



200603310299

Skagit County Auditor

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200603300148

Skagit County Auditor

3/30/2006 Page 1 of 10 3:47PM

AFTER RECORDING MAIL TO:

Ontario Capital LLC
1850 Sepulveda Blvd., #200
Los Angeles, CA 90025

Filed for Record at Request of:

LandAmerica

Re-record to correct notary

LAND TITLE OF SKAGIT COUNTY

120206-P

STATUTORY WARRANTY DEED

Assessor's Property Tax Parcel/Account Number: 8006-000-003-0002

Legal Description (Abbreviated) : Lot 3, City of Mount Vernon Binding Site Plan No. MV-1-93

THE GRANTOR Benaroya Capital Company, L.L.C. A Washington Limited Liability Company, as to an undivided 91.80% interest; and Michael K. McKernan and Barbara F. McKernan, Husband and Wife, as to an undivided 4.73% interest; and Michael J. Horwitz and Brandy N. Horwitz, As Co-Trustees of THE HORWITZ FAMILY REVOCABLE TRUST AGREEMENT U/A/D JUNE 6, 2000, as to an undivided 1.74% interest; and B. SCOTT Fuller and Danielle L. Fuller, Husband and Wife, as to an undivided 0.97% interest; and Business Property Trust, LLC dba BPT Oregon, LLC, an Oregon Limited Liability Company as to an undivided 0.76% interest, as Tenants in Common, for and in consideration of Three Hundred Twenty Thousand Dollars, a portion which has been paid to an accommodator pursuant to an IRC 1031 exchange in hand paid, conveys, and warrants to Ontario Capital LLC, A Washington Limited Liability Company, the following described real estate, situated in the County of Skagit, state of Washington:

LOT 3, CITY OF MOUNT VERNON BINDING SITE PLAN NO. MV-1-93 ENTITLED SKAGIT VALLEY SQUARE, APPROVED SEPTEMBER 29, 1993 RECORDED SEPTEMBER 30, 1993 IN BOOK 10 OF SHORT PLATS, PAGES 240 -246, INCLUSIVE, UNDER AUDITOR'S FILE NO. 9309300143, AND BEING A PORTION OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 18, TOWNSHIP 34 NORTH, RANGE 4 EAST, W.M.

SITUATE IN THE CITY OF MOUNT VERNON, COUNTY OF SKAGIT, STATE OF WASHINGTON SUBJECT TO THOSE EASEMENTS, COVENANTS, CONDITIONS, RESTRICTIONS AND AGREEMENTS AS ATTACHED HERETO AS EXHIBIT "A" AND INCORPORATED HEREIN BY THIS REFERENCE

Dated: March 28, 2006

Benaroya Capital Company, L.L.C.

BY: Larry R. Benaroya
ITS: Manager

Michael K. McKernan

Barbara F. McKernan

The Horwitz Family Revocable Trust Agreement U/A/D June 6, 2000

Michael J. Horwitz, Co-Trustee

Brandy N. Horwitz, Co-Trustee

#1467
SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

MAR 30 2006

Amount Paid \$ 5701.00
By Skagit Co. Treasurer

1525
SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

MAR 31 2006

Amount Paid \$ 0
By Skagit Co. Treasurer Deputy

AFTER RECORDING MAIL TO:

Ontario Capital LLC
1850 Sepulveda Blvd., #200
Los Angeles, CA 90025

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Michael J. Horwitz, Co-Trustee



Brandy N. Horwitz, Co-Trustee



Skagit County Auditor

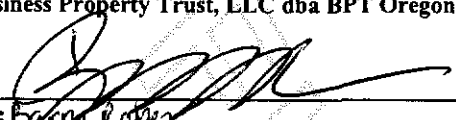
3/31/2006 Page

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B. Scott Fuller, Exchangor


Danielle L. Fuller, Exchangor

Business Property Trust, LLC dba BPT Oregon, LLC


BY: Bryan Robert
ITS: Managing Member

NOTARY ACKNOWLEDGEMENTS FOLLOW .



