



200609130114

Skagit County Auditor

**AFTER RECORDING MAIL TO:**

Name McDonald's Corporation

Address One McDonald's Plaza

City/State Oak Brook, Illinois 60523

Attn: Denise Nash L/C 46-1025

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

- 1. Covenant Not to Compete
- 2.
- 3.
- 4.



**First American Title Insurance Company**

FIRST AMERICAN TITLE CO.  
85739-2

*(this space for title company use only)*

**Reference Number(s) of Documents assigned or released:**

Additional numbers on page \_\_\_\_\_ of document

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

- 1. Stratford Hall, Inc.
- 2.
- 3.
- 4.
- 5.  Additional names on page 2 of document

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

- 1. McDonald's USA, LLC.
- 2.
- 3.
- 4.
- 5.  Additional names on page 2 of document

**Abbreviated Legal Description as follows: (i.e. lot/block/plat or section/township/range/quarter/quarter)**

Lot 13, "City of Burlington Binding Site Plan No. Burl-01-04, Entitled Newman Development of Burlington, LLC, Retail/Commercial Center"

Complete legal description is on page 6+7 of document

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

8048-000-013-0000 (P121448)

**NOTE:** The auditor/recorder will rely on the information on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.

Burlington, Washington  
Burlington Crossings  
L/C: 046-1025

Prepared by: Connie Boyd  
After recording, return to: Denise Nash  
McDONALD'S CORPORATION  
One McDonald's Plaza  
Oak Brook, Illinois 60523

### COVENANT NOT TO COMPETE

Under Ground Lease dated April 18, 2006 ("Lease"), **STRATFORD HALL, INC., a New York corporation (successor-in-interest to NEWMAN DEVELOPMENT GROUP OF BURLINGTON, LLC, a Washington limited liability company, "Landlord")** whose address is Burlington Crossing c/o Grubb & Ellis Management Services, 445 South Figueroa Street, Suite 3300, Los Angeles, California 90071 leased to **McDONALD'S USA, LLC, a Delaware limited liability company ("Tenant")** whose address is One McDonald's Plaza, Oak Brook, Illinois 60523, a parcel of land described on Exhibit A attached ("Premises").

One of the terms of the Lease states that the Landlord will record certain restrictions against Landlord's remaining lands located adjacent or contiguous to the Premises or within the shopping center.

THEREFORE, Landlord covenants and agrees:

That no property (other than the Premises) now or hereafter owned, leased or controlled, directly or indirectly, by Landlord, or, if Landlord is a corporation, any subsidiary of Landlord, adjacent or contiguous to the Premises or within the shopping center as legally described on Exhibit B (whether or not such other property is subsequently voluntarily conveyed by Landlord) shall, during the term of the Lease and any extensions of it, be leased, used or occupied as any of the following restaurants operating under the listed trade names, or operating under any successor trade names:

Arby's	Hardee's	Sonic
Burger King	In and Out Burgers	Wendy's
Carl's Jr.	Jack-in-the-Box	White Castle
Whataburger	Kentucky Fried Chicken (KFC)	Burgermaster
Chick-Fil-A	Fat Burger	Burgerville USA

Notwithstanding anything contained herein to the contrary, the covenant set forth above shall not apply to the current tenants of Landlord in the shopping center listed on Exhibit C attached hereto for the period of time during which such tenants' respective leases with Landlord remain in effect.

This Covenant Not To Compete shall be subject to such termination rights in accordance with the provisions set forth in the Lease.



200609130114

Skagit County Auditor

Landlord agrees that the covenants set forth above shall run with the land and shall inure to the benefit of the Tenant and shall be binding upon the Landlord and the Landlord's heirs, executors, successors and assigns.

Landlord has executed this Covenant on this 29th day of August, 2006

LANDLORD: **STRATFORD HALL, INC.**, a  
New York corporation

By [Signature]  
Its VP

**AFFIDAVIT OF OWNERSHIP BY LANDLORD**

FRANK VEE being first duly sworn on oath deposes and states that he/she/they is/are the Landlord or Landlord's duly authorized officers and that the Landlord has title to all of the property described on Exhibit B attached.

IN WITNESS WHEREOF, the Affiant has set his/her/their hand(s) this 29th day of August, 2006.

AFFIANT(S)

[Signature]  
\_\_\_\_\_

Subscribed and sworn to before me this 29 day of August, 2006.



