

After recording return to:

American Commercial Capital LLC
5963 La Place Court, Suite 300
Carlsbad, CA 92008
Attention: James Kendrick Noble III



199907270100

Kathy Hill, Skagit County Auditor

7/27/1999 Page 1 of 4 12:06:20PM

ISLAND TITLE CO.
SB-14913 ✓

MEMORANDUM OF SUBLEASE
1616 Freeway Dr., Mt. Vernon, WA

Grantor: Q Lube, Inc., a Delaware corporation (successor-in-interest through the merger of Quaker State Minit-Lube, Inc., a Delaware corporation, and Arctic Circle, Inc., a Utah corporation, as of November, 14, 1985, Quaker-State Minit-Lube having changed its name to Q Lube, Inc. as of December 9, 1993), Sub-Lessor

Grantee: Belcher and Belcher, Inc., Sub-Lessee

Full Legal Description of "Premises": As described on Exhibit "A"

Situate in the County of Skagit, State of Washington

(ALSO KNOWN AS Tract B of that certain survey recorded April 22, 1983 in Volume 5 of Surveys, at Page 5 under Auditor's File No. 8304220009.)

Tax Parcel No. #340418-4-010-0006

SKAGIT COUNTY WASHINGTON
Real Estate Tax

JUL 27 1999

Amount Paid \$
Skagit Co. Treasurer
By *[Signature]* Deputy

THIS MEMORANDUM OF LEASE is made as of the 23RD day of July, 1999, by and between Q Lube, Inc., as Sub- Lessor, and Belcher and Belcher, Inc. Sub-Lessee, with respect to that certain Sublease Agreement dated of even date herewith between Sub-Lessor and Sub-Lessee (the "Sublease"), who agree follows:

1. **Premises.** Sublessor leases to Sublessee and Subleases leases from Sublessor all those certain Premises described above situated in the County of Skagit, State of Washington, and incorporated herein by this reference the ("Premises").

2. **Term.** The lease shall be in effect for a term commencing on the 16th day of July, 1999, and ending on the 30th day of September, 1999, and lessee's two five year options to renew thereafter.

3. **Purpose of Memorandum.** This Memorandum of Sublease is for notice purposes only, and shall in no way be deemed to modify or amend the provisions of the Sublease.

IN WITNESS WHEREOF, this Memorandum of Sublease has been executed by Sublessor and Sublessee as of the date and year first above written.

SUB-LESSOR:

Q LUBE, INC., a Delaware Corporation

By: Christopher R. Curia
Typed Name: Christopher R. Curia
Its: Vice President

SUB-LESSEE:

BELCHER and BELCHER, INC., a Washington corporation

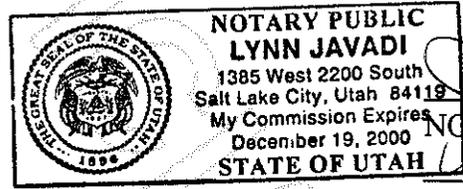
By: Donald L. Belcher
Donald L. Belcher, President



STATE OF Utah)
) ss.
COUNTY OF Salt Lake)

On this day personally appeared before me Christopher Ceria, to me known to be the individual described in and who executed the within and foregoing instrument, as the Vice President of Q LUBE, INC., a Delaware corporation, and acknowledged that he/she signed the same as his/her free and voluntary act for the uses and purposes therein mentioned on behalf of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 22nd day of July, 1999.



Lynn Javadi
NOTARY PUBLIC in and for the State of Utah, residing at Salt Lake City
My commission expires: 12-19-00

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me Donald L. Belcher, to me known to be the individual described in and who executed the within and foregoing instrument, as the President of BELCHER AND BELCHER, INC., a Washington corporation, and acknowledged that he signed the same as his free and voluntary act for the uses and purposes therein mentioned on behalf of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 21st day of July, 1999.



Peggy McLean
NOTARY PUBLIC in and for the State of Washington, residing at Lynnwood
My commission expires: 11-20-99

Exhibit A
Legal Description

That certain leasehold estate created by the Sublease Agreement dated JULY 23, 1999 between Q Lube, Inc., a Delaware corporation as landlord, and Belcher and Belcher, Inc., a Washington corporation as tenant, as amended from time to time, and as evidenced by Memorandum of Lease recorded or to be recorded in the real property records where the underlying property subject of the herein described lease is located, covering the following described property:

PARCEL A

That portion of the North Half of the Northwest Quarter of the Southeast Quarter of Section 18, Township 34 North, Range 4 East of the Willamette Meridian, lying North of that certain fence line designated in the last paragraph of that certain judgment entered April 28, 1961, in Skagit County Superior Court Case No. 25671, records of Skagit County, Washington; lying West of both Parcel "A" as described in Stipulated Judgment and Decree of Appropriation as to Item No. 1, filed April 21, 1975, in Skagit County Superior Court Case No. 34431, records of Skagit County, Washington, and Parcel "A" as described in Stipulated Judgment and Decree of Appropriation, filed April 24, 1974, in Skagit County Superior Court Cause No. 34117, records of Skagit County, Washington; and lying East of Line 2 as described in said Stipulated Judgment and Decree of Appropriation, in said Skagit County Superior Court Cause No. 34431, records of Skagit County, Washington;

EXCEPT the North 165 feet thereof.

(Also known as Tract B of that certain survey recorded April 22, 1983 in Volume 5 of Surveys, page 5, under Auditor's File No. 8304220009, records of Skagit County, Washington).

Situated in Skagit County, Washington.

PARCEL B

An easement to erect a sign on the East 20 feet of the following described property to wit:

The North 165 feet of that portion of the North Half of the North Half of the Northwest Quarter of the Southeast Quarter of Section 18, Township 34 North, Range 4 East of the Willamette Meridian, lying West of Parcel "A" as described in Stipulated Judgment and Decree of Appropriation, filed April 24, 1974, in Skagit County Superior Court Cause No. 34117, records of Skagit County, Washington, and lying East of Line 2 as described in Stipulated Judgment and Decree of Appropriation as to Item No. 1 filed April 21, 1975, in Skagit County Superior Court Cause No. 4431, records of Skagit County, Washington:

EXCEPT the North 50 feet thereof as described in said Stipulated Judgment and Decree of Appropriation as Parcel "B" in said Skagit County Superior Court Cause No. 34117, records of Skagit County, Washington.

ALL situated in Skagit County, Washington.



199907270100

Kathy Hill, Skagit County Auditor