

AFTER RECORDING RETURN TO:

STARBUCKS CORPORATION
RE: STARBUCKS COFFEE COMPANY
STORE #9939 MAILSTOP S-RE3
P.O. BOX 34067
SEATTLE, WA 98124-1067



200606070073

Skagit County Auditor

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CHICAGO TITLE

ACCOMODATION RECORDING

Chicago Title Company has placed
this document for recording as a
customer courtesy and accepts no
liability for its accuracy or validity.

MEMORANDUM OF EXCLUSIVE USE
(Retail Development in Burlington, Washington)

GRANTORS: GULL BURLINGTON CROSSING LLC, a Washington limited liability company
MARKET PLACE DRIVE ASSOCIATES, L.L.C., a Washington limited liability company

GRANTEE: STARBUCKS CORPORATION, a Washington corporation

"PARCEL A" Lots B & C, SCSP # 65-78 at Recorder's #885815
ABBREVIATED LEGAL DESCRIPTION: Official legal description on Exhibit A
SKAGIT COUNTY

"PARCEL B" Ptn of SE ¼ NE ¼ Sec 7, Twensp 34 N, R 4 E, WM
ABBREVIATED LEGAL DESCRIPTION: Official legal description on Exhibit B
SKAGIT COUNTY

ASSESSORS' TAX PARCEL ID NOS. 23976; 23982

REFERENCE NO.: N/A

MEMORANDUM OF EXCLUSIVE USE
(Retail Development in Burlington, Washington)

THIS MEMORANDUM OF EXCLUSIVE USE ("Memorandum") is executed this 25th day of May, 2006, by and among Gull Burlington Crossing LLC, a Washington limited liability company ("Parcel A Owner"), Market Place Drive Associates, L.L.C., a Washington limited liability company ("Parcel B Owner") and Starbucks Corporation, a Washington corporation ("Tenant"), as a memorandum of that certain exclusive use (the "Exclusive") set forth in an unrecorded Commercial Lease ("Lease") of even date herewith between Parcel A Owner and Tenant, concerning Parcel A. Parcel B Owner has agreed to subject Parcel B to the Exclusive in accordance with the terms of this Memorandum. Parcel A Owner and Parcel B Owner are collectively referred to herein as the "Owners." Parcel A and Parcel B are collectively referred to herein as the "Property."

1. **EXCLUSIVE USE.** The Owners hereby agree that no other occupant of the Property may use the Property for any of the following uses during the period of time Tenant is entitled to such Exclusive pursuant to the terms of the Lease:

"The sale of (a) freshly ground and whole coffee beans, (b) espresso, espresso-based drinks and coffee-based drinks, (c) tea or tea-based drinks, (d) gourmet brand-identified brewed coffee, and (e) blended beverages containing coffee, espresso, and/or tea. Notwithstanding the foregoing, (x) Jamba Juice and Emerald City Smoothie shall have the right to sell fruit and/or juice drinks that do not contain coffee or espresso flavorings or base, (y) all tenants shall have the right to sell non-gourmet, non-brand-identified brewed coffee or tea on an incidental basis, not to exceed ten percent (10%) of any tenant's gross sales on an aggregate basis, and (z) all tenants shall have the right to see bottled tea such as Nestea or Snapple. Tenant's foregoing exclusive rights shall terminate and be of no further force or effect in the event that Tenant ceases selling all of its exclusive items for a continuous period of not less than ninety (90) days for reasons other than force majeure, casualty, condemnation or remodeling (provided that Tenant may only close for remodeling for a period in excess of ninety (90) days once every five (5) years during the Term)."

2. **MISCELLANEOUS.** This Memorandum is not a complete summary of the Lease. As between Parcel A Owner and Tenant, provisions in this Memorandum shall not be used in interpreting the Lease provisions.

3. **RELEASE.** In the event the Lease expires or otherwise terminates or Tenant's exclusive terminates in accordance with the terms of the Lease, Tenant shall execute, acknowledge and deliver to the Owners a release of this Memorandum, which the Owners may record in the real property records of Skagit County, Washington. Failure to so deliver a release within twenty (20) days of a request from an Owner shall give rise to a right of action for damages and attorneys fees for the Owners.

[SIGNATURES ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first written above.

PARCEL A OWNER:

GULL BURLINGTON CROSSING LLC, a Washington limited liability company

By: Gull Industries, Inc., a Washington corporation, its manager

By: [Signature]
Name: William T. Vivian

Its: VICE PRESIDENT

PARCEL B OWNER:

MARKET PLACE DRIVE ASSOCIATES, L.L.C., a Washington limited liability company

By: [Signature]
Name: Bruce Vanderwall
Its: Managing member

GRANTEE:

STARBUCKS CORPORATION, a Washington corporation

By: [Signature]

MICHAEL MALANGA
vice president,

Strategic Planning and New Store Development

Exhibits

Exhibit A Legal Description of Parcel A
Exhibit B Legal Description of Parcel B



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Skagit County Auditor

STATE OF WASHINGTON

COUNTY OF King

ss.