[Signature]  
Notary Public

My commission expires 4/30/2008

PLEASE ATTACH PROPER ACKNOWLEDGMENT FOR STATE WHERE DOCUMENT IS TO BE RECORDED AND EXHIBIT A (LEGAL DESCRIPTION OF PREMISES), EXHIBIT B (LEGAL DESCRIPTION OF LANDLORD'S OTHER PROPERTY), AND EXHIBIT C (LIST OF LANDLORD'S CURRENT TENANT'S)



200609130114  
Skagit County Auditor

**ACKNOWLEDGMENT**

State of California

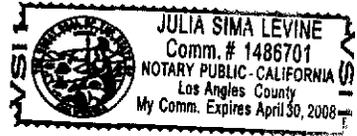
County of Los Angeles

On 9/29/2006 before me, ~~JD~~ Julia Levin  
(here insert name and title of the officer)

personally appeared Frank Lee

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.



Signature Julia Sima Levine

(Seal)



200609130114  
Skagit County Auditor

Exhibit "A"  
Legal description

The land referred to in this report/policy is situated in the State of Washington, County of Skagit, and is described as follows:

**PARCEL 1:**

That portion of Lot 13, "CITY OF BURLINGTON UPDATED BINDING SITE PLAN NO. BURL-01-04, ENTITLED NEWMAN DEVELOPMENT OF BURLINGTON, LLC, RETAIL/COMMERCIAL CENTER", approved June 12, 2006 and recorded June 27, 2006 under Skagit County Auditor's File No. 200606270207, and being a portion of Government Lot 8 and the Southeast ¼ of the Northeast ¼ of Section 7, Township 34 North, Range 4 East, W.M., described as follows:

Commencing at the Southeast corner of said Lot 13; thence North 00°51'19" West along the East line of said Lot 13 a distance of 81.20 feet to the true point of beginning; thence Westerly along a non-tangent curve to the right, having a radius of 65.00 feet, a central angle of 51°24'57", the center of which bears North 52°14'30" West, an arc distance of 58.33 feet to a point of tangency; thence South 89°10'27" West 83.24 feet to the beginning of a tangent curve to the right; thence along said tangent curve to the right, having a radius of 80.00 feet, a central angle of 27°54'57", the center of which bears North 00°49'33" West, an arc distance of 38.98 feet to a point of tangency; thence North 62°54'36" West 39.47 feet; thence North 65°04'12" West 43.86 feet to the beginning of a tangent curve to the right; thence along said tangent curve to the right, having a radius of 42.18 feet, a central angle of 19°51'14" the center of which bears North 24°55'48" East, an arc distance of 14.62 feet to the West line of said Lot 13; thence along the West and North lines of said Lot 13 the following courses and distances:

North 00°49'33" West 117.67 feet to the beginning of a tangent curve to the right; thence along said tangent curve to the right, having a radius of 38.00 feet, a central angle of 91°44'48", the center of which bears North 89°10'20" East, an arc distance of 60.85 feet to a point of tangency; thence South 89°04'45" East 31.33 feet; thence South 71°49'34" East 112.88 feet to the beginning of a tangent curve to the left; thence along said tangent curve to the left, having a radius of 247.00 feet, a central angle of 15°14'03", the center of which bears North 18°10'26" East, an arc distance of 65.67 feet to a point of tangency; thence South 87°03'37" East 5.77 feet; thence leaving said North line, South 00°49'33" East 19.75 feet; thence North 89°10'27" East 10.48 feet to the East line of said Lot 13; thence South 00°51'19" East along said East line 115.77 feet to the true point of beginning.

TOGETHER WITH a non-exclusive easement for ingress, egress and utilities established by Auditor's File No. 200402110099 extending Southerly from Marketplace Drive to Whitmarsh Road.

**PARCEL 2:**

Non-exclusive easements for ingress, egress, parking and utilities over, across, upon and below Lots 1 through 15, inclusive, "CITY OF BURLINGTON UPDATED BINDING SITE PLAN NO. BURL-01-04, ENTITLED NEWMAN DEVELOPMENT OF BURLINGTON, LLC, RETAIL/COMMERCIAL CENTER", approved June 12, 2006 and recorded June 27, 2006 under Skagit County Auditor's File No. 200606270207, and being a portion of Government Lot 8 and the Southeast ¼ of the Northeast ¼ of Section 7, Township 34 North, Range 4 East, W.M. said easements being established by restriction agreement and grant of easements recorded under Auditor's File No. 200404080093, and amended by documents recorded as Auditor's File Nos. 200603150120, 200603150121 and 200607060008. records of Skagit County, Washington;

