

EXHIBIT C

When recorded return to:

Skagit County Farmland Legacy Program
County Administration Building
700 South Second Street, Rm. 202
Mount Vernon, WA 98273

11
9907150065

KATHY HILL
SKAGIT COUNTY CLERK

99 JUL 15 P12:11

RECORDED _____ FILED _____
REQUEST OF _____

Grantor: JOHN FRANCIS ROOZEN and ALEXIS J. ROOZEN FAMILY PARTNERSHIP

Grantee: SKAGIT COUNTY WASHINGTON

Legal Description

Abbreviated form: E1/3 of the E 20 rods of the SW¼ and the W1/2 of the SE ¼ of Sec 27, T34N, R3E, W.M.
Additional legal at Exhibit A.

Assessor's Tax Parcel Numbers: P22848

Reference number(s) of related/assigned/released documents: AFN #9805120062
Reference(s) to document(s) appears on page(s) BK1810PG0097 through BK1810PG0099

P-87453
LAND TITLE COMPANY OF SKAGIT COUNTY

SUBORDINATION AGREEMENT

NOTICE: THIS SUBORDINATION AGREEMENT RESULTS IN YOUR SECURITY INTEREST IN THE PROPERTY BECOMING SUBJECT TO AND OF LOWER PRIORITY THAN THE LIEN OF SOME OTHER OR LATER INSTRUMENT.

The undersigned subordinator agrees as follows:

1. U.S. Bank National Association ("Subordinator") is the owner and holder of a mortgage dated May 7, 1998, which was recorded under Auditor's File No. 9805120062, records of Skagit County;
2. Skagit County ("Grantee") is the holder of a conservation easement dated June 17, 1999, executed by Grantor (as hereinafter defined) which will be recorded concurrently with this Subordination Agreement; Auditor's File No 9907150065 **9907150065**
3. JOHN FRANCIS ROOZEN and ALEXIS J. ROOZEN FAMILY PARTNERSHIP, ("Grantor"), are the owners of all the real property described in the conservation easement identified above in Paragraph 2.
4. In consideration of benefits to Subordinator from Owner, receipt and sufficiency of which is hereby acknowledged, and as required by Treasury Regulation § 170A-14(g)(2) for any conservation easement transaction with anticipated federal income, gift or estate tax benefits to the property owner, the Subordinator does hereby unconditionally subordinate the lien of the

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mortgage identified above in Paragraph 1 to the conservation easement identified above in Paragraph 2.

5. This Agreement shall be the whole and only agreement between the parties hereto with regard to the subordination of the lien or charge of the mortgage first above mentioned to the conservation easement in favor of Easement Holder above referred to and shall supersede and cancel any prior agreements as to such, or any subordination including, but not limited to, those provisions, if any, contained in the mortgage first above mentioned, which provided for the subordination of the lien or charge thereof to a mortgage to be thereafter executed.
6. The heirs, administrators, assigns and successors in interest of the Subordinator shall be bound by this agreement. Where the word mortgage appears herein it shall also be considered as deed of trust, and gender and number of pronouns considered to conform to undersigned.

Executed this 10th day of June, 1999

SUBORDINATOR

US Bank, National Assoc.

By: Robert Jankbaker Vice President
(Name)

SUBORDINATOR

(Name)

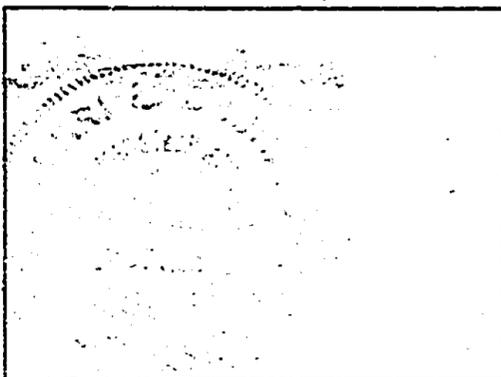
STATE OF WASHINGTON)

) ss.

COUNTY OF SKAGIT)

I certify that I know or have satisfactory evidence that Robert Jankbaker is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as the Vice President of US Bank National Assoc. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 6-10-1999



(Use this space for notarial stamp/seal)

TERRI L. SHUBERT
Notary Public
Print Name TERRI L. SHUBERT
My commission expires 9-29-99

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EXHIBIT D

Summary of Baseline Documentation

The protected property is approximately 33.08 acres (according to assessor records) of agricultural land bordered on the south by Calhoun Road and a drainage ditch on the north. According to the NRCS, the property contains two main soil types: Skagit silt loam and Briscot fine sandy loam. The land is cultivated to the edge of the ditch. V-ditches are used to drain surface water and are present along most of the perimeter of the field and the northern middle of the protected property. There are no structures or impermeable surfaces on the protected property.

No domestic animals or threatened or endangered species are present on the property. The typical crop rotation has included bulb crops such as tulips, daffodils or iris followed by peas and winter wheat.