

When recorded return to:

Big Sky West, LLC
7127 Upland Drive
Anacortes, WA 98221



201302080076
Skagit County Auditor

2/8/2013 Page 1 of 7 3:15PM

Filed for Record at Request of
Guardian Northwest Title
Escrow Number: A104892

QUIT CLAIM DEED WITH COVENANT

Abbreviated Legal:

GUARDIAN NORTHWEST TITLE CO.

A104892-1

Section 4, Township 34 North, Range 2 East; W.M., Ptn. SW – NW and NW – SW

KNOW ALL BY THESE PRESENTS, that Terrence D. Benish, not individually but solely as Receiver of the certain assets of Blue Cow Carwash, Inc. pursuant to Case No. 12-2-01280-9, Superior Court of Washington for Skagit County, whose address is 12521 Christianson Road, Anacortes, WA 98221, for consideration paid, GRANTS to BIG SKY WEST, LLC, a Washington limited liability company, whose address is 7127 Upland Drive, Anacortes, WA 98221, with QUITCLAIM COVENANT, certain real estate located in City of Anacortes, County of Skagit, and State of Washington, which is more particularly described in Exhibit "A" attached hereto and made a part hereof..

This conveyance is made SUBJECT, HOWEVER, to those matters set forth on Exhibit "B" attached, and to real estate taxes which are not yet due and payable, which, by acceptance hereof, Grantee assumes and agrees to pay. Conveyance is also being made exempt from Real Estate Excise Tax pursuant to the Court's Order entered February 1, 2013.

The Property conveyed herein is conveyed pursuant to the Order Approving Sale and Proposed Distribution of Net Sales Proceeds entered February 1, 2013, by the Superior Court of Washington for Skagit County, in Case No. 12-2-01280-9, a certified copy of which is attached hereto as Exhibit "C".

IN WITNESS WHEREOF, Terrance D. Benish, not individually but solely as Receiver of the assets of Blue Cow Carwash, Inc., has caused this instrument to be executed on its behalf by its duly authorized representative, this ____ day of February, 2013.

Tax Parcel Number(s): P19847

Dated: February 5, 2013

SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

2013427

FEB 08 2013

Amount Paid \$0
Skagit Co. Treasurer
By *[Signature]* Deputy

[Signature]

Terrance D. Benish, not individually but solely as Receiver of the assets of Blue Cow Carwash, Inc., and pursuant to Court Order entered in Case No. 12-2-01280-9, Superior Court of Washington for Skagit County

STATE OF Washington }
COUNTY OF Skagit } SS:

I certify that I know or have satisfactory evidence that Terrence D. Benish is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it as the Receiver of Blue Cow Carwash, Inc. to be the free and voluntary act of such party(ies) for the uses and purposes mentioned in this instrument.

Dated: 2-8-13

[Signature]
Vicki L Hoffman

Notary Public in and for the State of Washington

Residing at Anacortes, Washington

My appointment expires: 10/08/2013

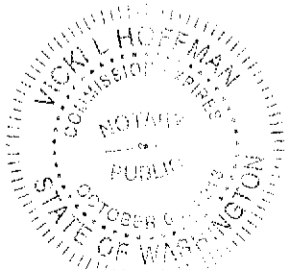


EXHIBIT A

PARCEL "A":

All that portion of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ and the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 4, Township 34 North, Range 2 East, W.M., described as follows: -

Commencing at the West $\frac{1}{4}$ corner of said Section 4; thence South $1^{\circ}2'00''$ West 55.50 feet; thence South $88^{\circ}52'00''$ East 139.76 feet to the true point of beginning; thence North for a distance of 158.58 feet, more or less, to the South line of State Highway right-of-way as conveyed to the State of Washington by deed recorded March 6, 1961, under Auditor's File No. 604860, records of Skagit County, Washington; thence Southeasterly along the Southerly line of said State Highway for 308.27 feet, more or less, to a point 425.00 feet East of the West line of said Section 4; thence South to a point lying South $67^{\circ}52'20''$ East from the true point of beginning; thence North $67^{\circ}52'20''$ West a distance of 308.27 feet more or less, to the point of beginning, EXCEPT the West 65.00 feet thereof.

