



201303180261

Skagit County Auditor

3/18/2013 Page 1 of 12 1:53PM

**AFTER RECORDING MAIL TO:**

Virtu Cascade Meadows Owners, LLC  
Attn: Erik Reif  
5973 Avenida Encinas, Suite 220  
Carlsbad, CA 92008

**Document Title(s):**

Trustee's Quit Claim Deed

**Reference Document:**

N/A

**Grantor(s):**

Michael P. Klein, Trustee for Chapter 11 Bankruptcy Estate of In re Queen's Plate Development, Inc.  
Case Number 11-22090-TWDGrantee(s) / Beneficiary:

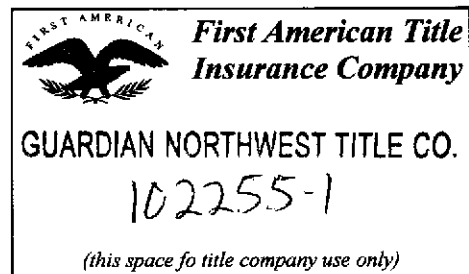
**Grantee(s):**

Virtu Cascade Meadows Owner, LLC, a Delaware limited liability company

**Abbreviated Legal Description as follows:**

All Units in Building Nos. 1, 2, 3, 4 and 5, inclusive and common areas, "Cascade Estates Condominium", as per Declaration Recorded in Skagit County under AFN 200706110219. As amended under 200711150015

**Assessor's Property Tax Parcel/Account Number(s):** 4930-001-0000 (see attached)



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UNZ

P126756, 4930-001-101-0000, P126757, 4930-001-102-0000, P126758, 4930-001-103-0000, P126759, 4930-001-104-0000, P126760, 4930-001-105-0000, P126761, 4930-001-106-0000, P126762, 4930-001-107-0000, P126763, 4930-001-108-0000, P126764, 4930-001-201-0000, P126765, 4930-001-202-0000, P126766, 4930-001-203-0000, P126767, 4930-001-204-0000, P126768, 4930-001-205-0000, P126769, 4930-001-206-0000, P126770, 4930-001-207-0000, P126771, 4930-001-208-0000, P126772, 4930-001-301-0000, P126773, 4930-001-302-0000, P126774, 4930-001-303-0000, P126775, 4930-001-304-0000, P126776, 4930-001-305-0000, P126777, 4930-001-306-0000, P126778, 4930-001-307-0000, P126779, 4930-001-308-0000, P126781, 4930-002-109-0000, P126782, 4930-002-110-0000, P126783, 4930-002-111-0000, P126784, 4930-002-112-0000, P126785, 4930-002-113-0000, P126786, 4930-002-114-0000, P126787, 4930-002-115-0000, P126788, 4930-002-116-0000, P126789, 4930-002-209-0000, P126790, 4930-002-210-0000, P126791, 4930-002-211-0000, P126792, 4930-002-212-0000, P126793, 4930-002-213-0000, P126794, 4930-002-214-0000, P126795, 4930-002-215-0000, P126796, 4930-002-216-0000, P126797, 4930-002-309-0000, P126798, 4930-002-310-0000, P126799, 4930-002-311-0000, P126800, 4930-002-312-0000, P126801, 4930-002-313-0000, P126802, 4930-002-314-0000, P126803, 4930-002-315-0000, P126804, 4930-002-316-0000, P126805, 4930-002-900-0000, P126806, 4930-002-900-0100, P126808, 4930-003-117-0000, P126809, 4930-003-118-0000, P126810, 4930-003-119-0000, P126811, 4930-003-120-0000, P126812, 4930-003-121-0000, P126813, 4930-003-122-0000, P126814, 4930-003-123-0000, P126815, 4930-003-124-0000, P126816, 4930-003-217-0000, P126817, 4930-003-218-0000, P126818, 4930-003-219-0000, P126819, 4930-003-220-0000, P126820, 4930-003-221-0000, P126821, 4930-003-222-0000, P126822, 4930-003-223-0000, P126823, 4930-003-224-0000, P126824, 4930-003-317-0000, P126825, 4930-003-318-0000, P126826, 4930-003-319-0000, P126827, 4930-003-320-0000, P126828, 4930-003-321-0000, P126829, 4930-003-322-0000, P126830, 4930-003-323-0000, P126831, 4930-003-324-0000, P126832, 4930-003-999-0000, P126833, 4930-003-999-0100, P126834, 4930-004-125-0000, P126835, 4930-004-126-0000, P126836, 4930-004-127-0000, P126837, 4930-004-128-0000, P126838, 4930-004-129-0000, P126839, 4930-004-130-0000, P126840, 4930-004-131-0000, P126841, 4930-004-132-0000, P126842, 4930-004-225-0000, P126843, 4930-004-226-0000, P126844, 4930-004-227-0000, P126845, 4930-004-228-0000, P126846, 4930-004-229-0000, P126847, 4930-004-230-0000, P126848, 4930-004-231-0000, P126849, 4930-004-232-0000, P126850, 4930-004-325-0000, P126851, 4930-004-326-0000, P126852, 4930-004-327-0000, P126853, 4930-004-328-0000, P126854, 4930-004-329-0000, P126855, 4930-004-330-0000, P126856, 4930-004-331-0000, P126857, 4930-004-332-0000, P126858, 4930-004-999-0000, P126859, 4930-005-234-0100, P126860, 4930-005-133-0000, P126861, 4930-005-233-0000, P126862, 4930-005-234-0000, P126863, 4930-005-999-0000, P126807, 4930-002-900-0200, P126780, 4930-001-999-0000



