



200512220092

Skagit County Auditor

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**Return Address:**

Jennifer Stevenson, Esq.  
PERKINS COIE LLP  
1201 Third Avenue, Suite 4800  
Seattle, Washington 98101-3099  
(206) 359-3984

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

Memorandum of License

**Reference Number(s) of Document assigned or released:** N/A

**Grantor(s) (Last name first, then first name and initial(s)):**

Brim Skagit Properties, LLC, a Washington limited liability company

**Grantee(s) (Last name first, then first name and initial(s)):**

Tractor Supply Company, a Delaware corporation

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

Lots 2 and 3 of BSP No. PL03-001

**Assessor's Property Tax Parcel/Account Number(s):**

P120399 & P120398; 340429-3-0300

Recording requested by,  
and when recorded return to:  
License Administration Department  
Tractor Supply Company  
200 Powell Place  
Brentwood, TN 37027

## MEMORANDUM OF LICENSE

### WITNESSETH:

THIS MEMORANDUM OF LICENSE, made as of the 28<sup>TH</sup> day of SEPTEMBER, 2005, by and between Brim Skagit Properties, LLC, a Washington limited liability company, whose address is 223 E. WISER LK, LYNDEN, WA 98264 as Licenser (the "Licenser"), and Tractor Supply Company, a Delaware corporation doing business in the State of Washington as Del's Farm Supply, 200 Powell Place, Brentwood, Tennessee 37027, as Licensee (the "Licensee") pursuant to an Assignment of License dated SEPTEMBER 28, 2005 executed by Licenser, Dels' Farm Supply Inc., a Washington Corporation, as Assignor and Licensee as Assignee.

For and in consideration of a rental of One Dollar (\$1.00) and other good and valuable considerations, the receipt and legal sufficiency of which are hereby acknowledged, the Licenser has granted unto Licensee, upon and subject to each of the covenants and undertakings hereinafter set forth as well as each and every covenant, agreement, and undertaking set forth in a certain License executed by Licenser and Licensee and bearing the date of January 14, 2003 (the "License"), those premises comprising approximately 13,000 square feet located at 2500 Cedardale Road, Mt. Vernon, Washington, (the "Licensed Premises"), and more particularly described as follows:

*See Exhibit "A" attached hereto and made a part hereof*

together with each every appurtenance thereunto appertaining.

The term of this License shall expire February 28, 2006 unless sooner terminated as provided or permitted in the License. Licensee shall be entitled to extend the term (the "Extended Term") of the License for two (2) successive periods of five (5) years each, upon the same terms and conditions as set forth in the License, except as to term and fees. Licensee may extend this License by giving Licenser written notice not later than ninety (90) days prior to the expiration.

This Memorandum of License shall bind and inure to the benefit of the parties hereto, their heirs, successors, executors, administrators, and assigns.

[Signatures appear on following pages.]



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IN WITNESS WHEREOF, this Memorandum of License has been duly executed as of the day and year first above written.

SIGNED AND ACKNOWLEDGED  
IN DUPLICATE IN PRESENCE OF:

WITNESS FOR LICENSOR:

LICENSOR:

BRIM SKAGIT PROPERTIES, LLC,  
a Washington limited liability company

Sharon Deary

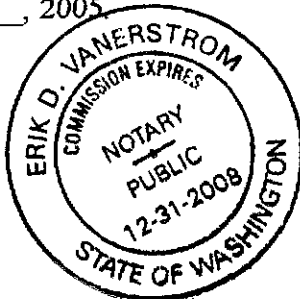
BY: [Signature]

ITS: MEMBER

STATE OF Washington  
COUNTY OF Whatcom

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Daniel Brim, proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged herself/himself to be the member of Brim Skagit Properties LLC, a Washington limited liability company, and that (s)he executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by herself/himself as member of Brim Skagit Properties LLC

In Witness Whereof, I hereunto set my hand and official seal this 29 day of September, 2005.



[Signature] Erik Vanerstrom  
NOTARY PUBLIC

My Commission Expires: 12-31-2008

My Commission Expires: \_\_\_\_\_



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WITNESS FOR LICENSEE:

Amanda Allen Shelton  
Amanda Allen Shelton

LICENSEE:

TRACTOR SUPPLY COMPANY,  
a Delaware corporation doing business in  
Washington as Del's Farm Supply

BY: Clay Teter  
Clay Teter

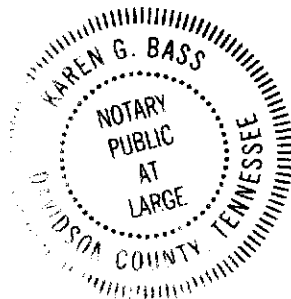
ITS: Vice President, Real Estate

STATE OF TENNESSEE )

COUNTY OF WILLIAMSON )

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Clay Teter, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Vice President, Real Estate of Tractor Supply Company, a Delaware corporation doing business in the State of Washington as Del's Farm Supply, and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as the Vice President.

In Witness Whereof, I hereunto set my hand and official seal this 28th day of October, 2005.



Karen G. Bass  
Karen G. Bass, NOTARY PUBLIC  
My Commission Expires: May 30, 2007



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**Exhibit A**

**Legal Description of Premises**

6000 square feet of indoor heated storage in the southern most part of the building at 2500 Cedardale Road, Mt. Vernon, WA.

3000 square feet of outside storage due west of the indoor tenant area, up to the landscape curb.

4000 square feet of outside storage along the eastern boundary of the property at 2500 Cedardale Road, Mt. Vernon, WA.

2500 Cedardale Road, Mt. Vernon, WA:

Lots 2 and 3 of the Binding Site Plan No. PL03-0071, recorded May 7, 2003 under Auditor's File No. 200305070015, records of Skagit County, Washington, and being a portion of the Southeast quarter of the Southwest quarter of Section 29, Township 34 North, Range 4 East of W.M.

Situate in Skagit County, Washington.



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