

Return Address:
Valley Freightliner, Inc.
277 Stewart Road SW
Pacific, WA 98047
Attn: Lynn Cockrum

14

KATHY HILL
SKAGIT COUNTY

'99 JAN 27 10:44

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LAND TITLE COMPANY OF SKAGIT COUNTY
P 87729

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MEMORANDUM OF LEASE

#27536
SKAGIT COUNTY WASHINGTON
Real Estate Excise Tax
PAID

Grantor/Landlord: Larry Gordon and Virginia Gordon
Grantee/Tenant: Valley Freightliner, Inc., a Washington corporation
Abbrev. Legal Descript.: Ptn NW¼ of SW¼, 32-34-4 E. W.M., aka Lot 9, Hilde Commercial Facility BSP No. 97-0361
Full legal description is on page 7.

JAN 27 1999
#33996
Skagit County Treasurer
Deputy

Tax Assessor's Parcel Nos.: 340432-3-005-0007; 340432-3-020-0008;
340432-3-004-0008

This Memorandum of Lease is made and entered into by and between LARRY GORDON and VIRGINIA GORDON ("Landlord"), and VALLEY FREIGHTLINER, INC., a Washington corporation ("Tenant").

1. Ground Lease

The parties hereto entered into a Ground Lease dated January 26, 1999 ("Ground Lease") for the lease of certain real property, with limited improvements thereon, situate in the City of Mount Vernon, Skagit County, Washington, which property is more particularly described on EXHIBIT A attached hereto.

2. Memorandum of Lease

The parties hereto are entering into this Memorandum of Lease for the purpose of incorporating the terms and conditions of the Ground Lease and to give notice of the terms of this Memorandum of Lease and the Ground Lease. The Ground Lease

MEMORANDUM OF LEASE
[04611-0005/SB990130252]

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and all the terms and conditions thereof are by this reference incorporated herein and made a part hereof in all respects as if fully set forth herein. The Ground Lease and this Memorandum of Lease shall be construed to be one lease but in the event there is any conflict between the terms and conditions thereof, the Ground Lease shall prevail.

3. Term

The term of the Ground Lease shall commence on January 26, 1999 and terminate on December 31, 2038.

4. Notices

Under the Ground Lease, notices to the parties are delivered as follows:

Landlord: 151 Stewart Rd. SW
Pacific, Washington 98047


Tenant: 277 Stewart Rd. SW
Pacific, Washington 98047

5. Purpose of Memorandum of Lease

This Memorandum of Lease is prepared for the purpose of recordation, and it in no way modifies the Ground Lease.

DATED this 25th day of January, 1999.

Landlord:


Larry Gordon


Virginia Gordon

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Tenant:

VALLEY FREIGHTLINER, INC., a Washington
corporation

By: 

Larry Gordon, President

9901270044

BK 1934 PG 0294

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STATE OF WASHINGTON)
COUNTY OF Pierce) ss.

On this 25th day of January, 1999, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Larry Gordon, to me known to be the person who signed as President of VALLEY FREIGHTLINER, INC., the corporation that executed the within and foregoing instrument, and acknowledged 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 he was duly elected, qualified and acting as said officer of the corporation, that he was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.



Peggy Verza
(Signature of Notary)

Peggy Verza
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State
of Washington, residing at Cottonville
My appointment expires: 6-29-00

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EXHIBIT A

Lot 9, Hilde Commercial Facility Binding Site Plan No. 97-0361, approved
November 25, 1998, recorded November 25, 1998 in Volume 13 of Short
Plats, pages 186 and 187, under Auditor's File No. 9811250022 and being
a portion of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$, Section 32, Township 34
North, Range 4 East, W.M.

Situate in the County of Skagit, State of Washington.