



200608030113
Skagit County Auditor

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AFTER RECORDING MAIL TO:

Jones Waldo Holbrook & McDonough

170 South Main Street, Suite 1500

Salt Lake City, Utah 84101

Attn: Marianne G. Sorensen

Document Title(s):

1. Memorandum of Access Agreement

F.A.T.C.O.

NCS 216804

Reference Number(s) of Documents Assigned or Released:

Grantor(s):

1. MYOBY, LLC, a Delaware limited liability company
 2. ARS – Fresno LLC, a California limited liability company
- [X] Additional information on page 1 of document

FIRST ADDITION TITLE CO.

87433-4

Grantee(s):

1. Tesoro Refining and Marketing Company, a Delaware Corporation
 - 2.
- [X] Additional information on page 1 of document

Abbreviated Legal Description: Lots 1, 2, and 3, Block 9, "FIRST ADDITION TO THE CITY OF ANACORTES, SKAGIT CO., WASHINGTON"; and Ptn. Lots 1, 2, and 3, Block 2, 'PLAT OF HENSLE'S FIRST ADDITION TO THE CITY OF ANACORTES, SKAGIT CO., WASHINGTON"

Tax Parcel Number(s): P57222, P57313, P57223

[X] Complete legal description is on page 6 of document

MEMORANDUM OF ACCESS AGREEMENT

This MEMORANDUM OF ACCESS AGREEMENT (this "Memorandum") is made and is effective as of August 2, 2006 ("Effective Date") by and among Tesoro Refining and Marketing Company, a Delaware corporation, and its successors and assigns ("Tesoro") MYOBY, LLC, a Delaware limited liability company ("MYOBY"), and ARS-Fresno LLC, a California limited liability company ("ARS-Fresno") with respect to certain real property known as the Anacortes property, having an address of 2410 Commercial Street, Anacortes, Skagit County, Washington, as more particularly described on the attached Exhibit A (the "Property"). Tesoro, MYOBY and ARS-Fresno are hereinafter referred to as a "Party" in the singular and "Parties" in the plural.

W I T N E S S E T H:

A. Whereas Tesoro and MYOB LLC, a California limited liability company, entered into a Purchase Agreement ("Purchase Agreement") effective as of April 12, 2006 regarding certain real properties in the State of Washington, including but not limited to the Property.

B. Whereas the Purchase Agreement provides that prior to Closing (as the term "Closing" is defined in Section 8(a) of the Purchase Agreement) the Parties shall execute and deliver to each other an access agreement as further described herein.

C. Whereas MYOB LLC, a California limited liability company, has assigned its rights, duties and obligations under the Purchase Agreement to MYOBY.

D. Whereas MYOBY has entered into an arrangement with ARS-Fresno, an affiliate of MYOBY, whereby ARS-Fresno operates the gasoline service stations and accompanying facilities at the Property (collectively, "Facilities").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Pursuant to and in accordance with the terms of that certain Access Agreement dated Aug 2, 2006, by and between MYOBY, ARS-Fresno and Tesoro (the "Access Agreement"), MYOBY and ARS-Fresno have granted to Tesoro and Tesoro's parent, affiliated and subsidiary companies, and all their employees, consultants, contractors and agents and irrevocable nonexclusive license to access and enter upon the Property, as more particularly set forth therein.

2. MYOBY, ARS-Fresno and Tesoro have executed and delivered this Memorandum for the purpose of memorializing, of record, their mutual understandings regarding the Access Agreement. All of the terms, covenants and conditions regarding the foregoing are more particularly set forth in the Access Agreement. In the event of conflict between the terms and conditions set forth in this Memorandum and the terms and conditions set



forth in the Access Agreement, the terms and conditions of the Access Agreement shall govern and control.

5. The purpose of this Memorandum is to give record notice of the Access Agreement and of the rights created thereby, all of which are hereby confirmed and incorporated herein by reference.

6. This Memorandum may be executed in counterparts, each of which shall be deemed a duplicate original.

[Signatures appear on the following pages]



IN WITNESS WHEREOF, MYOBY, ARS-Fresno and Tesoro have caused this Memorandum to be executed by their respective duly authorized representatives as of the date first set forth above.

MYOBY:

MYOBY, LLC
a Delaware limited liability company

By: Ron Myhro
Ron Myhro, President and
Managing Member

By: Howard Bode
Howard Bode, Manager +
Member

STATE OF CALIFORNIA)

COUNTY OF _____)
: ss.

