURLINGTON INVESTMENT PROPERTIES II, LLC, a Washington limited liability company, the real estate, situated in the County of Skagit, State of Washington, described on Exhibit A attached hereto (the "Land"), subject to the exceptions described in Exhibit B attached hereto (collectively, the "Permitted Exceptions").

The Abbreviated Legal is as follows: LOTS 1, 2, 3, 4 & 6 CASCADE MALL BINDING SITE PLAN

Tax Parcel Number(s): P23860 / 340406-4-001-0126; P23863 / 340406-4-001-0225; P23866 / 340406-4-001-0324; P23869 / 340406-4-001-0423; P23857 / 340406-4-001-0019 and P120093 / 340406-4-001-0900

Dated: April 14, 2023

GRANTOR:

MGP XI CASCADE, LLC,
a Delaware limited liability company

By: Merlone Geier XI LLC,
a California limited liability company,
its Manager

By: 
Bradley A. Geier, Chairman

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
COUNTY OF San Diego)

On April 11, 2023 before me, Barbara A. Davies, Notary Public, personally appeared Bradley A. Geier, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature:  (seal)



[Signature page to Deed]

Exhibit ALegal Description of the Land

Real property in the City of Burlington, County of Skagit, State of Washington, described as follows:

Parcel A:

Lots 1, 2, 3, 4 and 6, CASCADE MALL BINDING SITE PLAN, recorded October 19, 1989 in Volume 8 of Short Plats, page 170, under Auditor's File No. 8910190065, records of Skagit County, Washington; being a portion of the Southeast Quarter of the Northeast Quarter and the East Half of the Southeast Quarter of Section 6, Township 34 North, Range 4 East of the Willamette Meridian.

Situated in Skagit County, Washington

Parcel B:

Those certain non-exclusive easements as described in that certain Declaration of Restrictions and Grant of Easements by Pan Pacific Development (Cascade) Inc. recorded July 21, 1989 under Auditor's File No. 8907210046, records of Skagit County, Washington and amended by instruments recorded October 30, 1997 and May 8, 1998, under Auditor's File No. 9710300078 and 9805080072, records of Skagit County, Washington, respectively.

Situated in the Skagit County, Washington

Exhibit BPermitted Exceptions

1. Any defect, lien, encumbrance, adverse claim, or other matter that appears for the first time in the public records or is created, attaches, or is disclosed between April 6, 2023 and the date of recording of this Bargain and Sale Deed.
2. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
3. (A) Unpatented mining claims.
(B) Reservations or exceptions in patents or in Acts authorizing the issuance thereof.
(C) Water rights, claims or title to water; whether or not the matters excepted under (A), (B), or (C) are shown by the public records.
(D) Indian Tribal Codes or Regulations, Indian Treaty or Aboriginal Rights, including easements or equitable servitudes.
4. Any service, installation, connection, maintenance, construction, tap or reimbursement charges/costs for sewer, water, garbage or electricity.
10. Relinquishment of rights of access to State Highway and of light, view, and air under terms of Deed to the State of Washington recorded on June 28, 1972, as Auditor's File No. 774572.
11. Provision contained in Skagit County Commissioner's File No. 12223, regarding the vacation of the L.C. Stevens Road, that as a condition of said vacation, the owner provide easements for utilities.
12. Easement, affecting a portion of subject property for the purpose of utility purposes including terms and provisions thereof granted to City of Burlington recorded on August 27, 1981 as Auditor's File No. 8108270004 . Affects: Portion of Lot 6
13. Easement, affecting a portion of subject property for the purpose of utility purposes including terms and provisions thereof granted to City of Burlington recorded on September 16, 1981 as Auditor's File No. 8109160003 . Affects: Portion of Lot 6
14. Terms and conditions of conditional use permit agreement, recorded on November 22, 1983 as Auditor's File No. 8311220025 .
15. Easement, affecting a portion of subject property for the purpose of storm drain including terms and provisions thereof granted to City of Burlington recorded on September 22, 1986 as Auditor's File No. 8609220055 . Affects: portion of Lot 6
16. Easement, including terms and provisions thereof affecting a portion of subject property for the purpose of water pipeline, in favor of Public Utility District No.1 of Skagit County, recorded on October 5, 1988 as Auditor's File No. 8810050031.