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## TRUSTEE'S QUIT CLAIM DEED

IN CONSIDERATION of ten dollars (\$10.00) and other valuable consideration, in hand paid, the Grantor herein, MICHAEL P. KLEIN, as the duly appointed, qualified and acting Trustee for the bankruptcy estate of Queen's Plate Development Inc. proceeding in the United States Bankruptcy Court for the Western District of Washington, at Seattle, Bankruptcy Case Number 11-22090, does hereby

GRANT, CONVEY AND QUIT CLAIM to Virtu Cascade Meadows Owner, LLC, an Arizona limited liability company, all of the Grantor's interest in the following described real estate, situated in the County of Snohomish, State of Washington, and legally described as follows:

See Exhibit A

Said interest is subject to any and all easements, covenants, restrictions, reservations, rights of way and zoning ordinances, if any, enforceable in law or equity.

This deed is issued pursuant to the Order Confirming Second Amended Plan and the Stipulated Order On Trustee's Motion to Approve Sale Free and Clear of Liens, to Pay Certain Lien Claims, Commissions, Closing Costs, Etc. of the United States Bankruptcy Court for the Western District of Washington at Seattle, entered in Bankruptcy Case Number 11-22090, copies of which is attached hereto and is hereby incorporated herein, this conveyance is made free and clear of all liens and encumbrances of record within the context of said Bankruptcy Case Number 11-22090.

This sale is "As Is" and "Where Is" and the Grantor makes no representations or warranties, express or implied, of any kind or nature regarding said property.

IN WITNESS WHEREOF, the undersigned hereto set his hand and seal this 15<sup>th</sup> day of March, 2013.

SKAGIT COUNTY WASHINGTON  
REAL ESTATE EXCISE TAX

2013897

MAR 18 2013

Amount Paid \$ 0  
Skagit Co. Treasurer  
By *mm* Deputy

*M Klein*  
Michael P. Klein, Trustee for the  
Bankruptcy Estate of Queen's Plate  
Development Inc., Case No. 11-10713

Trustee's Quit Claim Deed – Page 1 of 2



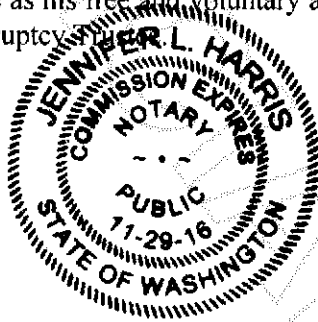
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STATE OF WASHINGTON )

) ss.

