



200107200062
Skagit County Auditor
7/20/2001 Page 1 of 5 11:28:04AM

Return Address

Davis Wright Tremaine LLP
 2600 Century Square
 1501 Fourth Avenue
 Seattle, Washington 98101-1688
 Attention: Peter J. Mucklestone

Document Title(s) (or transactions contained therein):

1. Amendment to Deed of Trust
- 2.
- 3.

ISLAND TITLE CO. B16387

Reference Number(s) of Documents assigned or released:
 (on page ___ of document(s))
 200007250103

Grantor(s) (Last name first, then first name and initials):

1. HAGGEN, INC.
- 2.
- 3.
4. Additional names on page ___ of document.

Grantee(s) (Last name first, then first name and initials):

1. U.S. Bank National Association, as Agent for Lenders
- 2.
- 3.
4. Additional names on page ___ of document.

Legal description (abbreviated: i.e. lot, block, plat or section, township, range)

Lot 1, CITY OF MOUNT VERNON SHORT PLAT NO. MV-5-98; being ptn. NW,
 Sec. 21, T34N, R4EWM

Full legal is on page 5 of document.

Assessor's Property Tax Parcel/Account Number

340421-2-001-0006

AMENDMENT TO DEED OF TRUST

This Amendment to Deed of Trust ("Amendment"), dated as of the 6th day of July, 2001, is made with respect to that certain Leasehold Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated May 26, 2000 and recorded July 25, 2000 under Skagit County Recording No. 200007250103 (including all previous amendments, "Deed of Trust"), by and between HAGGEN, INC., a Washington corporation, grantor in the Deed of Trust, U.S. BANK NATIONAL ASSOCIATION, in its capacity as Agent for Lenders from time to time party to the Credit Agreement.

AGREEMENT

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:

1. The Credit Agreement referred to in the Deed of Trust has been further amended by that certain Second Amended and Restated Credit Agreement of even date herewith.
2. Except as set forth herein, all of the terms and conditions of the Deed of Trust, as amended, shall remain in full force and effect and are hereby ratified and affirmed.

EXECUTED as of the day and year first above written.

HAGGEN, INC.

By *Dale C. Henley*
 Name: Dale C. Henley
 Date: President and CEO *7/9/01*

U.S. BANK NATIONAL ASSOCIATION, as Agent

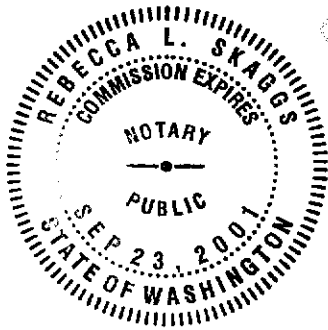
By *Kenneth Bodmer*
 Name: Kenneth Bodmer, Vice President
 Date: July 9, 2001



STATE OF WASHINGTON)
) ss.
COUNTY OF WHATCOM)

On this 16th day of July, 2001, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Dale C. Henry, to me known to be the person who signed as President & CEO of HAGGEN, 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.



Rebecca L Skaggs
(Signature of Notary)

Rebecca L Skaggs
(Print or stamp name of Notary)

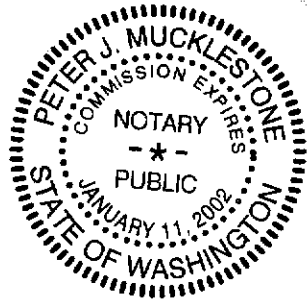
NOTARY PUBLIC in and for the State of Washington, residing at Dellingham.
My appointment expires: 9/23/01.



STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 9th day of July, 2001, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Kenneth Bodmer, to me known to be the person who signed as Vice President of U.S. BANK NATIONAL ASSOCIATION, the corporation that executed the within and foregoing instrument in its capacity as Agent for Lenders, 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.



Peter J. Muckleston
(Signature of Notary)

Peter J. Muckleston
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State
of Washington, residing at Seattle
My appointment expires: 1-11-02



EXHIBIT "A"

Lot 1 of CITY OF MOUNT VERNON SHORT PLAT NO. MV-5-98, approved August 30, 1999, and recorded August 31, 1999, under Auditor's File No. 199908310020, records of Skagit County, Washington; being a portion of the Northwest Quarter of Section 21, Township 34 North, Range 4 East of the Willamette Meridian.

Situated in Skagit County, Washington.

- END OF EXHIBIT "A" -



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, Skagit County Auditor