

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY



200701190081

Skagit County Auditor

1/19/2007 Page 1 of 6 11:30AM

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Christopher J. McCarty, Esq.
Holland & Knight LLP
10 St. James Avenue
Boston, MA 02116

P31572
P31587
CHICAGO TITLE COMPANY IC40770 ✓

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

GP Anacortes, LLC

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

7 Jackson Walkway

CITY

Providence

STATE

RI

POSTAL CODE

02903

COUNTRY

USA

1d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

Limited Liability
Company

1f. JURISDICTION OF ORGANIZATION

Rhode Island

1g. ORGANIZATIONAL I.D.#, if any

144706

☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL I.D.#, if any

☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

Wells Fargo Bank, National Association

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

101 Federal Street, 28th Floor

CITY

Boston

STATE

MA

POSTAL CODE

02110

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

All fixtures, machinery, equipment and other personal property, and all books and records, name and goodwill, licenses and permits, insurance proceeds and condemnation awards, and leases and rents, and all proceeds thereof, all as more particularly described in Exhibit "A" attached hereto. PTN GL 2, PTN SW SE AND SE SW 22-35-1

5. ALTERNATIVE DESIGNATION (if applicable):



LESSOR

CONSIGNEE/CONSIGN
OR

E/BAILOR

SELLE
R/BUYERAG.
LIENNON-UCC
FILING6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]

☐ All Debtors☐ Debtor 1☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Filed with: Rhode Island Secretary of State

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

EXHIBIT A TO FINANCING STATEMENT
Collateral Description

Exhibit A to Uniform Commercial Code ("UCC") National UCC Financing Statement (Form UCC1) ("Financing Statement"), naming GP Anacortes, LLC, as "Debtor", and Wells Fargo Bank, National Association, as "Secured Party", dated as of January 19, 2007.

1. **COLLATERAL DESCRIPTION.** The Financing Statement includes the following described **personal property in which Debtor now or at any time hereafter has any interest (collectively, the "Collateral")**:

All goods, building and other materials, supplies, inventory, work in process, equipment, machinery, fixtures, furniture, furnishings, signs and other personal property and embedded software included therein and supporting information, wherever situated, which are or are to be incorporated into, used in connection with, or appropriated for use on (i) the real property described on Schedule 1 attached hereto and incorporated by reference herein or (ii) any existing or future improvements on the real property (which real property and improvements are collectively referred to herein as the "Subject Property"); together with all rents and security deposits derived from the Subject Property; all inventory, accounts, cash receipts, deposit accounts, accounts receivable, contract rights, licenses, agreements, general intangibles, payment intangibles, software, chattel paper (whether electronic or tangible), instruments, documents, promissory notes, drafts, letters of credit, letter of credit rights, supporting obligations, insurance policies, insurance and condemnation awards and proceeds, proceeds of the sale of promissory notes, any other rights to the payment of money, trade names, trademarks and service marks arising from or related to the ownership, management, leasing, operation, sale or disposition of the Subject Property or any business now or hereafter conducted thereon by Debtor; all development rights and credits, and any and all permits, consents, approvals, licenses, authorizations and other rights granted by, given by or obtained from, any governmental entity with respect to the Subject Property; all water and water rights, wells and well rights, canals and canal rights, ditches and ditch rights, springs and spring rights, and reservoirs and reservoir rights appurtenant to or associated with the Subject Property, whether decreed or undeclared, tributary, non-tributary or not non-tributary, surface or underground or appropriated or unappropriated, and all shares of stock in water, ditch, lateral and canal companies, well permits and all other evidences of any of such rights; all deposits or other security now or hereafter made with or given to utility companies by Debtor with respect to the Subject Property; all advance payments of insurance premiums made by Debtor with respect to the Subject Property; all plans, drawings and specifications relating to the Subject Property; all loan funds held by Secured Party, whether or not disbursed; all funds deposited with Secured Party pursuant to any loan agreement; all reserves, deferred payments, deposits, accounts, refunds, cost savings and payments of any kind related to the Subject Property or any portion thereof; together with all replacements and proceeds of, and additions and accessions to, any of the foregoing; together with all books, records and files relating to any of the foregoing.

The filing of this Financing Statement shall not be construed to derogate from or impair the lien or provisions of the Deed of Trust with Absolute Assignment of Leases and Rents, Security Agreement and Fixture Filing ("Deed of Trust") of even date herewith, from Debtor to Secured Party encumbering the Subject Property with respect to any property described therein which is real property or which the parties have agreed to treat as real property. Similarly, nothing in this Financing Statement shall be construed to alter any of the rights of Secured Party as determined by the Deed of Trust or the priority of the Secured Party's lien created thereby, and this Financing Statement is declared to be for the protection of Secured Party in the event any court shall at any time hold that notice of Secured Party's priority of interest in any property or interests described in the Deed of Trust must, in order to be effective against a particular class of persons, including but not limited to the Federal Government and any subdivision or entity of the Federal Government, be filed in the Commercial Code records.