17. Easement, including terms and provisions thereof affecting a portion of subject property for the purpose of water pipelines and related facilities, in favor of Public Utility District No.1 of Skagit County, recorded on March 30, 1989 as Auditor's File No. 8903300007 .

Said easement was partially released by document recorded December 16, 1998 as Auditor's File No. 9812160059 .

18. Declaration of easement, affecting a portion of the subject property for the purpose of perpetual non-exclusive easement for ingress and egress, including the terms and provisions thereof granted to Winmar Cascade, Inc., a Washington corporation recorded on July 21, 1989 as Auditor's File No. 8907210035 .

Amended and Restated Declaration recorded July 27, 1989 as Auditor's File No. 8907270006 .

19. Declaration of easement, affecting a portion of the subject property for the purpose of benefit of the out parcel to drain storm water from the out parcel into the drainage swale, including the terms and provisions thereof granted to Winmar Cascade, Inc., a Washington corp. recorded on July 21, 1989 as Auditor's File No. 8907210036 .

20. Declaration of easement, affecting a portion of the subject property for the purpose of ingress and egress, including the terms and provisions thereof granted to Winmar Cascade, Inc., a Washington corp. recorded on July 21, 1989 as Auditor's File No. 8907210037 .

Amended and restated declaration recorded July 27, 1989 as Auditor's File No. 8907270007.

21. Declaration of easement, affecting a portion of the subject property for the purpose of perpetual non-exclusive storm drainage easement for the benefit of the adjacent parcel, including the terms and provisions thereof granted to Winmar Cascade, Inc., a Washington corp. recorded on July 21, 1989 as Auditor's File No. 8907210038 .

22. Easement, including terms and provisions thereof affecting a portion of subject property for the purpose of all things necessary or proper in the construction and maintenance of a water line, lines or related facilities, in favor of Public Utility District No.1 of Skagit County, recorded on July 21, 1989 as Auditor's File No. 8907210039 .

23. Easement affecting a portion of subject property for utility lines and related facilities and provisions therein, granted to Puget Sound Energy and/or its predecessors, recorded on July 21, 1989, as Auditor's File No. 8907210040 .

24. Right-of-way contract including the terms and provisions therein, affecting a portion of subject property granted to Cascade Natural Gas Corporation, its successors and assigns, recorded July 21, 1989, as Auditor's File No. 8907210041 .
See document for specific location of area affected.

25. Easement affecting a portion of subject property and for the purpose of communication lines and related facilities thereto, in favor of Contel of the Northwest, a Washington corporation, recorded on July 21, 1989, as Auditor's File No. 8907210042.
26. Easement affecting a portion of subject property for broadband communication system lines and related facilities and provisions therein, granted to TCI Cablevision of Washington, Inc., a Washington corporation, recorded on July 21, 1989, as Auditor's File No. 8907210043.
27. Protective covenants, easements and/or assessments, but omitting restrictions, if any, based on race, color, religion or national origin executed by Pan Pacific Development (Cascade) Inc., recorded on July 21, 1989 as Auditor's File No. 8907210046.

Please be advised that any provision contained in this document, or in a document that is attached, linked, or referenced in this document, that under applicable law illegally discriminates against a class of individuals based upon personal characteristics such as race, color, religion, sex, sexual orientation, gender identity, familial status, disability, national origin, or any other legally protected class, is illegal and unenforceable.

Above covenants, conditions and restrictions were amended and recorded on October 30, 1997 and May 8, 1998 as Auditor's File No. 9710300078, 9805080072.

