



200912310075

Skagit County Auditor

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12 12:26PM

PREPARED BY AND )  
WHEN RECORDED MAIL TO: )

Anderson, McCoy & Orta, P.C. )  
100 N. Broadway, Suite 2600 )  
Oklahoma City, Oklahoma 73102 )  
Attn: Mike Anderson )  
Loan No. 35-8100592 )

CHICAGO TITLE CO. 420007369

### MEMORANDUM OF ASSUMPTION AGREEMENT

Reference numbers of related documents: on page 2 of document 200702140162

Grantor(s):

**Borrower:** NWCC Investments VIII, LLC, a Washington limited liability company

Grantees(s):

**Assumptor:** Highland Two, LLC, a Delaware limited liability company

**Noteholder:** Wells Fargo Bank, N.A., as Trustee for the Registered Holders of the Cobalt CMBS Commercial Mortgage Trust 2007-C2, Commercial Mortgage Pass-Through Certificates Series 2007-C2

Abbreviated Legal Description: Ptn. Tr. 9, Plat of Mount Vernon Acreage  
1710-1726 Riverside Drive, Mount Vernon, Skagit County, WA  
14415 Greenwood Avenue North, Seattle, King County, WA  
1516 Hudson Street, Longview, Cowlitz County, WA

Complete legal description is on pages 11 and 12 of this document.

Assessor's Property Tax Parcel Number(s):

Skagit County: 3746-000-009-0202

King County: 198010-0140-09

Cowlitz County: 01692

## MEMORANDUM OF ASSUMPTION AGREEMENT

NWCC Investments VIII, LLC, a Washington limited liability company, with a mailing address at 1420 Fifth Avenue, Suite 2200, Seattle, WA 98101 ("**Borrower**"), Mark McDonald, an individual, with a mailing address at 1425 McGilvra Boulevard East, Seattle, WA 98112 ("**Original Guarantor**"), Highland Two, LLC, a Delaware limited liability company, with a mailing address at P. O. Box 97, Mercer Island, WA 98040 ("**Assumptor**"), John F. Miller, Jr. and Marlene Miller, each an individual, with a mailing address at P. O. Box 97, Mercer Island, WA 98040 (John F. Miller, Jr. and Marlene Miller are hereinafter singularly and collectively referred to as the "**New Guarantor**"), and Wells Fargo Bank, N.A., as Trustee for the Registered Holders of the Cobalt CMBS Commercial Mortgage Trust 2007-C2, Commercial Mortgage Pass-Through Certificates Series 2007-C2, with a mailing address c/o Wells Fargo Bank, N. A., Commercial Mortgage Servicing, 1320 Willow Pass Road, Suite 300, Concord, California 94520 ("**Noteholder**"), are parties to that certain ASSUMPTION AGREEMENT dated of even date herewith ("**Assumption Agreement**"). The undersigned parties agree that all obligations under that certain Fixed Rate Note ("**Note**") dated February 14, 2007, in the original principal amount of Five Million Nine Hundred Thousand (\$5,900,000.00), secured by that certain Commercial Deed of Trust, Security Agreement, Fixture Filing Financing Statement and Assignment of Leases, Rents, Income and Profits executed by Borrower and recorded on February 14, 2007, as Document Nos. 200702140162, 20070214001285, 3326162, with the Skagit, King and Cowlitz County Court Clerk, respectively, State of Washington ("**Official Records**"), the Original Lender's interest under which was assigned to Noteholder by instrument recorded on April 20, 2009, as Document Nos. 20090804001111 and 3391429, in said Official Records; that certain Assignment of Leases and Rents executed by Borrower, which was recorded on February 14, 2007, as Document Nos. 200702140163, 20070214001286 and 3326163, with said Official Records, the Original Lender's interest under which was assigned to Noteholder by instrument recorded on January 26, 2009, as Document Nos. 200907210114, 20090804001112, and 3398840 in said Official Records; those certain UCC-1 Financing Statements filed with said Official Records; and all other Loan Documents (as defined in the Assumption Agreement) securing the real property described on EXHIBIT A, have been assumed by Assumptor upon the terms and conditions set forth in the Assumption Agreement. The Assumption Agreement is by this reference incorporated herein and made a part hereof. This Memorandum of Assumption Agreement may be executed in any number of counterparts, each of which when executed and delivered will be deemed an original and all of which taken together will be deemed to be one and the same instrument.

Dated: December 31st, 2009



IN WITNESS WHEREOF, Noteholder, Assumptor, New Guarantor, Borrower, and Original Guarantor have caused this Memorandum of Assumption Agreement to be duly executed as of the date first above written.