\*\*continues on next page



200609130114  
Skagit County Auditor

EXCEPT that portion of Lot 13, "CITY OF BURLINGTON UPDATED BINDING SITE PLAN NO. BURL-01-04, ENTITLED NEWMAN DEVELOPMENT OF BURLINGTON, LLC, RETAIL/COMMERCIAL CENTER", approved June 12, 2006 and recorded June 27, 2006 under Skagit County Auditor's File No. 200606270207, and being a portion of Government Lot 8 and the Southeast ¼ of the Northeast ¼ of Section 7, Township 34 North, Range 4 East W.M., described as follows:

Commencing at the Southeast corner of said Lot 13; thence North 00°51'19" West along the East line of said Lot 13 a distance of 81.20 feet to the true point of beginning; thence Westerly along a non-tangent curve to the right, having a radius of 65.00 feet, a central angle of 51°24'57", the center of which bears North 52°14'30" West, an arc distance of 58.33 feet to a point of tangency; thence South 89°10'27" West 83.24 feet to the beginning of a tangent curve to the right; thence along said tangent curve to the right, having a radius of 80.00 feet, a central angle of 27°54'57", the center of which bears North 00°49'33" West, an arc distance of 38.98 feet to a point of tangency; thence North 62°54'36" West 39.47 feet; thence North 65°04'12" West 43.86 feet to the beginning of a tangent curve to the right; thence along said tangent curve to the right, having a radius of 42.18 feet, a central angle of 19°51'14" the center of which bears North 24°55'48" East, an arc distance of 14.62 feet to the West line of said Lot 13; thence along the West and North lines of said Lot 13 the following courses and distances:

North 00°49'33" West 117.67 feet to the beginning of a tangent curve to the right; thence along said tangent curve to the right, having a radius of 38.00 feet, a central angle of 91°44'48", the center of which bears North 89°10'20" East, an arc distance of 60.85 feet to a point of tangency; thence South 89°04'45" East 31.33 feet; thence South 71°49'34" East 112.88 feet to the beginning of a tangent curve to the left; thence along said tangent curve to the left, having a radius of 247.00 feet, a central angle of 15°14'03", the center of which bears North 18°10'26" East, an arc distance of 65.67 feet to a point of tangency; thence South 87°03'37" East 5.77 feet; thence leaving said North line, South 00°49'33" East 19.75 feet; thence North 89°10'27" East 10.48 feet to the East line of said Lot 13; thence South 00°51'19" East along said East line 115.77 feet to the true point of beginning.



200609130114  
Skagit County Auditor

BURLINGTON, WASHINGTON  
L/C: 046-1025

**Exhibit B**

Legal description of Landlord's property located  
adjacent or contiguous to the Premises or within the shopping center

Lots 2 – 9, inclusive, and Lots 13 and 14, inclusive, City of Burlington Binding Site Plan No. Burl-01-04, entitled Newman Development of Burlington, LLC, Retail/Commercial Center, approved March 8, 2004 and recorded March 15, 2004 under Skagit County Auditor's File No. 200403150156, and being a portion of Government Lot 8 and the Southeast ¼ of the Northeast ¼, Section 7, Township 34 North, Ranch 4 East, W.M.

TOGETHER WITH an easement for ingress, egress and utilities as described in that instrument recorded on February 11, 2004, under Auditor's File No. 200402110099, records of Skagit County, Washington.

ALSO TOGETHER WITH an easement for ingress, egress and utilities as described in that instrument recorded on March 15, 2004 under Auditor's File No. 200403150158 and re-recorded April 8, 2004, under Auditor's File No. 200404080093, records of Skagit County, Washington.

Situate in the County of Skagit, State of Washington.



200609130114

Skagit County Auditor

**Exhibit C**

List of Landlord's current tenants

PetsMart, Inc.

Ross Dress for Less, Inc.

GMRI, Inc. (Olive Garden)

Best Buy Co.

LNT West, Inc. (Linens-N-Things)

Old Navy, LLC

Ritz Camera Centers, Inc. d/b/a Boater's World Marine Center

Famous Footwear

Lane Bryant #6765, LLC

Nam M. (Stephanie) Vo d/b/a Nail Master

Gamestop, Inc.

See's Candies, Inc.

Sally Beauty, Inc.

Wireless Venture Partners, Inc. (T-Mobile)



200609130114

Skagit County Auditor