

Filed for Record at Request of:
G&D Wallace, Inc.
PO Box 569
Burlington, WA 98233



200705110096
Skagit County Auditor

5/11/2007 Page 1 of 7 11:24AM

FIRST AMERICAN TITLE CO.

Wild-2

MEMORANDUM OF LEASE AGREEMENT

ACCOMMODATION RECORDING ONLY

Grantor/Landlord: Holtcamp Properties LLC, A Washington Limited Liability Company; and W.H. Holtcamp, Jr., Trustee of the Minda B. Holtcamp Testamentary Trust

Grantee/Tenant: G & D Wallace, Inc., a Washington Corporation

Legal Description: SE ¼ Sec 22; NE ¼ Sec 27; SW ¼ Sec 23, all in T35N R4 EWM, Skagit County, WA

Assessor's Tax Parcel ID#: P37133; P37135; P37309; P37329; P37330; P37332; P37333; P37825; P76504; P76505; P76506; P76507; P76527; P76529; P37824; P37819; P37134; P37130

This Memorandum of Lease Agreement is executed this 12/15th day of 2006 between Holtcamp Properties LLC, and W.H. Holtcamp, Jr., trustee of the Minda B. Holtcamp Testamentary Trust (collectively, "Landlord") and G&D Wallace, Inc. ("Tenant").

1. Purpose: The parties execute this Memorandum of Lease Agreement for recording purposes only.

2. Incorporation by Reference: The parties incorporate herein by reference that certain Lease Agreement of even date herewith.

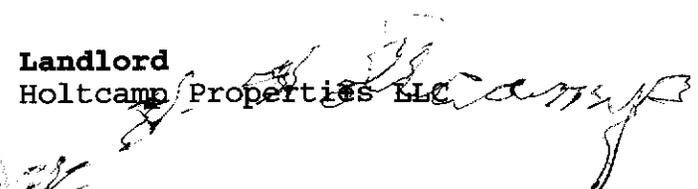
3. Term of Lease: The term of said lease is for 8 calendar years commencing January 1, 2007. The lease contains an option for the Landlord to terminate the lease prior to its expiration under certain circumstances.

Memorandum of Lease Page 1 of 3

4. Description: See Exhibit "A" attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Lease Agreement the day and year first above written.

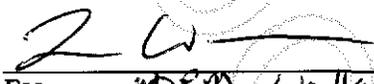
Landlord
Holtcamp Properties LLC


By: W.H. Holtcamp, Jr.
Its: Managing Member

The Minda B. Holtcamp Testamentary Trust


By: W.H. Holtcamp, Jr. Trustee

Tenant
G&D Wallace, Inc.


By: Norm Wallace
Its: V.P.

Done
SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

MAY 11 2007

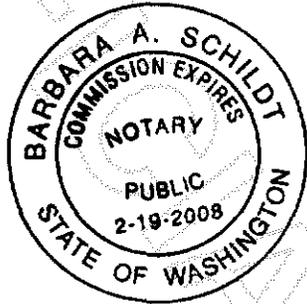
Amount Paid to
Skagit Co. Treasurer
By *Norm* Deputy



STATE OF WASHINGTON)
COUNTY OF SKAGIT)

I certify that I know or have satisfactory evidence that W.H. Holtcamp, Jr. is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Managing Member of Holtcamp Properties LLC, and as the Trustee of the Minda B. Holtcamp Testamentary Trust, to be the free and voluntary act of such parties for the uses and purposes mentioned in the instrument.

DATED: December 15, 2006.

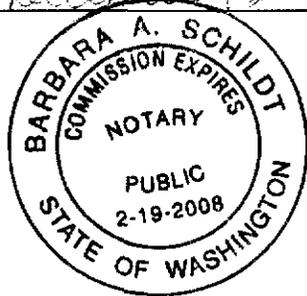


Barbara A. Schildt
Notary Public
Barbara A. Schildt
(Print or Type Name of Notary)
My Appointment Expires: 2/19/08

STATE OF WASHINGTON)
COUNTY OF SKAGIT)

I certify that I know or have satisfactory evidence that Norman Wallace is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Vice-President of G & D WALLACE, INC. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: December 15, 2006.