Please see attached

On this _____ day of _____ in the year 2006 before me, _____, a Notary Public of said State, duly commissioned and sworn, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence _____) to be the person who executed the within instrument as president (or secretary) or on behalf of the corporation therein and acknowledged to me that such corporation executed the same.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature of Tesoro Appears on Following Page]



CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT

State of California

County of San Diego

On July 31, 2006 before me, Christi Waymire, Notary Public
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Ron Myhro

Name(s) of Signer(s)

☐ personally known to me -OR- ☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Christi Waymire
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Access Agreement

Document Date: July 31, 2006 Number of Pages: 10 pgs.

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Ron Myhro

- ☐ Individual
☒ Corporate Officer
Titles(s): Manager
☐ Partner - ☐ Limited ☒ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other:

RIGHT THUMBPRINT
OF SIGNER
Top of Thumb here

Signer Is Representing: Myhro

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner - ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other:

RIGHT THUMBPRINT
OF SIGNER
Top of Thumb here

Signer Is Representing: _____



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State of **Washington**

)

)ss.

County of **Pierce**

)

On the **Second day of August, 2006**, , personally appeared before me Howard Bode, who being by me duly sworn, did say, that ~~he~~ she is the/a member/managing member of MYOBY, LLC, a Limited Liability Company and that the within and foregoing instrument was signed in behalf of Limited Liability Company by authority of its Operating Agreement and the said acknowledged to me that said Limited Liability Company executed the same.


NOTARY PUBLIC

State of Washington

Resides at Orting

Notary Expires August 1, 2010



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TESORO:

Tesoro Refining and Marketing Company,
a Delaware corporation



By: [Signature]
Name: Donald A Grosbeck
Title: Vice President



STATE OF WA)
Pierce) ss
COUNTY OF KING)

I certify that I know or have satisfactory evidence that DONALD A. GROSBECK, is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as VICE PRESIDENT of Tesoro Refining and Marketing Company, to be the free and voluntary act of such party for the uses and purposes mentioned in this instrument.

Dated: Aug 1, 2006

[Signature]
Notary Public in and for the State of ~~Texas~~ Texas
Residing at: ~~SEATTLE, WA~~ ORTIMS, WA
My appointment expires: ~~11/23/06~~ 8/1/00



Signature of ARS-Fresno Appears on Following Page]



ARS-Fresno:

ARS-Fresno LLC,
a California limited liability company

By: *Ronald Myitro*
Name: RONALD MYITRO
Its: MANAGER

STATE OF CALIFORNIA)
) SS.
COUNTY OF _____)

Please see attached.

On this _____ day of _____ in the year 2006 before me, _____, a
Notary Public of said State, duly commissioned and sworn, personally appeared
_____, personally known to me (or proved to me on the basis of
satisfactory evidence _____) to be the person who executed the within instrument as
president (or secretary) or on behalf of the corporation therein and acknowledged to me that such
corporation executed the same.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the day and
year in this certificate first above written.



CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT

State of California

County of San Diego

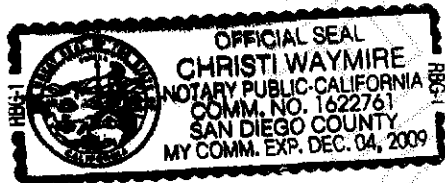
On July 31, 2006 before me,

personally appeared Ron myhro

Christi Waymire, Notary Public
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

Name(s) of Signer(s)

☐ personally known to me -OR- ☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal

Christi Waymire
Signature of Notary Public

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Capacity(ies) Claimed by Signer(s)

Signer's Name: Ron myhro

- ☐ Individual
- ☒ Corporate Officer
- ☒ Titles(s): Manager
- ☐ Partner - ☐ Limited ☐ General
- ☐ Attorney-in-Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other:

RIGHT THUMBPRINT
OF SIGNER
Top of Thumb here

Signer Is Representing: ARS, Fresno

Signer's Name: _____

- ☐ Individual
- ☐ Corporate Officer
- ☐ Title(s):
- ☐ Partner - ☐ Limited ☐ General
- ☐ Attorney-in-Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other:

RIGHT THUMBPRINT
OF SIGNER
Top of Thumb here

Signer Is Representing: _____



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Exhibit A
Legal Description of Anacortes Property

Parcel A:

Lots 1, 2 and 3, except the West 3 feet of said Lot 3, in Block 9, "First Addition to the City of Anacortes", as per plat recorded in Volume 1 of Plats, page 24, records of Skagit County.

Parcel B:

The North 30 feet of Lots 1, 2 and 3, Block 2, "Plat of Hensler's First Addition to the City of Anacortes, Washington", as per plat recorded in Volume 3 of Plats, page 46, records of Skagit County.



Exhibit A
Legal Description of Anacortes Property

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Parcel B:

The North 30 feet of Lots 1, 2 and 3, Block 2, "Plat of Hensler's First Addition to the City of Anacortes, Washington", as per plat recorded in Volume 3 of Plats, page 46, records of Skagit County.

