

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY



201111180039

Skagit County Auditor

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A. NAME & PHONE OF CONTACT AT FILER [optional] RSF Mezzanine Fund L.P. 415-561-3900	
B. SEND ACKNOWLEDGEMENT TO: (Name and Address) RSF Mezzanine Fund L.P. 1002 O'Reilly Avenue San Francisco, CA 94129	

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 Sterling Investment Group, Inc.				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 13459 Dodge Valley Road		CITY Mount Vernon	STATE WA	POSTAL CODE 98273
		COUNTRY USA		
ADD'L INFO RE ORGANIZATION DEBTOR		1e. TYPE OF ORGANIZATION Corp.	1f. JURISDICTION OF ORGANIZATION Washington	1g. ORGANIZATIONAL ID#, if any 602098200 <input type="checkbox"/> 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		
ADD'L INFO RE ORGANIZATION DEBTOR		2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> 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 RSF Mezzanine Fund L.P.				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 1002 O'Reilly Avenue		CITY San Francisco	STATE CA	POSTAL CODE 94129
		COUNTRY USA		

4. This FINANCING STATEMENT covers the following collateral:

As security for the prompt and complete payment and performance of the Obligations, Debtor hereby grants to Secured Party a security interest in and Lien, junior in priority to the Senior Creditor, upon all of Debtor's rights, title and interest in, and all rights, title and interest that Debtor acquires in the future in the "Collateral" as described and set forth in "Schedule 1" and certain real property and improvements located in Skagit County, Washington, as described in "Exhibit A", and particularly and legally described in a deed of trust dated January 29, 2009, and recorded by the Debtor, in the official real property records of Skagett County, Washington, on February 10, 2009, under recording number 200902100055, and the property as further attached hereto and incorporated herein by this reference.

P112114 lots 3-4 SP 96-092 533-3

5. ALTERNATIVE DESIGNATION [if applicable]: <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING	
6. <input checked="" type="checkbox"/> 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) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 [optional]	
8. OPTIONAL FILER REFERENCE DATA RSF-MEZZ_PVF_29604-1-01	

UCC FINANCING STATEMENT ADDENDUM

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9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION NAME

Sterling Investment Group, Inc.

OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID#, if any

☐ NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P's NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☐ fixture filing.

14. Description of real estate:

The Real Property or its address is commonly known as 13459 Dodge Valley Road, Mount Vernon, WA 98273. The Real Property tax identification number is P112114; P112115, as further described on Exhibit A and Schedule 1 and attached and hereto and incorporated herein by this reference.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:



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17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY

☐ Filed in connection with a Manufactured-Home Transaction - effective 30 years

☐ Filed in connection with a Public-Finance Transaction - effective 30 years

Debtor: Sterling Investment Group, Inc., a Washington corporation
Secured Party: RSF Mezzanine Fund L.P.,

SCHEDULE 1

Collateral Description – UCC1 Financing Statement

As security for the prompt and complete payment and performance of the Obligations, Debtor hereby grants to Secured Party a security interest in and Lien, junior in priority to the Senior Creditor, upon all of Debtor's rights, title and interest in, and all rights, title and interest that Debtor acquires in the future in: all Accounts; all Deposit Accounts, all other bank accounts and all funds on deposit therein; all money, cash and cash equivalents; all Stock; all Investment Property; all Goods (including Inventory, Equipment and Fixtures); all Chattel Paper, Documents and Instruments; all Books and Records; all General Intangibles (including all Intellectual Property, contract rights, payment intangibles and software); all letters of credit and Letter-of-Credit Rights; all supporting Obligations; and to the extent not otherwise included, all Proceeds, tort claims, insurance claims and other rights to payment not otherwise included in the foregoing and products of all and any of the foregoing and all accessions to, substitutions and replacements for, and rents and profits of, each of the foregoing, but excluding in all events "Hazardous Waste" as defined in the Resource Conservation and Recovery Act (42 U.S.C. §§ 6901 et seq.) (all of the foregoing, together with any other collateral pledged to Secured Party pursuant to any other Loan Document, collectively, the "Collateral").

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The Real Property or its address is commonly known as 13459 Dodge Valley Road, Mount Vernon, WA 98273. The Real Property tax identification number is P112114; P112115.

Exhibit A

PARCEL "A":

Lot 3 of Short Plat No. 96-092 approved September 12, 1997, and recorded September 24, 1997, under Auditor's File No. 9709240084 filed in Volume 13 of Short Plats, pages 41 and 42, records of Skagit County, Washington, being a portion of the Northwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$, Section 5, Township 33 North, Range 3 East W.M.

Situate in the County of Skagit, State of Washington.

PARCEL "B":

Lot 4 of Short Plat No. 96-092 approved September 12, 1997, and recorded September 24, 1997, under Auditor's File No. 9709240084 filed in Volume 13 of Short Plats, pages 41 and 42, records of Skagit County, Washington, being a portion of the Northwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$, Section 5, Township 33 North, Range 3 East W.M.

Situate in the County of Skagit, State of Washington.



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