COUNTY OF KITSAP )

On 15<sup>th</sup> day of March, 2013, before me the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Michael P. Klein, to me known to be the individual described in and who executed the within instrument, and acknowledged that he signed and sealed the same as his free and voluntary act and deed, in accordance with his statutory duty as Bankruptcy Trustee.



*Jennifer L. Harris*  
NOTARY PUBLIC in and for the State

Of Washington, residing at Bainbridge Island

My commission expires: 11/29/16



**EXHIBIT 'A'**

**LEGAL DESCRIPTION:**

**PARCEL "X":**

ALL UNITS IN BUILDING NOS. 1 THROUGH 5, INCLUSIVE AND COMMON AREAS, "CASCADE ESTATES CONDOMINIUM", AS PER SURVEY MAP AND PLANS RECORDED JUNE 11, 2007, UNDER AUDITOR'S FILE NO. 200706110218 AND AMENDED BY INSTRUMENT RECORDED NOVEMBER 15, 2007 UNDER AUDITOR'S FILE NO. 200711150014; AND DESCRIBED IN THAT CERTAIN CONDOMINIUM DECLARATION RECORDED JUNE 11, 2007 UNDER AUDITOR'S FILE NO. 200706110219 AND AMENDED BY INSTRUMENT RECORDED NOVEMBER 15, 2007 UNDER AUDITOR'S FILE NO. 200711150015.

**PARCEL "Y":**

ALL THOSE PORTION OF THE FOLLOWING DESCRIBED PARCEL "Z", IF ANY, NOT INCORPORATED INTO THE LEGAL DESCRIPTION OF PARCEL "X" AS DESCRIBED ABOVE:

**PARCEL "Z":**

ALL THOSE PORTIONS OF PARCELS 4, 5, 6 AND 9 OF BINDING SITE PLAN NO. 2-95 OF CASCADE PLACE/CASCADE MEADOWS, APPROVED JANUARY 18, 1996 AND RECORDED JANUARY 18, 1996 AS AUDITOR'S FILE NO. 9601180033, IN VOLUME 12 OF SHORT PLATS, AT PAGES 66, 67 AND 68, MORE FULLY DESCRIBED AS PARCELS "A" AND "B" ON THAT CERTAIN DEED IN FAVOR OF QUEENS PLATE DEVELOPMENT, INC. RECORDED AS AUDITOR'S FILE NO. 200608280248;

TOGETHER WITH APPURTENANT RIGHTS OF ACCESS AS SET FORTH ON SAID BINDING SITE PLAN.



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Below is the Order of the Court.



**Timothy W. Dore**  
**U.S. Bankruptcy Court**  
(Dated as of Entered on Docket date above)

UNITED STATES BANKRUPTCY COURT FOR  
THE WESTERN DISTRICT OF WASHINGTON AT SEATTLE

IN RE: ) Chapter 11  
 ) CASE NO. 11-22090-TWD  
QUEEN'S PLATE DEVELOPMENT INC. )  
 ) ORDER CONFIRMING SECOND  
 ) AMENDED PLAN OF  
 ) REORGANIZATION  
 )  
 )  
 )  
 )  
 )  
 )  
 )

THIS MATTER came before the Court upon Chapter 11 Trustee's, Michael P. Klein ("Trustee"), Notice of (1) Hearing for Confirmation of Trustee's Plan of Reorganization and (2) Deadline for Objections and Submission of Ballots, for consideration of Trustee's Amended Plan of Reorganization <sup>219</sup> [Dkt. 244] (the "Plan"). The Court, having reviewed the Plan and the Report of Ballots [Dkt. 228], and no objections having been filed and deeming itself fully advised, finds and concludes as follows:

A. The Plan complies with the applicable provisions of the Chapter 11 of the Code;

ORDER CONFIRMING AMENDED PLAN  
OR REORGANIZATION

- 1

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1 B. The proponent of the Plan complies with the applicable provisions of the Code;