200701190081

Skagit County Auditor

SCHEDULE 1 TO EXHIBIT A TO FINANCING STATEMENT
Description of Property

Schedule 1 to Exhibit A to Uniform Commercial Code ("UCC") National UCC Financing Statement (Form UCC1) ("Financing Statement"), naming GP Anacortes, LLC, as "Debtor", and Wells Fargo Bank, National Association, as "Secured Party", dated as of January 19, 2007.

Property Description: The real property referred to in Paragraph 1 of Exhibit A to this Financing Statement is located in the County of Skagit, State of Washington and is described as follows:

PARCEL B:

All that portion of Government Lot 2 and the Southwest Quarter of the Southeast Quarter of Section 22, Township 35 North, Range 1 East of the Willamette Meridian lying Northwesterly of State Route 20, also known as Oakes Avenue, and West of Baring Addition to Anacortes, according to the plat thereof recorded in Volume 2 of Plats, page 20, records of Skagit County, Washington;

TOGETHER WITH a strip of land 30 feet wide in Section 22, Township 35 North, Range 1 East of the Willamette Meridian, lying between two lines parallel to and distant, respectively, 20 feet and 50 feet Southeasterly from the centerline of the railway of the Great Northern Railway Company, as the same was located and constructed across Government Lot 2, on March 6, 1940, and as set forth in instrument recorded June 7, 1940, under Auditor's File No. 326147, records of Skagit County, Washington;

EXCEPT that portion thereof lying Northerly of the Southerly line of Shoreline Tract No. 1 as delineated on the face of that certain survey recorded July 23, 1991, under Auditor's File No. 9107230002, in Volume 11 of surveys, pages 131 to 136, inclusive, records of Skagit County, Washington;

AND EXCEPT the portion thereof lying within the boundaries of BARING ADDITION TO ANACORTES, WASHINGTON, as per plat recorded in Volume 2 of Plats, page 20, records of Skagit County Washington;

AND ALSO EXCEPTING therefrom Southeasterly 5 feet thereof as conveyed to the City of Anacortes for road purposes, by deeds recorded September 3, 1992 under Auditor's File Nos. 9209030111 and 920930112, records of Skagit County, Washington.

EXCEPTING THEREFROM the above described parcel, that portion conveyed to the City of Anacortes for roadway purposes by instrument recorded December 14, 2004 under Auditor's File No. 200412140154, records of Skagit County, Washington; more particularly described as follows:

All those portions of the following described property lying within Government Lots 2 and 3, in the Southeast Quarter of the Southwest Quarter, and in Shoreline Tract No. 1 as described below, all in Section 22, Township 35 North, Range 1 East of the Willamette Meridian:

Commencing at the intersection of the East line of the Southeast Quarter of the Southwest Quarter of said Section 22, with the Northwest line of the 5.00 foot strip, called Tract No. 1 in Auditor's File No. 9209110010, records of Skagit County, Washington, conveyed for road right-of-way purposes (for State Route 20, also known as Oakes Ave.);

Thence from said point of commencement, along said Northwest line, North 58°13'56" East 540.38 feet to the true point of beginning of the road right-of-way being described herein;

Thence from said true point of beginning, North 31°09'30" West 210.32 feet;

Thence tangent to the preceding course along the arc of a curve to the left having a radius of 25.00 feet, and a central angle of 90°00'00", an arc length of 39.27 feet;

Thence tangent to the preceding curve South 58°50'30" West 573.44 feet;



200701190081

Skagit County Auditor

Thence tangent to the preceding course along the arc of a curve to the right having a radius of 240.00 feet, and a central angle of 121°09'30", an arc length of 507.51 feet;
 Thence tangent to the preceding curve North 00°00'00" East 112.82 feet;
 Thence tangent to the preceding course along the arc of a curve to the right having a radius of 300.00 feet, and a central angle of 32°15'25", an arc length of 168.90 feet;
 Thence tangent to the preceding curve North 32°15'25" East 129.12 feet;
 Thence tangent to the preceding course along the arc of a curve to the right having a radius of 55.00 feet, and a central angle of 122°46'56", an arc length of 227.71 feet to a point of reverse curvature;
 Thence tangent to the preceding curve along the arc of a curve to the left having a radius of 40.00 feet, and a central angle of 43°15'43", an arc length of 30.20 feet to a point of compound curvature;
 Thence tangent to the preceding curve along the arc of a curve to the left having a radius of 240.00 feet, and a central angle of 46°27'02", an arc length of 194.57 feet;
 Thence tangent to the preceding curve South 00°00'00" West 112.82 feet;
 Thence tangent to the preceding course along the arc of a curve to the left having a radius of 180.00 feet, and a central angle of 121°09'30", an arc length of 380.63 feet;
 Thence tangent to the preceding curve North 58°50'30" East 658.44 feet;