TOGETHER WITH A non-exclusive easement for ingress, egress and utilities over, across and under the South 30 feet of both Tracts 1 and 2 described below and a non-exclusive easement for ingress, egress and utilities over, across and under a 30 foot wide strip of land lying within the North 50 feet of both Tracts 1 and 2 described below:

Tract 1: The West 65.00 feet of the that portion of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ and the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 4, Township 34 North, Range 2 East, W.M., described as follows:

Commencing at the West $\frac{1}{4}$ corner of said Section 4; thence South $1^{\circ}2'00''$ West 55.50 feet; thence South $88^{\circ}52'00''$ East 139.76 feet to the true point of beginning; thence North for a distance of 158.58 feet, more or less, to the South line of State Highway right-of-way as conveyed to the State of Washington by deed recorded March 6, 1961, under Auditor's File No. 604860, records of Skagit County, Washington; thence Southeasterly along the Southerly line of said State Highway for 308.27 feet, more or less, to a point 425.00 feet East of the West line of said Section 4; thence South to a point lying South $67^{\circ}52'20''$ East from the true point of beginning; thence North $67^{\circ}52'20''$ West a distance of 308.27 feet, more or less, to the point of beginning.

Tract 2: That portion of the West $\frac{1}{2}$ of Section 4, Township 34 North, Range 2 East W.M., described as follows:

Commencing at the West $\frac{1}{4}$ corner of said Section 4; thence South $2^{\circ}24'00''$ West along the West line of said section, 55.50 feet; thence South $87^{\circ}30'00''$ East 25 feet to the true point of beginning (said point being on the East margin of March Point Road); thence South $87^{\circ}30'00''$ East 114.76 feet to the East line of that certain tract conveyed to George D. Sullivan et ux by deed recorded July 16, 1947, under Auditor's File No. 406718; thence North $2^{\circ}24'00''$ East along the East line of said Sullivan tract 158.58 feet, more or less, to the Southerly line of those premises condemned by the State of Washington for highway purposes by decree entered June 5, 1961, in Skagit County Superior Court Cause No. 26055; thence Westerly along the Southerly line of said highway 119.20, more or less, to the East margin of March Point Road; thence South $1^{\circ}55'45''$ West along said East margin, a distance of 130.78 feet; thence continue along said East margin South $2^{\circ}24'00''$ West 55.66 feet to the point of beginning.



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EXHIBIT B

EXCEPTIONS:

A. EASEMENT, INCLUDING TERMS AND PROVISIONS THEREOF:

Grantee: Cascade Natural Gas Corporation
Recorded: April 26, 1957; June 17, 1957 and September 10, 1957
Auditor's No. 550574; 552608; and 555903
Purpose: Pipeline or lines with necessary appurtenances and attendant rights

Said easements described and imply both North/South and East/West pipelines.

B. EASEMENT, INCLUDING TERMS AND PROVISIONS THEREOF:

Grantee: Puget Sound Power & Light Company
Recorded: March 21, 1985
Auditor's No. 8503210032
Purpose: Right to construct, operate, maintain, repair, replace and enlarge one or more electric transmission and/or distribution lines over and/or under the right of way

C. Relinquishment of rights of access to State Highway and of light, view, and air under terms of Deed to the State of Washington:

Recorded: March 6, 1961
Auditor's No.: 604860

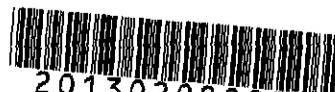
D. EASEMENT, INCLUDING TERMS AND PROVISIONS THEREOF:

Grantee: Cascade Natural Gas Corporation
Recorded: May 5, 1989
Auditor's No. 8905050090
Purpose: Right to construct, maintain, inspect, operate, protect, repair, replace, alter and remove a pipeline or pipelines and necessary appurtenances thereto for the transportation of oil, gas and the products thereof

E. RESERVATIONS, PROVISIONS AND/OR EXCEPTIONS CONTAINED IN DEED:

Executed By: Louis R. Corbin and Enid Corbin, husband and wife
Recorded: April 20, 1989
Auditor's No.: 8904200049

F. Any question that may arise regarding the exact location of the 30 foot wide easement described on Parcel "B" lying within the North 50 feet of Tracts 1 and 2.