Barbara A. Schildt
Notary Public
Barbara A. Schildt
(Print or Type Name of Notary)
My Appointment Expires: 2/19/08



EXHIBIT A
LEGAL DESCRIPTION

Farm Lease: Landlord: HOLTCAMP PROPERTIES, LLC
Tenant: G & D Wallace, Inc.

P37133 & P37131 (76.16 acres) Tax Acct # 350422-4-003-0008 Q04 Sec22 T35 R04
OPEN SPACE #369 #751421 1973 DT 14 W1/2 OF SE1/4 LESS ROADS (P37131
COMBINED TO THIS ACCOUNT)

Full Legal: Parcels K and L: The west half of the southeast quarter of Section 22,
Township 35 North, Range 4 East of W.M.; EXCEPT road rights of way.
Situate in the County of Skagit, State of Washington.

P37135 (25 acres) Tax Acct # 350422-4-005-0006 Q04 Sec22 T35 R04
OPEN SPACE #366 #751423 1973 DT 14 - TRF#820290 S 25 AC OF SE1/4 OF SE1/4

Full Legal: Parcel J: The south 25 acres of the southeast quarter of the southeast
quarter of Section 22, Township 35 North, Range 4 East of W.M.
Situate in the County of Skagit, State of Washington.

P37309 (3.96 acres) Tax Acct# 350423-3-003-0009 Q03 Sec23 T35 R04
W3/4 OF W1/2 OF NE1/4 SW1/4 LESS RD & TA X 42 & PLATTED & TAX 43 &
LESS RT# 3-003-01 TO CO RD O/S#17 #840436 1977 EXCEPT COUNTY ROAD
RIGHT OF WAY

Full Legal: The West half of the East half of the West half of the Northeast quarter of
the Southwest quarter in Section 23, Township 35 North, Range 4 East of
W.M.
EXCEPT the East 82.5 feet of the North 533.22 feet thereof; and
EXCEPT road along the North line thereof.
Situate in the County of Skagit, State of Washington.

P37329 (0.31 acres) Tax Acct # 350423-3-011-0009 Q03 Sec23 T35 R04
SW1/4 SW1/4 OPEN SPACE #367 #851421 1973-TRF#820291

P37330 (40.59 acres) Tax Acct# 350423-3-012-0008 Q03 Sec23 T35 R04
OPEN SPACE #367 #751421 1973-TRF#820291 SW1/4 OF SW1/4

Full Legal: Parcels E and F: The Southwest quarter of the Southwest quarter of
Section 23, Township 35 North Range 4 East of W.M.
Situate in the County of Skagit, State of Washington.



P37332 (16.54 acres) Tax Acct #350423-3-014-0006 Q03 Sec23 T35 R04
OPEN SPACE #368 #751421 1975-TRF#820291 W1/2 SE1/4 SW1/4 (OUTSIDE CITY LIMITS)

P37333 (3.75 acres) Tax Acct # 350423-3-015-0005 Q03 Sec23 T35 R04
OPEN SPACE #368 #751421 1973-#TRF820291 W1/2 SE1/4 SW1/4 (INSIDE CITY LIMITS)

Full Legal: Parcel G & H: The West half of the Southeast quarter of the Southwest quarter in Section 23, Township 35 North, Range 4 East of W.M. Situate in the County of Skagit, State of Washington

P37825 (31.77 acres) Tax Acct# 350427-1-007-0005 Q01 Sec27 T35 R04
NW1/4 NE1/4 LESS RD & S 190FT & S 180FT OF N 286FT OF W 200FT OF NW1/4 NE/14 LESS RD OPEN SPACE #15 #829596 1977

Full Legal: That portion of the Northwest quarter of the Northeast quarter of Section 27, Township 35 North, Range 4 East of W.M., lying East of the Collins Road;
EXCEPT the South 190 feet thereof; and also
EXCEPT the following described portion thereof:
Commencing at the North line of said premises and the East edge of the Collins Road; thence South along the East edge of Collins Road a distance of 106 feet to the true point of beginning; thence East 200 feet, thence South 180 feet; thence West 200 feet to the said East edge of Collins Road; thence North along the said East edge of Collins Road 180 feet to the point of beginning.
Situate in the County of Skagit, State of Washington.