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Skagit County Auditor

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11

3:38PM

7PM

State of Washington

SS:

County of King

On this 29th day of March, 2006, before me personally appeared LARRY R. BENAROYA to me known to be the individual described in and who executed the foregoing instrument as **MANAGER of BENAROYA CAPITAL COMPANY, L.L.C.** and acknowledged that HE signed the same as HIS free and voluntary act and deed for said **LIMITED LIABILITY COMPANY** for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.

Gail L. Kronberg

Print Notary Name: Gail L. Kronberg
Notary Public in and for the State of Washington
Residing at: Seattle
My Appointment expires: 5-29-08



State of Washington)

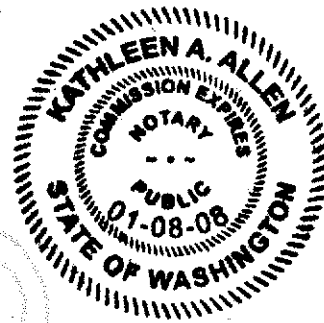
SS:

County of King)

On this 28th day of March, 2006, before me personally appeared MICHAEL K. McKERNAN and BARBARA F. McKERNAN, to me known to be the individuals described in and who executed the foregoing instrument and acknowledged that THEY signed the same as THEIR free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.

Kathleen A. Allen
Print Notary Name: Kathleen A. Allen
Notary Public in and for the State of WA
Residing at Kirkland
My Appointment expires: 1/8/08



State of Oregon

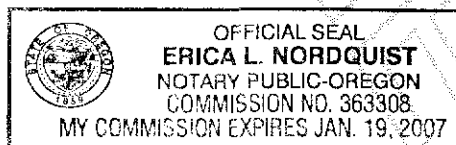
SS:

County of Clackamas

On this 27th day of March, 2006, before me personally appeared MICHAEL J. HORWITZ and BRANDY N. HORWITZ, to me known to be the individuals described in and who executed the foregoing instrument as **CO-TRUSTEES of THE HORWITZ FAMILY REVOCABLE TRUST AGREEMENT U/A/D June 6, 2000** and acknowledged that THEY signed the same as THEIR free and voluntary act and deed for said **REVOCABLE TRUST** for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.

Erica L. Nordquist
Print Notary Name: Erica L. Nordquist
Notary Public in and for the State of Oregon
Residing at Tigard OR
My Appointment expires: 1/19/07



200603310299
Skagit County Auditor

State of

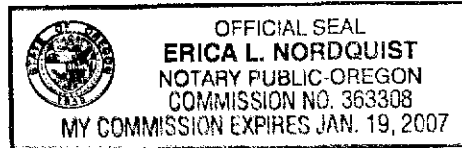
State of Oregon
County of Clackamas

SS:

On this 27th day of March, 06, before me personally appeared B. SCOTT FULLER and DANIELLE L. FULLER to me known to be the individuals described in and who executed the foregoing instrument and acknowledged that THEY signed the same as THEIR free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.

Erica L. Nordquist
Print Notary Name: Erica L. Nordquist
Notary Public in and for the State of Oregon
Residing at Tigard, OR
My Appointment expires: 1/19/07



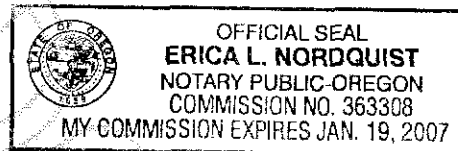
State of Oregon
County of Clackamas

SS:

On this 27th day of March, 2006 before me personally appeared Benny Kaper, to me known to be the individual described in and who executed the foregoing instrument as Managing Member of **BUSINESS PROPERTY TRUST, LLC dba BPT OREGON, LLC** and acknowledged that HE signed the same as HIS free and voluntary act and deed for said LIMITED LIABILITY COMPANY for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.

Erica L. Nordquist
Print Notary Name: Erica L. Nordquist
Notary Public in and for the State of Oregon
Residing at Tigard, OR
My Appointment expires: 1/19/07



200603310299
Skagit County Auditor

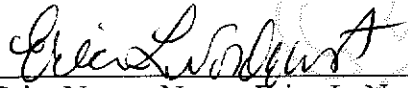
State of Oregon

SS:

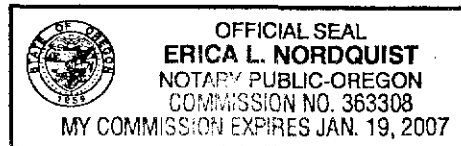
County of Clackamas

On this 27th day of March, 2006 before me personally appeared BARRY RABER, to me known to be the individual described in and who executed the foregoing instrument as MANAGING MEMBER of BUSINESS PROPERTY TRUST, LLC dba BPT OREGON, LLC and acknowledged that HE signed the same as HIS free and voluntary act and deed for said LIMITED LIABILITY COMPANY for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last written.