I certify that I know or have satisfactory evidence that William T. Vivian is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the Vice President of GULL INDUSTRIES, INC., the manager of GULL BURLINGTON CROSSING LLC, a Washington limited liability company, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

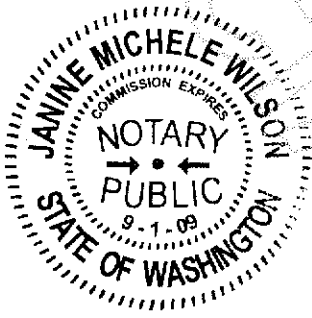
Dated this 25th day of May, 2006.

Janine Michele Wilson
(Signature of Notary)

Janine Michele Wilson
(Legibly Print or Stamp Name of Notary)

Notary public in and for the state of Washington,
residing at Kent

My appointment expires 9/1/09



STATE OF WASHINGTON

COUNTY OF King

ss.

I certify that I know or have satisfactory evidence that Bruce Vanderwall is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the Managing Member of MARKET PLACE DRIVE ASSOCIATES, L.L.C., a Washington limited liability company, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

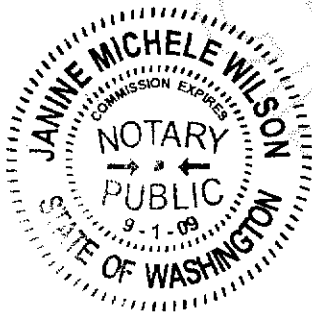
Dated this 30 day of May, 2006.

Janine Michele Wilson
(Signature of Notary)

Janine Michele Wilson
(Legibly Print or Stamp Name of Notary)

Notary public in and for the state of Washington,
residing at Kent

My appointment expires 9/1/09



200606070073
Skagit County Auditor

STATE OF WASHINGTON
COUNTY OF KING

SS.

I certify that I know or have satisfactory evidence that Michael Malawca is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the Vice President of STARBUCKS CORPORATION, a Washington corporation, to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.

Dated this June 1 day of June, 2006.

T.L. Temme

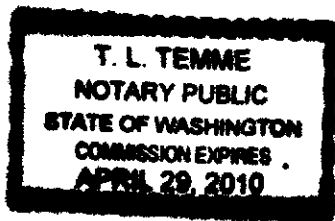
(Signature of Notary)

T.L. Temme

(Legibly Print or Stamp Name of Notary)

Notary public in and for the state of Washington,
residing at Seattle

My appointment expires 4-29-2010



Skagit County Auditor

EXHIBIT A

LEGAL DESCRIPTION OF PARCEL A

LOTS "B" AND "C" OF SKAGIT COUNTY SHORT PLAT NO. 65-78, APPROVED AUGUST 17, 1978 AND RECORDED AUGUST 18, 1978 IN VOLUME 2 OF SHORT PLATS. PAGE 251 UNDER AUDITOR'S FILE NO. 885815; BEING A PORTION OF THE SOUTHEAST QUARTER OF SECTION 7, TOWNSHIP 34 NORTH RANGE 4 EAST, W.M.

SITUATE IN THE COUNTY OF SKAGIT, STATE OF WASHINGTON

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Skagit County Auditor

EXHIBIT B

LEGAL DESCRIPTION OF PARCEL B

THAT PORTION OF THE SOUTHEAST QUARTER OF THE NORTHEAST QUARTER OF SECTION 7, TOWNSHIP 34 NORTH, RANGE 4 EAST, W.M., AS DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT 30 FEET WEST AND 812.13 FEET SOUTH OF THE NORTHEAST CORNER OF SAID SUBDIVISION, SAID POINT BEING ON THE WEST LINE OF STATE HIGHWAY 99;
THENCE NORTH 88°50'30" WEST PARALLEL WITH THE NORTH LINE OF SAID SUBDIVISION A DISTANCE OF 400.27 FEET;
THENCE SOUTH 1°28'37" EAST A DISTANCE OF 160.00 FEET
THENCE SOUTH 88°50'30" EAST A DISTANCE OF 400.75 FEET TO THE WEST LINE OF SAID STATE HIGHWAY;
THENCE NORTH 1°39'30" WEST ALONG SAID HIGHWAY LINE, 160 FEET TO THE POINT OF BEGINNING.

SITUATE IN THE COUNTY OF SKAGIT, STATE OF WASHINGTON