Assignments of Operating Agreements pertaining to said declaration were recorded as Auditor's File Nos. 9902240173 and 201701190084

28. Any and all offers of dedications, conditions, restrictions, easements, fence line/boundary discrepancies and encroachments, notes, provisions and/or any other matters as disclosed and/or delineated on the face of the following plat/short plat/survey named Cascade Mall Binding Site Plan recorded on October 19, 1989 as Auditor's File No. 8910190065.
29. Easement affecting a portion of subject property for utility lines and related facilities and provisions therein, granted to Puget Sound Energy and/or its predecessors, recorded on May 11, 1993, as Auditor's File No. 9305110092.
30. Easement affecting a portion of subject property for utility lines and related facilities and provisions therein, granted to Puget Sound Energy and/or its predecessors, recorded on June 10, 1993, as Auditor's File No. 9306100043.
32. Easement affecting a portion of subject property for utility lines and related facilities and provisions therein, granted to Puget Sound Energy and/or its predecessors, recorded on July 30, 2002, as Auditor's File No. 200207300069. Affects: Lots 1 and 6.
33. Easement, including terms and provisions thereof affecting a portion of subject property for the purpose of water lines and related facilities, in favor of Public Utility District No. 1 of Skagit County, recorded on October 6, 1998 as Auditor's File No. 9810060057.

34. Easement affecting a portion of subject property for utility lines and related facilities and provisions therein, granted to Puget Sound Energy and/or its predecessors, recorded on January 3, 2012, as Auditor's File No. 201201030098 . Affects: a portion of Lot 6.
35. Easement, affecting a portion of subject property for the purpose of sewer lines including terms and provisions thereof granted to City of Burlington recorded on July 21, 1989 and July 28, 2003 as Auditor's File Nos. 8907210044 and 200307280012 . Affects: Lot 6
37. Easement, including terms and provisions thereof affecting a portion of subject property for the purpose of water lines and related facilities, in favor of Public Utility District No.1 of Skagit County, recorded on July 20, 2000 as Auditor's File No. 200007200074 . Said easement references easement recorded as Auditor's File No. 8907210039 .
38. Easement, affecting a portion of subject property for the purpose of trail easement including terms and provisions thereof granted to City of Burlington recorded on May 23, 2014 as Auditor's File No. 201405230109 . Affects: Lot 6
40. The lien of any real property taxes and/or assessments payable by Grantee from and after the date of recording of this Bargain and Sale Deed.
50. Memorandum of amended lease, and the terms and provisions thereof by Winmar Cascade, Inc. (Original Landlord) PPR Cascade, LLC, (Current Landlord), and between Plitt Theatres, Inc. dated July 23, 1997 recorded on June 4, 2002 as Auditor's File No.200206040064 . Affects: Lots 1, 2, 3, 4 and 6.
51. Memorandum of lease, and the terms and provisions thereof by PPR Cascade LLC, a Delaware limited liability company and between Apple Northwest, LLC, a Washington limited liability company dated October 22, 2002 recorded on November 13, 2002 as Auditor's File No.200211130194 . Affects: Portion of Lot 6.

Lessee's interest in said lease is now held of record by Apple Washington LLC, a Delaware limited liability company by Assignment of Lease recorded November 3, 2003, under Auditor's File No. 200311030288 .
56. Assignment of Operating Agreements Including the Terms and Provisions Thereof recorded as Auditor's File No. 201701190084 from MAC Cascade LLC to MGP XI Cascade LLC as further assigned by that certain Assignment of Declaration recorded on even date herewith from MGP XI Cascade LLC to Burlington Investment Properties II, LLC.
57. Matters disclosed by an unrecorded ALTA/NSPS Survey dated March 28, 2023 and prepared by Jacob Goodman Miller, as Job No. 161419, and submitted with the application for title insurance.
58. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability company and The TJX Companies, Inc. (dba T.J. Maxx) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.

59. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability Company and Spirit Halloween Superstores, LLC (dba Spirit Halloween) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.
60. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability Company and Furniture World, Inc., (dba Furniture World) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.
61. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability company and Red-P, LLC (dba Instinct) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.
62. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability company and CEC Entertainment, Inc. (dba Chuck E. Cheese) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.
63. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability company and Kalahi Martial Arts Academy (dba Kalahi Martial Arts) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.
64. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability company and Curtis Dougherty Ministries (dba Cascade Chapel) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.
65. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability company and Merlone Geier Management, LLC (dba Merlone Geier Management) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.
66. Unrecorded lease, and the terms and conditions thereof by MGP XI Cascade, LLC, a Delaware limited liability company and Heritage Portable Buildings, LLC (dba Heritage Portable Buildings) for a term of undisclosed, disclosed by Application for Title Insurance dated April 11, 2023.