Print Notary Name: Erica L. Nordquist
Notary Public in and for the State of Oregon
Residing at: Tigard, OR
My Appointment expires 1/19/07



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Skagit County Auditor
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EXHIBIT "A"

Benaroya Capital Company, L.L.C. etal to Ontario Capital, LLC

2006 and Future Taxes under Tax Parcel #8006-000-003-0002;

Municipal Assessments and Impact Fees levied by the City of Mount Vernon;

MEMORANDUM OF LEASE, INCLUDING TERMS & CONDITIONS THEREOF:

Lessor: McNeil Fund IX, a California Limited Partnership landlord
Lessee: Pay 'N Save Corporation, a Washington Corporation, tenant
Dated: August 25, 1972
Recorded: December 2, 1985
Auditor's No.: 8512020036
Affects: Pay 'N Save store located within building on Parcel "A"

The Lessor's interest is now held of record by vestee herein.

The Lessee's interest is now held of record by ADC Distribution Corporation by instrument recorded July 27, 1992, under Auditor's File No. 9207270102.

MEMORANDUM OF LEASE, INCLUDING TERMS & CONDITIONS THEREOF:

Lessor: McNeil Fund IX, a California Limited Partnership, landlord
Lessee: Pay 'N Save Corporation, a Washington corporation, tenant
Dated: August 25, 1972
Recorded: December 2, 1985
Auditor's No.: 8512020037
Affects: Ernest Home Center Store located within building on Parcel "A"

The Lessor's interest is now held of record by vestee herein.

SHORT FORM LEASE AND THE TERMS AND CONDITIONS THEREOF:

Lessor: Skagit Mall 90 Associates
Lessee: Denny's Inc.
For a Term of: The term of this Lease shall commence on the earlier of: (1) the date said restaurant is open for business. (2) the date any Architect engages by Lessee executed this certificate of completion of said improvements and their readiness for occupancy, or (3) forty-five (45) days following the final inspection and approval of improvements by and applicable governmental agency, whichever first occurs, and shall end on the Twentieth (20th) anniversary of said date.
Recorded: July 22, 1991
Auditor's No.: 9107220007
Affects: An undisclosed portion of the subject property

MEMORANDUM OF LEASE, INCLUDING TERMS & CONDITIONS THEREOF:

Lessor: Skagit Mall 90 Associates, a Washington general partnership
Lessee: Albertson's, Inc. a Delaware corporation
For A Term Of: 20 consecutive years
Dated: July 10, 1992
Recorded: October 2, 1992
Auditor's No.: 9210020069

Said Lease was amended by instrument entitled, "Amendment To Shopping Center Lease" recorded February 16, 1994, under Auditor's File No. 9402160108.



Lessor: Skagit Mall 90 Associates
 Lessee: Pay Less Drug Stores Northwest, Inc., a Maryland Corporation
 For A Term Of: 20 years
 Dated: February 16, 1993
 Recorded: February 22, 1993
 Auditor's No.: 9302220103

Lessor: Skagit Mall 90 Associates, a Washington general partnership
 Lessee: comprised of W & C Corporation and S & H Skagit Incorporated
 Ernest Home Center, Inc., a Washington corporation
 Dated: March 30, 1993
 Recorded: April 21, 1993
 Auditor's No.: 9304210048

Debtor: G.I. Joes, Inc.
Secured Party: Prime Alliance Bank
Filed: June 30, 2005
Auditor's No.: 200506300137
Collateral: Personal property and fixtures located on the property herein described

Dated: March 17, 1972
Recorded: March 17, 1972
Auditor's No.: 765540
Purpose: Undisclosed
Affects: North 200 feet of that portion of Tract "A", Short Plat No. MV-11-79

Agreement regarding easements and restrictions between ABC-Pacific Corporation and Pay 'N Save Corporation dated July 24, 1972 and recorded December 7, 1972 under Auditor's File No. 777911.