**NOTEHOLDER:**

By: Wells Fargo Bank, N.A., as Trustee for the Registered Holders of the Cobalt CMBS Commercial Mortgage Trust 2007-C2, Commercial Mortgage Pass-Through Certificates Series 2007-C2

By: Wachovia Bank, National Association, in its capacity as Master Servicer

By: Carol Hall  
Name: Carolyn Hall  
Title: Vice President



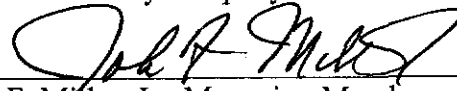
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**ASSUMPTOR:**

Highland Two, LLC, a Delaware limited liability company

By: Highland Enterprises, LLC, a Washington limited liability company

By:   
John F. Miller, Jr., Managing Member

**NEW GUARANTOR:**

  
John F. Miller, Jr., Individually

  
Marlene Miller, Individually



**BORROWER:**

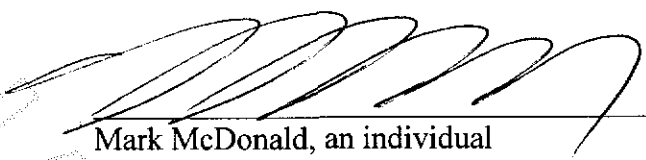
NWCC Investments VIII, LLC, a Washington  
limited liability company

By: 

Name: MARK McDONALD

Title: Manager

**ORIGINAL GUARANTOR:**

  
Mark McDonald, an individual



**ACKNOWLEDGMENT OF NOTEHOLDER**

STATE OF CALIFORNIA           )  
  ) ss  
COUNTY OF CONTRA COSTA    )

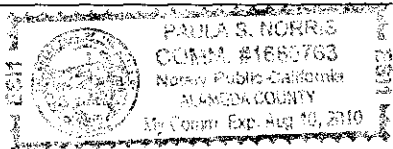
On Dec 28, 2009, before me, Paula Norris, the undersigned Notary Public in and for said County and State, personally appeared Carolyn Hall, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Signature]  
Notary Public

My Commission Expires:



Signature Page to Assumption Agreement  
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**ACKNOWLEDGMENT OF ASSUMPTOR**

STATE OF WA )

COUNTY OF King ) ss

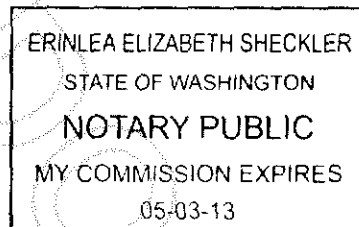
On this the 30 day of DEC, 2009, before me, the undersigned Notary Public, personally appeared John F. Muller, Jr., Managing Member of Highland Two, LLC, a Delaware limited liability company, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Erinlea Elizabeth Sheckler  
Notary Public

My Commission Expires:

May 3, 2013

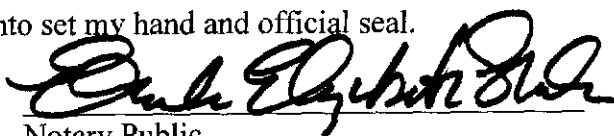


**ACKNOWLEDGMENT OF NEW GUARANTOR**

STATE OF WA )  
 ) ss  
COUNTY OF King )

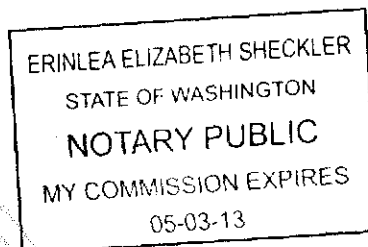
On this the 30 day of DEC, 2009, before me, the undersigned Notary Public, personally appeared John F. Miller, Jr., an individual, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

My Commission Expires:

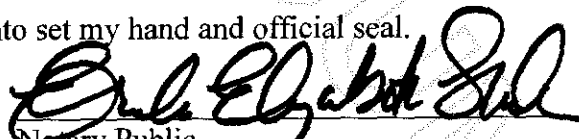
May 3, 2013



STATE OF WA )  
 ) ss  
COUNTY OF King )

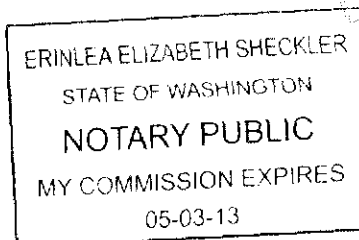
On this the 30 day of DEC, 2009, before me, the undersigned Notary Public, personally appeared Marlene Miller, an individual, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

My Commission Expires:

May 3, 2013



Signature Page to Assumption Agr

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**ACKNOWLEDGMENT OF BORROWER**

STATE OF WA )  
 ) ss  
COUNTY OF King )

