WHEN RECORDED RETURN TO:



199910280027

Kathy Hill, Skagit County Auditor

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WASHINGTON UCC-2 COUNTY AUDIT	OR FIXTURE FILING
1. Grantor(s): (last name first, and mailing address(es)) WHERE THE HEART IS AT BURLINGTON LLC TIN: 91–2003087 504 E FAIRHAVEN AVE BURLINGTON, WA 98233 2. Grantee(s)/Assignee/Beneficary Skagit State Bank 301 E FAIRHAVEN AVE P O BOX 285 BURLINGTON, WA 98233	3. Assignee(s) of Secured Party(les):
THIS FIXTURE FILING SHALL COVER COLLATERAL THAT IS AFFIXED TO	THE FOLLOWING DESCRIBED PROPERTY.
Reference Number: 59970 Short Legal Description: PTN TRACT 50 "BURLINGTON ACREAGE" AKBURL-1-95	
Assessor's Tax Parcel ID#: 3867-000-050-2300 Legal Description: PTN TRACT 50 "BURLINGTON ACREAGE" AKA LOT 1, SHORT PLAT BURL-1	Additional on page
THAT SO BUILDING TON ACREAGE ARA EOT 1, SHORT FEAT BURLEY	-93
THIS FIXTURE FILING COVERS THE FOLLOWING DESCRIBED PROPERTY	
All Fixtures; whether any of the foregoing is owned now or acquired is substitutions relating to any of the foregoing; all records of any kind rela	ater; all accessions, additions, replacements, and thing to any of the foregoing.
SEE ATTACHED SCHEDULE "A" 4. M The debtor is the record owner.	
 This statement is signed by the Secured Party(ies)instead of the Debtor(s) to perfect a security interest in collateral: (Please check appropriate box) 	6. Complete fully if box (d) is checked: complete as applicable for (a), (b), and (c):
(a) already subject to security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or	
(b) which is proceeds of the original collateral described above in which a security interest was perfected, or	Office where recorded
(c) as to which the recording has lapsed, or	Former name of debtor(s)
(d) acquired after a change of name, identity, or corporate structure of the debtor(s)
OCTOBER 22, 19 99 .	
	State Bank
TYPE NAME (S) OF DEBTOB(S)(G) ASSOCIATES) MEMBERS TYPE NAME (S)	ME(S) OF SECURED PARTY(ES) (or assignee(s))
SIGNATURE(S) OF DEBTOR(S) (or assignor(s)) SIGNATURE	RE(S) OF SECURED PARTY(IES) (or assignee(s))
COPY 1 - COUNTY AUDITOR	OPM APPROVED FOR LICE IN THE STATE OF WASHINGTON

SCHEDULE "A" - WHERE THE HEART IS AT BURLINGTON LLC

All inventory, machinery, equipment, furniture and fixtures now owned or hereafter at any time acquired by the borrower or which borrower obtained rights whether for substitution, addition or replacement, together with all tools, attachments and accessories during the continuance of this Security Agreement, including but not limited to the following:

Alarm and security systems
Lighting, shelving, counters and cabinets
All signage
Sound systems
Fire sprinkler systems
Computer systems, printers, fax machine, software packages and all computer accessories.
Telephone systems
Televisions
Office furniture including desks, tables, chairs
Washers and Dryers
Refrigerators, stoves and dishwashers
Stainless steel kitchen counters, sinks
Small kitchenware and small kitchen appliances
Bedding

Also: All accounts of borrower now existing or hereafter at any time acquired, all contract rights and general intangibles now owned or hereafter arising, all proceeds of the foregoing, including assignment of rent/lease income on that certain commercial building located in a portion of Tract 50 "Burlington Acreage", Skagit County, Washington commonly known as 410 S. Norris St., Burlington, WA 98233.

All of the above to be located at or on property owned by the Debtor in Tract 50 "Burlington Acreage", Skagit County, Washington commonly known as 410 S. Norris St., Burlington, WA 98233.

Signed this 22nd day of October, 1999 At Burlington, Washington

WHERE THE HEART IS AT BURLINGTON, LLC.

Kendall Gentry

Manager

Nancy F. Genry

Manager

Kathy Hill, Skagit County Auditor

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