2 C. The Plan has been proposed in good faith and not by any means forbidden by law;

3 D. (1) Any payment made or promised by the proponent, by the debtor, or by any  
4 person issuing securities or acquiring property under the Plan, for services or for costs and expenses in,  
5 or in connection with, the case, or in connection with the Plan and incident to the case, have been  
6 disclosed to the Court; and

7  
8 (2) Any such payment made before confirmation of the Plan is reasonable; or if  
9 such payment is to be fixed after confirmation of the Plan, such payment is subject to the approval of the  
10 Court as reasonable;

11 E. Any regulatory commission with jurisdiction, after confirmation of the Plan, over the  
12 rates of the debtor has approved any rate change provided for in the Plan, or such rate change is  
13 expressly conditioned on such approval;

14 F. With respect to each class:

15  
16 (1) Each holder of a claim or interest of such class has accepted the Plan; or will  
17 receive or retain under the Plan on account of such claim or interest property of a value, as of the  
18 effective date of the Plan, that is not less than the amount that such holder would so receive or retain if  
19 the debtor were liquidated under Chapter 7; or

20  
21 (2) If section 1111(b)(2) of the Code applies to the claims of such class, each  
22 holder of a claim of such class will receive or retain under the Plan on account of such claim property of  
23 a value, as of the effective date of the Plan, that is not less than the value of such creditor's interest in the  
24 estate's interest in the property that secures such claims;

25  
26 G. With respect to each class, such class has either accepted the Plan, is not impaired under the  
27 Plan, or has not returned a ballot;

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1 H. As evidenced by the Report of Ballots, all classes returning ballots as to the Plan have  
2 voted to accept the Plan, and determined without including any acceptance of the Plan by an insider  
3 holding a claim of such class;

4 I. Confirmation of the Plan is not likely to be followed by the liquidation, or the need for  
5 further financial reorganization, of the debtor or any successor to the debtor under the Plan, unless such  
6 liquidation or reorganization is proposed in the Plan. NOW, THEREFORE, based on the foregoing, it is  
7 hereby ORDERED as follows:  
8

9 1. The Plan is hereby confirmed, subject to the terms of this Order.

10 2. Article IX is hereby deemed amended as follows:

11 (1) "Provided except as specifically provided in this Plan or in the Confirmation Order the  
12 distribution made to the various classes of creditors as provided for in this Plan shall be in full  
13 and complete satisfaction of their Allowed Claims and Allowed Interests, **but shall not act as a**  
14 **release of the liability of any third parties.**"

15 3. Article IV B. 1. is hereby deemed amended to add a new subsection (d) as follows:

16 (1) "The Plan shall have no effect on the ability of Chinatrust to foreclose on its other  
17 collateral for its loan that is owned by non debtors, described below, as long as there is a balance  
18 due under its Note. The additional collateral includes property owned at one time by Hutzpah  
19 Holdings, LLC consisting of acreage situated in Mohave County, Arizona. The Plan does not  
20 extinguish Chinatrust's right to pursue this collateral."  
21

22 4. The Trustee, within five (5) days following the entry of this Order, shall file an  
23 amended plan, denominated the "Second Amended Plan of Reorganization," that incorporates each of  
24 the changes and modifications set forth above.  
25  
26  
27

ORDER CONFIRMING AMENDED PLAN  
OR REORGANIZATION

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1 5. Following confirmation, the Trustee shall continue to operate the debtor pursuant to the Plan  
2 until such time as is necessary to effectuate the Plan and to administer the case.

3 ///End of Order///  
4

5 DATED this 9<sup>th</sup> day of January, 2013  
6

7 Presented by:

8 /s/ Jeffrey E. Foster

9 Jeffrey E. Foster, WSBA #31650

10 Attorney for Michael P. Klein, as Chapter 11 Trustee  
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ORDER CONFIRMING AMENDED PLAN  
OR REORGANIZATION

- 4

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Below is the Order of the Court.



**Timothy W. Dore**  
**U.S. Bankruptcy Court**  
(Dated as of Entered on Docket date above)

THE HONORABLE TIMOTHY W. DORE  
Chapter 11  
Hearing Location: Seattle  
Hearing Time: 11:00 a.m.  
Hearing Date: January 18, 2013  
Response Date: January 11, 2013

UNITED STATES BANKRUPTCY COURT FOR  
THE WESTERN DISTRICT OF WASHINGTON AT SEATTLE

IN RE:  
QUEEN'S PLATE DEVELOPMENT, INC.