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G. MATTERS AS DISCLOSED AND/OR DELINEATED ON THE FACE OF THE FOLLOWING SURVEY:

Name: Survey
Recorded: December 20, 2010
Auditor's No.: 201012200179

H. EASEMENT, INCLUDING TERMS AND PROVISIONS THEREOF:

Grantee: Blue Cow Carwash, Inc.
Recorded: February 04, 2011
Auditor's No. 201102040098
Purpose: Ingress, egress and utilities
Area Affected: Parcel B



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EXHIBIT C

SKAGIT COUNTY, WASH
FILED

FEB 01 2013

NANCY K. SCOTT, CO. CLERK
Deputy

IN THE SUPERIOR COURT OF WASHINGTON
FOR SKAGIT COUNTY

COLUMBIA STATE BANK,

Plaintiff,

v.

BLUE COW CARWASH, INC., a Washington
corporation,

Defendant.

Case No.: 12-2-01280-9

~~PROPOSED~~ ORDER APPROVING
SALE AND PROPOSED
DISTRIBUTION OF NET SALES
PROCEEDS

THIS MATTER came before the Court on the Motion of the Receiver for approval of the sale of the assets of the receivership estate pursuant to the terms of a Commercial Investment Real Estate Purchase and Sale Agreement ("the PSA") executed by Big Sky West, Inc. as buyer, and Terrence Benish in his capacity as receiver, as seller. A copy of the PSA was filed with the Court as an exhibit to the Declaration of Terrence Benish in support of the Motion for Approval of the Sale and Proposed Distributions. Having reviewed the record herein, and the submissions of the interested parties, the Court finds that the Assets which are to be conveyed by the PSA are subject to security interests in favor of Columbia State Bank, to secure payment of the indebtedness owed to the Bank.

~~PROPOSED~~ ORDER APPROVING SALE AND PROPOSED DISTRIBUTION OF NET SALES PROCEEDS -

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ORIGINAL

STOKES LAWRENCE, P.S.
1420 FIFTH AVENUE, SUITE 1000
SEATTLE, WASHINGTON 98101-2393
(206) 626-6000



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1 IT IS HEREBY ORDERED that the Receiver's Motion to Approve the Sale of the
2 Receivership Assets free and clear of liens is GRANTED, with the security interest of Columbia
3 State Bank to attach to the net sales proceeds.

4 IT IS FURTHER ORDERED that the sale of the Assets shall be free and clear of any and
5 all liens, to include without limitation all UCC liens and deeds of trust, and of all rights of
6 redemption and that any and all security interests and other liens encumbering the Assets shall
7 transfer and attach to the proceeds of the sales of the Assets, net of all reasonable expenses
8 incurred in the disposition of the Assets, including, without limitation, the fees earned by the
9 Receiver and his professionals, in the same order, priority, and validity as such liens had with
10 respect to the Assets immediately before the sale of the Assets;

11 IT IS FURTHER ORDERED that the sales of these Assets shall be considered orders of
12 sales by the Court in a mortgage, deed of trust, or lien foreclosure proceeding for purposes of
13 RCW 82.45.010(3)(i) and therefore the sales are exempt from real estate excise taxes;

14 IT IS FURTHER ORDERED that the closing and/or escrow agents for the sales of the
15 Assets are hereby authorized to remit payment of all typical and reasonable closing costs related
16 to such sales, including, without limitation, any and all applicable taxes, real estate broker
17 commissions of 6% of the purchase price to be paid to Paragon Real Estate Advisors, LLC as the
18 listing agent, title insurance premiums, utility connection fees, escrow fees, and recording fees,
19 and payment of any and all approved fees and costs of the Receiver and his professionals, and
20 payment to Columbia State Bank of all of the remaining funds upon reconveyance of its Deeds
21 of Trust in the real property.

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[PROPOSED] ORDER APPROVING SALE AND PROPOSED DISTRIBUTION OF NET SALES PROCEEDS -

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STOKES LAWRENCE, P.S.
1420 FIFTH AVENUE, SUITE 3000
SEATTLE, WASHINGTON 98101-2193
(206) 626-6000



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* Any claim for compensation for Mr. Nelson for
disputed employment is reserved.
DATED this _____ day of January, 2013.

2/1/13.

JUDGE

Presented by:

STOKES LAWRENCE, P.S.

By:

Thomas A. Lerner (WSBA #26769)

Attorneys for Terrence Benish

John S. Segal 17507

Michael De #40670

[PROPOSED] ORDER APPROVING SALE AND PROPOSED DISTRIBUTION OF NET SALES PROCEEDS -

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