



200603280176
Skagit County Auditor

3/28/2006 Page 1 of 3 3:38PM

Filed for Record at Request of:

MARTIN LIND
127 E. Fairhaven
Burlington, WA 98233

28-35-3 page 3
P34890

LAND TITLE OF SKAGIT COUNTY

RIGHT OF FIRST REFUSAL

THIS AGREEMENT, made and entered into on the 7th day of March, 2006, by and between BAYVIEW LAND, LLC, hereinafter referred to as "Grantor," and JOHN PETH & SONS, INC., hereinafter referred to as "Grantee," as follows:

IN CONSIDERATION of Grantee's purchase, from Grantor, of the real property described in Exhibit "A" hereof, Grantor hereby gives, grants and conveys to Grantee a first right of refusal to purchase said property, on the same terms and conditions of any third party offer which Grantor is willing to accept. Upon receipt of such an offer to purchase from a third party, Grantor shall submit the same to Grantee who shall have ten (10) days in which to decide to purchase the subject property on the same terms and conditions as are included in the third party offer. Grantee shall have a first right of refusal as to each and every bonafide offer which Grantor chooses to accept.

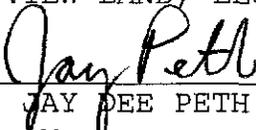
This right of first refusal shall not apply to nor have any force and effect with respect to sales of segregated parcels of the afore-referenced property consisting of less than thirty-five (35) acres.

This right of first refusal shall not apply to any conveyances by Grantor to Jay Dee Peth or to any entities owned wholly or in part by Jay Dee Peth but shall be binding on subsequent conveyances to other successor(s) in interest.

DATED this 7th day of March, 2006.

GRANTOR:

BAYVIEW LAND, LLC



By: JAY DEE PETH
Its: Manager

GRANTEE:

JOHN PETH & SONS, INC.

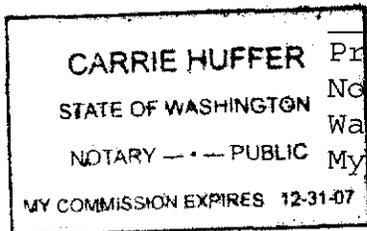


By: Dan Peth
Its: Secretary

STATE OF WASHINGTON)
) ss.
County of Skagit)

On this day personally appeared before me JAY DEE PETH, to me known to be the Manager of BAYVIEW LAND, LLC described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 7th day of March, 2006.

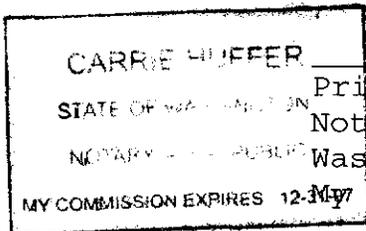


Carrie Huffer
Printed Name: Carrie Huffer
Notary Public in and for the State of
Washington, residing at Burlington
My commission expires: 12/31/2007

STATE OF WASHINGTON)
) ss.
County of Skagit)

On this day personally appeared before me Dan Peth, to me known to be the Secretary of JOHN PETH & SONS, INC. described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 7th day of March, 2006.



Carrie Huffer
Printed Name: Carrie Huffer
Notary Public in and for the State of
Washington, residing at Burlington
My commission expires: 12/31/2007



EXHIBIT "A"

Parcel B

Tax Parcel Nos. 350328-2-004-0006, P34890;
350328-2-003-0007, P34889; 350328-2-002-0008, P34888;
350328-2-001-0009, P34887

The West ½ of the Northwest ¼, less road, of Section 28, Township 35 North, Range 3 East, W.M.; and the East ½ of the Northwest ¼ of Section 28, Township 35 North, Range 3 East, W.M., EXCEPT the North 100 feet of the West 100 feet, and EXCEPT the following described tract: Commencing at the Southeast corner of the Southwest ¼ of said Section 28; thence North 0°58'05" West along the North-South centerline of said Section 28, 4479.04 feet to the true point of beginning; thence South 89°01'55" West, 120 feet; thence North 0°58'05" West, 363 feet; thence North 89°01'55" East, 120 feet to the said North-South centerline of said Section 28; thence South 0°58'05" East along said North-South centerline of said Section 28, 363 feet to the true point of beginning. Situated in the County of Skagit, State of Washington.

Parcel C

Tax Parcel Nos. 350321-4-003-0100, P107496;
350321-4-002-0100, P107495; 350321-4-003-0000, P34637;
350321-4-002-0001, P34636

The West ½ of the Southeast ¼ of Section 21, Township 35 North, Range 3 East, W.M., situated in the County of Skagit, State of Washington.



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