Thence South 31°09'30" East 294.68 feet to said Northwesterly line of State Route 20 (Oakes Ave.);

Thence along said Northwesterly line South 58°13'56" West 60.00 feet to the true point of beginning;

EXCEPTING therefrom that portion lying within Shoreline Tract No. 1, as described below:

Shoreline Tract No. 1

That portion of Government Lots 2 and 3 of Section 22, Township 35 North, Range 1 East of the Willamette Meridian as shown on Record of Survey recorded on Volume 3 of Surveys, page 47, under Auditor's File No. 8006190004, records of Skagit County, Washington, and that portion of Tracts Nos. 3 and 4 of Plat No. 6 of the Tide and Shore Lands Map of the Anacortes Harbor in said Section 22, lying 30.00 feet South and adjacent to the following described line:

Commencing at the Southwest corner of said Government Lot 3;
 Thence North 1°40'47" East, along the West line of Government Lot 3, a distance of 499.24 feet to the South line of said Tract No. 4;
 Thence North 1°40'47" East, a distance of 3.35 feet to the true point of beginning of this line description;
 Thence South 84°06'17" East, a distance of 253.64 feet;
 Thence South 88°45'30" East, a distance of 330.91 feet;
 Thence North 87°48'35" East, a distance of 192.73 feet;
 Thence North 85°35'18" East, a distance of 134.85 feet;
 Thence North 62°37'20" East, a distance of 261.45 feet;
 Thence North 63°50'09" East, a distance of 144.43 feet;
 Thence North 64°39'33" East, a distance of 53.22 feet to a point on the North projection of the East line of said Government Lot 3;
 Thence continuing North 64°39'33" East, a distance of 439.46 feet;
 Thence North 65°56'00" East, a distance of 277.28 feet;
 Thence North 65°09'34" East, a distance of 213.74 feet;
 Thence North 62°49'03" East, a distance of 130.47 feet to a point on the North projection of the West line of BARING ADDITION TO ANACORTES, according to the plat thereof recorded in Volume 2 of Plats, page 20, records of Skagit County, Washington, and the terminus of this line description;

AND FURTHER EXCEPTING, a 10.00 foot wide strip of land lying South of and adjacent to the South line of the above described 30.00 foot wide strip; and said 10.00 foot wide strip is bounded on the East by that



200701190081

Skagit County Auditor

certain 30.00 foot wide Great Northern Railway Company right-of-way described under Auditor's File No. 313506, records of Skagit County, Washington, and as shown on said Record of Survey recorded under Auditor's File No. 8006190004, record of Skagit County, Washington; and bounded on the West by the West line of said Government Lot 3.

Situated in Skagit County, Washington

PARCEL C:

All that portion of the Southeast Quarter of the Southwest Quarter of Section 22, Township 35 North, Range 1 East of the Willamette Meridian, lying Northwesterly of State Route 20, also known as Oakes Avenue, described as follows:

Beginning at the Northeast corner of said subdivision;
thence running North $88^{\circ}11'46''$ West along the North line thereof a distance of 550 feet;
thence South $01^{\circ}14'56''$ West parallel with the East line of said subdivision a distance of 395.25 feet;
thence South $88^{\circ}11'46''$ East parallel with the North line of said subdivision a distance of 550 feet to the East line of the Southeast Quarter of the Southwest Quarter of said Section 22;
thence Northerly along the East line of said subdivision a distance of 395.25 feet to the place of beginning;

EXCEPTING THEREFROM the above described parcel, that portion conveyed to the City of Anacortes for roadway purposes by instrument recorded December 14, 2004 under Auditor's File No. 200412140154, records of Skagit County, Washington; more particularly described as follows:

All those portions of the following described property lying within Government Lots 2 and 3, in the Southeast Quarter of the Southwest Quarter, and in Shoreline Tract No. 1 as described below, all in Section 22, Township 35 North, Range 1 East of the Willamette Meridian:

Commencing at the intersection of the East line of the Southeast Quarter of the Southwest Quarter of said Section 22, with the Northwest line of the 5.00 foot strip, called Tract No. 1 in Auditor's File No. 9209110010, records of Skagit County, Washington, conveyed for road right-of-way purposes (for State Route 20, also known as Oakes Ave.);