On this the 29th day of Dec, 2009, before me, the undersigned Notary Public, personally appeared Mark McDonald for NWCC Investments VIII, LLC, a Washington limited liability company, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Erinlea Elizabeth Sheckler  
Notary Public

My Commission Expires:

May 3, 2013

ERINLEA ELIZABETH SHECKLER  
STATE OF WASHINGTON  
NOTARY PUBLIC  
MY COMMISSION EXPIRES  
05-03-13

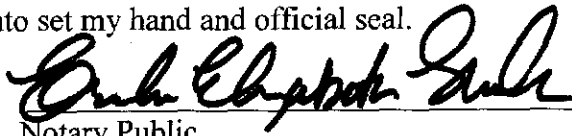


**ACKNOWLEDGMENT OF ORIGINAL GUARANTOR**

STATE OF WA )  
 ) ss  
COUNTY OF King )

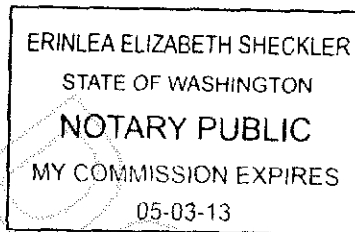
On this the 29<sup>th</sup> day of December, 2009, before me, the undersigned Notary Public, personally appeared Mark McDonald, an individual, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

My Commission Expires:

May 3, 2013



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EXHIBIT A  
TO MEMORANDUM OF ASSUMPTION

**LEGAL DESCRIPTION**

The Property is located in Skagit County, Washington, King County Washington, and Cowlitz County Washington, and is legally described as follows:

Tract A:

PARCEL A:

The West 168 feet of Tract 9, PLAT OF MOUNT VERNON ACREAGE, SKAGIT COUNTY, WASHINGTON, according to the plat thereof, recorded in Volume 3 of Plats, page 102, records of Skagit County, Washington, and the North 29.5 feet of the East 100 feet of the West 268 feet of said Tract 9, Plat of Mount Vernon Acreage.

Situated in Skagit County, Washington.

PARCEL B:

A non-exclusive easement for ingress and egress over and across the North 30 feet of the West 168 feet and across the East 30 feet of the West 168 feet of Tract 8, Plat of Mount Vernon Acreage, Skagit County, Washington, according to the plat thereof, recorded in Volume 3 of Plats, page 102, records of Skagit County, Washington, as described in instrument recorded April 1, 1977, under Auditor's File No. 853753, records of Skagit County, Washington.

Situated in Skagit County, Washington.

PARCEL C:

A non-exclusive easement for vehicular and pedestrian ingress, egress, parking and access over and upon the drive aisle portions of Tracts B and C, City of Mount Vernon Short Plat No. MV-26-76, approved September 10, 1976, recorded September 23, 1976 in Volume 1 of Short Plats, page 175, under Auditor's File No. 843161, records of Skagit County, Washington and being a portion of Tracts 9 and 10, Plat of Mount Vernon Acreage, Skagit County, Washington, according to the plat thereof, recorded in Volume 3 of Plats, page 102, records of Skagit County, Washington as disclosed by instrument recorded September 22, 2004, under Auditor's File No. 200409220116, records of Skagit County, Washington.

Situated in Skagit County, Washington

TRACT B:



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All of Block 113 as shown by the recorded plat of Longview No. 11 on file at the office of the Auditor of Cowlitz County, Washington, excepting the North portion described as follows:

Beginning at the intersection of the Southwesterly line of Olympia Way with the Easterly line of 16<sup>th</sup> Avenue as shown by the recorded plat of Longview No. 11; thence South 27° 34' 31" East along the Southwesterly line of Olympia Way 13.56 feet to the True Point of Beginning of this description; thence continuing Southeasterly along the Southwesterly line of Olympia Way 93.24 feet to an intersection with a line that is 10 feet South and parallel to the Southeast wall of the Chamber of Commerce building; thence South 65° 18' 55" West 50.97 feet, more or less, to an intersection with a line that is parallel to and 25 feet Southerly from the Southerly wall of the Chamber of Commerce building; thence North 74° 58' West 35 feet, more or less, to an intersection with the Easterly line of 16th Avenue; thence North 15° 02' East along the Easterly line of 16<sup>th</sup> Avenue 99.4 feet; thence on a curve to the right having a radius of 5 feet to the True Point of Beginning of this description.

TOGETHER WITH an easement for vehicular and pedestrian ingress and egress and vehicular parking as described under Auditor's File No. 3322795.

TRACT C:

Lots 12 and 13 and the North 15 feet of Lots 14 and 15, Block 2, A. W. Denny's Admiralty Heights, according to the plat thereof recorded in Volume 21 of Plats, page(s) 32, in King County, Washington.



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