P76504 (4.49 acres) Tax Acct# 4163-000-004-0001 Q Sec26 T35 R04

P76505 (0.48 acres) Tax Acct# 4163-000-004-0100
JAMESON'S AC LOT 4 OPEN SPACE #18 #830437 1977 (ALSO KNOWN AS "MAP OF ACREAGE PROPERTY")

P76506 (0.78 acres) Tax Acct#4163-000-005-0000 Q Sec26 T35 R04

P76507 (4.12 acres) Tax Acct#4163-000-005-0109
JAMESON'S AC LOT 5 OPEN SPACE #18 #830437 1977 (ALSO KNOWN AS "MAP OF ACREAGE PROPERTY")

P76527 (2.8 acres) Tax Acct#4163-000-011-0101 Q Sec26 T35 R04

JAMESON'S AC LESS E 2/5 LOT 11 OPEN SPACE #18 #830437 1977 (ALSO KNOWN AS "MAP OF ACREAGE PROPERTY")

P76529 (0.25 acres) Tax Acct# 4163-000-012-0001 Q Sec26 T35 R04

JAMESON'S AC LOT 12 N OF CO RD OPEN SPACE #18 #830437 1977 (ALSO KNOWN AS "MAP OF ACREAGE PROPERTY")

Exhibit A Page 2 of 4 pages



200705110096

Skagit County Auditor

Full Legal:

Lots 4 and 5 and the West three-fifths of Lot 11 and Lot 12 North of the county road, all in what is known as Jameson acreage property, as per Plat recorded in Volume 3 of Plats, Page 20, records of Skagit County, Washington.

Situate in the County of Skagit, State of Washington.



200705110096

Skagit County Auditor

**EXHIBIT A
LEGAL DESCRIPTION**

Farm Lease: Landlord: W.H. HOLT CAMP, TRUSTEE OF THE MINDA B. HOLT CAMP
TESTAMENTARY TRUST
Tenant: G & D WALLACE, INC.

P37130 (39.57 acres) Tax Acct # 350422-4-001-0000 Q04 Sec22 T35 R04
O/S#366 AF#751423 1973 TRF#820290 NE1/4 SE1/4 EXCEPT COUNTY ROAD
RIGHT OF WAY

Full Legal: Parcel M: The northeast quarter of the southeast quarter of Section 22,
Township 35 North, Range 4 East of W.M.
Situate in the County of Skagit, State of Washington.

P37134 (15 acres) Tax Acct # 350422-4-004-0007 Q04 Sec22 T35 R04
OPEN SPACE #366 #751423 1973 DT 14 - TRF#820290 SE1/4 OF SE1/4 LESS S 25
AC

Full Legal: Parcel N: The southeast quarter of the southeast quarter of Section 22,
Township 35 North, Range 4 East of W.M.
Situate in the County of Skagit, State of Washington

P37819 (23.88 acres) Tax Acct # 350427-1-002-0000 Q01 Sec27 T35 R04
NE1/4 NE1/4 LESS R/W & LESS E1/2 NE1/4 NE1/4 NE1/4 OPEN SPACE #366
#751423 1973 - TRF#820290

P37824 (10.45 acres) Tax Acct # 350427-1-006-0006 Q01 Sec27 T35 R04
NE1/4 NE1/4 LESS R/W & LESS E1/2 OF NE1/4 NE1/4 NE1/4 TGW PTN VAC
RICHARDS RD ADJ OPEN SPACE #366 #751423 1973 - TRF#820290



200705110096
Skagit County Auditor

5/11/2007 Page

7 of

7:11:24AM