Thence from said point of commencement, along said Northwest line, North $58^{\circ}13'56''$ East 540.38 feet to the true point of beginning of the road right-of-way being described herein;
Thence from said true point of beginning, North $31^{\circ}09'30''$ West 210.32 feet;
Thence tangent to the preceding course along the arc of a curve to the left having a radius of 25.00 feet, and a central angle of $90^{\circ}00'00''$, an arc length of 39.27 feet;
Thence tangent to the preceding curve South $58^{\circ}50'30''$ West 573.44 feet;
Thence tangent to the preceding course along the arc of a curve to the right having a radius of 240.00 feet, and a central angle of $121^{\circ}09'30''$, an arc length of 507.51 feet;
Thence tangent to the preceding curve North $00^{\circ}00'00''$ East 112.82 feet;
Thence tangent to the preceding course along the arc of a curve to the right having a radius of 300.00 feet, and a central angle of $32^{\circ}15'25''$, an arc length of 168.90 feet;
Thence tangent to the preceding curve North $32^{\circ}15'25''$ East 129.12 feet;
Thence tangent to the preceding course along the arc of a curve to the right having a radius of 55.00 feet, and a central angle of $122^{\circ}46'56''$, an arc length of 227.71 feet to a point of reverse curvature;
Thence tangent to the preceding curve along the arc of a curve to the left having a radius of 40.00 feet, and a central angle of $43^{\circ}15'43''$, an arc length of 30.20 feet to a point of compound curvature;
Thence tangent to the preceding curve along the arc of a curve to the left having a radius of 240.00 feet, and a central angle of $46^{\circ}27'02''$, an arc length of 194.57 feet;
Thence tangent to the preceding curve South $00^{\circ}00'00''$ West 112.82 feet;
Thence tangent to the preceding course along the arc of a curve to the left having a radius of 180.00 feet, and a central angle of $121^{\circ}09'30''$, an arc length of 380.63 feet;
Thence tangent to the preceding curve North $58^{\circ}50'30''$ East 658.44 feet;
Thence South $31^{\circ}09'30''$ East 294.68 feet to said Northwesterly line of State Route 20 (Oakes Ave.);



200701190081
Skagit County Auditor

Thence along said Northwesterly line South 58°13'56" West 60.00 feet to the true point of beginning;

EXCEPTING therefrom that portion lying within Shoreline Tract No. 1, as described below:

Shoreline Tract No. 1

That portion of Government Lots 2 and 3 of Section 22, Township 35 North, Range 1 East of the Willamette Meridian as shown on Record of Survey recorded on Volume 3 of Surveys, page 47, under Auditor's File No. 8006190004, records of Skagit County, Washington, and that portion of Tracts Nos. 3 and 4 of Plat No. 6 of the Tide and Shore Lands Map of the Anacortes Harbor in said Section 22, lying 30.00 feet South and adjacent to the following described line:

Commencing at the Southwest corner of said Government Lot 3;

Thence North 1°40'47" East, along the West line of Government Lot 3, a distance of 499.24 feet to the South line of said Tract No. 4;

Thence North 1°40'47" East, a distance of 3.35 feet to the true point of beginning of this line description;

Thence South 84°06'17" East, a distance of 253.64 feet;

Thence South 88°45'30" East, a distance of 330.91 feet;

Thence North 87°48'35" East, a distance of 192.73 feet;

Thence North 85°35'18" East, a distance of 134.85 feet;

Thence North 62°37'20" East, a distance of 261.45 feet;

Thence North 63°50'09" East, a distance of 144.43 feet;

Thence North 64°39'33" East, a distance of 53.22 feet to a point on the North projection of the East line of said Government Lot 3;

Thence continuing North 64°39'33" East, a distance of 439.46 feet;

Thence North 65°56'00" East, a distance of 277.28 feet;

Thence North 65°09'34" East, a distance of 213.74 feet;

Thence North 62°49'03" East, a distance of 130.47 feet to a point on the North projection of the West line of BERING ADDITION TO ANACORTES, according to the plat thereof recorded in Volume 2 of Plats, page 20, records of Skagit County, Washington, and the terminus of this line description;

AND FURTHER EXCEPTING, a 10.00 foot wide strip of land lying South of and adjacent to the South line of the above described 30.00 foot wide strip; and said 10.00 foot wide strip is bounded on the East by that certain 30.00 foot wide Great Northern Railway Company right-of-way described under Auditor's File No. 313506, records of Skagit County, Washington, and as shown on said Record of Survey recorded under Auditor's File No. 8006190004, record of Skagit County, Washington; and bounded on the West by the West line of said Government Lot 3.

PARCEL D:

TOGETHER WITH the view and landscaping easements established by Easement Agreement recorded September 15, 2006 under Auditor's File No. 200609150178, records of Skagit County, Washington.

Situated in Skagit County, Washington

4177265_v1



200701190081
Skagit County Auditor

1/19/2007 Page 6 of 6 11:30AM

4177265_v1