) Chapter 11  
) CASE NO. 11-22090-TWD  
) ~~(PROPOSED)~~ ORDER ON TRUSTEE'S  
) MOTION TO APPROVE SALE FREE AND  
) CLEAR OF LIENS, TO PAY CERTAIN LIEN  
) CLAIMS, COMMISSIONS, CLOSING  
) COSTS, ETC.

Debtor.

This MATTER having come on for hearing upon the motion of the Chapter 11 trustee to sell a 97-unit apartment building located at 310, 320, 333, 340 and 360 Cascade Place, Burlington, WA 98233, commonly known as The Cascade Meadows Apartments ("Property") pursuant to the trustee's confirmed Chapter 11 plan of reorganization, and the Court being advised in the premises, and the first position lienholder, Chinatrust Bank ("Chinatrust"), having agreed to a short sale and to accepting less

ORDER ON TRUSTEE'S MOTION TO  
APPROVE SALE FREE AND CLEAR OF  
LIENS, TO PAY COMMISSIONS, CLOSING  
COSTS, ETC. . - 1 -

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1 than its secured claim, it is hereby

2 ORDERED as follows:

3 1. THAT Michael P. Klein as Chapter 11 Trustee for the estate of Queen's Plate Development Inc., is  
4 hereby authorized to sell the Property to: (1) Virtu Investments, LLC ("Buyer") and/or assigns for  
5 \$8,750,000.00 in cash at closing ("Cash Payment"), as set forth in the purchase and sale agreement and  
6 other sale agreements attached to the trustee's declaration; or (2) to such other individual or entity at a  
7 sale price and terms approved by Chinatrust.

8 2. THAT Michael P. Klein, as Chapter 11 Trustee, shall receive payment from the closing agent  
9 pursuant to 11 U.S.C. 506(c) in the amount of 2.0% of the purchase price, which shall be utilized to pay  
10 the IRS; the administrative claim of Steven Schneider; the administrative expenses of trustee's attorney  
11 and accountant; and the trustee's fee pursuant to 11 U.S.C. 326(a).

12 3. THAT this sale order shall be deemed an "instrument of transfer" pursuant to a confirmed Chapter 11  
13 plan of reorganization. As such no excise tax shall be paid in connection with this sale as authorized in  
14 11 U.S.C. 1146(a) and WAC 458-61A-207, respectively.

15 4. THAT the Property transferred to the Buyer free and clear of all liens and encumbrances pursuant to  
16 11 USC §§105(a) and 363(f), respectively.

17 5. THAT the Cash Payment shall constitute reasonably equivalent value and fair consideration under the  
18 Bankruptcy Code.

19 6. THAT in consideration of the Buyer remitting the Cash Payment, Chinatrust shall re-convey its first  
20 position deed of trust(s) but shall retain its right to obtain a deficiency judgment as an unsecured claim  
21 against the Debtor and/or any and all guarantors

22 7. THAT the sale of the Property is undertaken by the Buyer in good faith, as that term is used in 11  
23 USC 363(m). In the event of reversal or modification of this Order, such a reversal or modification shall  
24 not affect the validity of the Sale to the Buyer, unless such authorization is duly stayed pending such  
25 appeal based on the good faith protections set forth in 11 USC 363(m).

26 8. THAT the Trustee is authorized to take all actions required to close the sale, including but not limited  
27 to making adjustments or amendments necessary to close the transaction.

\\ End of Order \\

Presented By:

/s/ Jeffrey E. Foster

Jeffrey E. Foster, WSBA #31650

Attorney for Chapter 11 Trustee Michael P. Klein

ORDER ON TRUSTEE'S MOTION TO  
APPROVE SALE FREE AND CLEAR OF  
LIENS, TO PAY COMMISSIONS, CLOSING  
COSTS, ETC. - 2 -

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