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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made this 6 day of May, 1991, between B & P Investments, a Washington general partnership ("Landlord") and SKAGIT VALLEY FOOD CO-OP, a not for profit corporation ("Tenant").

Landlord and Tenant entered into a Lease Agreement, dated May 6, 1991, pursuant to which Landlord leased to Tenant and Tenant leased from Landlord certain real property in the City of Mount Vernon, County of Skagit, State of Washington, described in Exhibit A attached to this Memorandum of Lease for a term of Ten (10) years, commencing July 1, 1991 and ending June 30, 2001, together with a ten (10) year option to renew the Lease Agreement.

This Memorandum is not a complete summary of the Lease Agreement and should not be used in interpreting provisions of the Lease Agreement. In the event of conflict between this Memorandum and the Lease Agreement, the Lease Agreement shall control. This Memorandum is executed solely for the purpose of recording and making public notice of the existence of the Lease Agreement.

IN WITNESS WHEREOF, the parties have executed this instrument the day and year first above written.

LANDLORD:

B & P Investments

By:

[Signature]
General Partner

By:

[Signature]
General Partner

TENANT:

Skagit Valley Food Co-op

By:

[Signature]
Its: President

[Signature]
Secretary

Skagit Valley Food Co-op
202 S. 1st.

Mount Vernon

LEASE AND AGREEMENT
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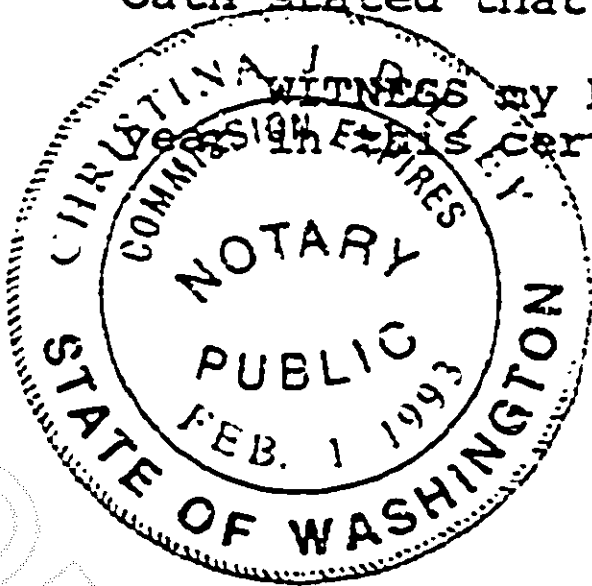
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MAY 29 1991

Amount Paid \$
Skagit County Treasurer
By: [Signature] Deputy

STATE OF WASHINGTON)
) ss.
COUNTY OF SKAGIT)

On this 10th day of May, 1991, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Lawrence Pirkle and Richard Bertelsen, to me known to be the General Partners of B & P INVESTMENTS, a Washington general partnership, the general partnership that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said partners on behalf of said general partnership, for the uses and purposes therein mentioned and on oath stated that they are authorized to execute said instrument.



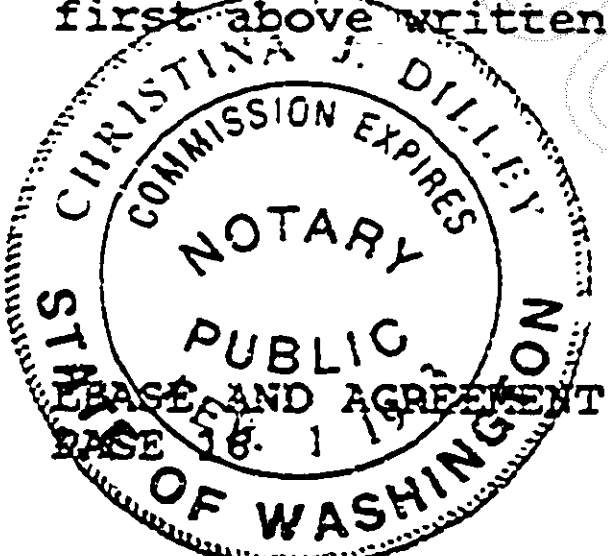
WITNESS my hand and official seal hereto affixed the day and date first above written.

Christina J. Dilley
Notary Public in and for the State of
Washington, residing at: Sedro Woolley
My commission expires 2-1-93

STATE OF WASHINGTON)
) ss.
COUNTY OF SKAGIT)

On this 6th day of May, 1991, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Mariana W. Folger, Cheryl Harrison, and to me known to be the President and Secretary, respectively, of Skagit Valley Food Co-op, the corporation that executed the foregoing instrument, and acknowledged the 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 they are ~~XXX~~ authorized to execute the said instrument.

WITNESS my hand and official seal affixed the day and year first above written.



Christina J. Dilley
Notary Public in and for the State of
Washington, residing at: Sedro Woolley
My commission expires 2-1-93