RIGHT OF WAY CONTRACT:

Grantor: ABC-Pacific Corporation, a Washington corporation
Grantee: Cascade Natural Gas Corporation
Dated: March 9, 1973
Recorded: April 3, 1973
Auditor's No.: 782911
(Affects portion of Tract "A", Short Plat MV-11-79 & easement portion)

EASEMENT, INCLUDING TERMS AND CONDITIONS THEREOF:

Grantee: Puget Sound Power & Light Company
Purpose: Underground electric system
Area Affected: Portion of Tract "A", Short Plat MV-11-79
Dated: August 23, 1973
Recorded: September 27, 1973
Auditor's No.: 791457

Agreement concerning common area dated June 25, 1973, recorded July 5, 1973 under Auditor's File No. 787571, between Island Savings and Loan Association of Oak Harbor and ABC-Pacific Corporation, a Washington Corporation. (Affects Tract "C" Short Plat MV-11-79)

Agreement concerning common area dated September 1, 1973, recorded October 3, 1973 under Auditor's File No. 791653, between Island Savings and Loan Association of Oak Harbor and ABC-Pacific Corporation, a Washington corporation. (Affects Tract C, Short Plat MV-11-79).

AN EASEMENT AFFECTING THE PORTION OF SAID PREMISES AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.

For: The purpose of installing, constructing, operating, maintaining, removing, repairing, replacing and using a storm drain line together with the right of ingress to and egress from said described property for the foregoing purposes
In Favor Of: Union Oil Company of California
Recorded: June 21, 1976
Auditor's No.: 837329
Affects: 10 foot by 40 foot strip in portion of Tract A, Short Plat MV-11-79

NON-EXCLUSIVE EASEMENTS AFFECTING THE PORTION OF SAID PREMISES AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.

For: Ingress and egress and parking spaces
In Favor Of: Island Savings & Loan Association and Skagit State Bank
Recorded: June 13, 1973, July 5, 1973 and September 24, 1973
Auditor's No.: 786423, 787570 and 791256
Affects: Portions of Tract C, Short Plat No. MV-11-79.

Notes contained on the face of said Short Plat No. MV-11-79, as follows:

- 1.) Short Plat Number and date of approval shall be included in all Deeds and Contracts.
- 2.) Sewage Disposal by Mount Vernon City Sewer.
- 3.) Water by Skagit County Public Utility District No. 1.
- 4.) An easement is hereby reserved for and granted to the Puget Sound Power and Light company, the Continental Telephone Company of the Northwest, the Cascade Natural Gas Corporation, the Public Utility District No. 1 of Skagit County, and Nationwide Cablevision, Inc., and their respective successors and assigns, under and upon the exterior seven (7) feet of the front boundary lines of Parcels "A", "B-1", "B-2", and "C" abutting bath College Way and Riverside Drive and as shown hereon, in which to install, lay, construct, renew, operate, maintain and remove utility systems, lines, fixtures and appurtenances attached thereto, for the purpose of providing utility services to the Short Plat and other property, together with the right to enter upon the tracts at all times for the purposes stated, with the understanding that only grantee shall be responsible for all necessary damage it causes to only real property owner in the Short Plat by the exercise of rights and privileges herein granted.



5.) The Charge in Lieu of Assessments for each lot in this subdivision shall be \$ -0-. (This charge includes a credit of \$ -0- for installed sewer lines.) A Standard Participation Contract must be executed and the said amount paid prior to the issuance of a sewer permit.

EASEMENT AND THE TERMS AND CONDITIONS THEREOF:

Grantee: Cascade Natural Gas Corporation, a Washington Corporation
Purpose: The right to construct, install, operate, maintain, protect, improve, repair, and abandon in place a natural gas pipeline or pipelines
Area Affected: Ten feet in width, North line of which is 5 feet North of centerline of existing 2" natural gas pipeline, and South line of which is 5 feet South of the centerline of existing 2" natural gas pipeline
Dated: June 28, 1993
Recorded: July 19, 1993
Auditor's No.: 9307190086

EASEMENT AND THE TERMS AND CONDITIONS THEREOF:

Grantee: Cascade Natural Gas Corporation, a Washington corporation
Purpose: The right to construct, install, operate, maintain, protect, improve, repair, and abandon in place a natural gas pipeline or pipelines
Area Affected: 10 feet in width, per mutual agreement of Grantor and Grantee herein over portion of Tract A, Short Plat No. MV-11-79.
Dated: June 25, 1995
Recorded: July 6, 1995
Auditor's No.: 9507060054

Note: Said instruments supercedes instrument under Auditor's File No. 9307190086

Easements, restrictions, provisions and matters delineated and/or disclosed by Skagit Valley Square Binding Site Plan No. MV-1-93 BSP recorded September 30, 1993, under Auditor's File No. 9309300143.

EASEMENT AND THE TERMS AND CONDITIONS THEREOF:

Purpose: Parking, walkways, utilities, and common area usage
Area Affected: Portions of said premises
Dated: July 31, 1972
Recorded: November 6, 1972
Auditor's No.: 776418

Note: Upon receipt of a properly executed Sellers' Affidavit, the above item will be removed.

EASEMENT AND THE TERMS AND CONDITIONS THEREOF:

Grantee: Public Utility District No. 1 of Skagit County, Washington, a Municipal Corporation, its successors or assigns
Purpose: The right to lay, maintain, operate, relay and remove at any time a pipe or pipes, line or lines for the transportation of water, and if necessary to erect, maintain, operate and remove said lines, with right of ingress and egress to and from.
Area Affected: A portion of said premises. See instrument for full particulars.
Dated: July 11, 1962
Recorded: July 30, 1962
Auditor's No.: 624442

ISSUES DISCLOSED BY UNRECORDED SURVEY PREPARED BY DAVID R. DOWNING ON OCTOBER 14, 2005, UNDER JOB #05-045.

Filed: Unrecorded Survey



Including, but not limited to:

- A filed visit revealed no evidence of cemeteries or burial grounds.
- The odd shape of the lots and multiple access points makes it difficult to determine the front, back and the sides of the lots. We asked the City of Mount Vernon what the City would determine to be the front, back and sides. The City refused to give us an opinion. The City is the entity that dictates the set back lines. We do not show the building setback lines because we would have to guess which lines the City would call the front, back and sides. The City did say the front setbacks are 25 feet and the side and back do not have a setback.

BOUNDARY ENCROACHMENTS:

- NOTE: The boundary of this parcel is surrounded on most sides by parking lots and planter strips. Parking lot accesses, planter strips and sidewalks cross the property lines at multiple locations. It is not possible to distinguish who owns these improvements, therefore, this survey does not label these improvements as encroachments. This survey shows the location of the improvements and the property lines, but this survey does not define if the improvements are encroachments.

- The fire hydrant on the most Easterly edge of Lot 1 is 8 feet on the property and appears to be an encroachment.
- The South line of Lot 7 has 2 concrete walls and a portion of an asphalt driving surface that cross as far as 3.3' feet onto this property.

EASEMENT ENCROACHMENTS:

- Note: Many of the easements on this project are for under ground utilities. The actual location of these utilities can not be verified by our survey crews. Also many of the easements have ambiguous description of the purpose of the easement. Therefore, the following is a list of the problems we have notes, but it is not a definitive list:

- 1.)The storm easement A.F. No. 837329 may have intended to encompass the catch basin 20 feet to the East of the surveyed easement location.
- 2.)The parking stalls on Lot 6 are located on the access easements A.F. Nos. 775661 & 776418.
- 3.)Building have been built on top of Utility Easement 765859, Sewer Easements 582576, 582577, 771147, and 776418, Gas Line Easement 782911, Natural Gas Easement 734188, Power Easement 791457, Water Easement 624442 and Easement 765540.

RESERVATIONS CONTAINED IN DEED:

Recorded: May 1, 1973
Auditor's No.: 784369
As Follows: See instrument for full particulars.

EASEMENT AND TERMS AND CONDITIONS THEREOF:

Disclosed By: Binding Site Plan No. MV-1-93
Purpose: Undisclosed
Area Affected: North 7 feet of Lot 3
Auditor's No.: 7910050029

5/5
End of Exceptions



200603310299

Skagit County Auditor