

**WHEN RECORDED RETURN TO:**

Grocery Outlet Inc  
Attn: Janis M. Watt/ R.E. Paralegal  
2000 Fifth Street  
Berkeley, CA 94710-1918



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\$79.00  
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**DOCUMENT TITLE(S)**

**Memorandum of Lease**

**REFERENCE NUMBER(S) OF DOCUMENTS ASSIGNED OR RELEASED:**

N/A

**GRANTOR(S)/LANDLORD:**

1. RBB PROPERTIES, a partnership

**GRANTEE(S)/TENANT:**

2. GROCERY OUTLET INC., a California corporation

**ABBREVIATED LEGAL DESCRIPTION:**

S. half (S 1/2) of (NE 1/4) of the (SE 1/4) of Section 18 Township 34 N. Range (4) E. of Willamette Meridian.

Complete legal description on pages 6-8 attached.

**TAX PARCEL NUMBER(S):**

340418-0-113-0000  
340418-0-114-0009

## MEMORANDUM OF LEASE

THIS Memorandum of Lease ("Memorandum") is executed to be effective the 1st day of April, 2010, by and between **RBB PROPERTIES**, a partnership ("Landlord"), and **GROCERY OUTLET INC.**; a California corporation ("Tenant").

WITNESSETH:

Landlord hereby demises and leases to Tenant, and Tenant hereby takes and accepts from Landlord, that certain real property located in the City of Mt. Vernon, County of Skagit, State of Washington, located at 1333 Riverside Drive, Mt. Vernon, WA 98273, being approximately 19,950 square feet of leasable space, located on a portion of the Land as more particularly legally described in *Exhibit "A-1, A-2 and A-3"* attached hereto and incorporated herein by reference for all purposes, including all improvements situated thereon, the Premises being situated in a Shopping Center, TO HAVE AND TO HOLD the same for a primary term ending on or about April 14, 1994, currently extended to April 14, 2015, by Tenant election to exercise three (3) five (5) year options and one six (6) year option pursuant to the terms of the Lease, as amended (commencing as provided in the Lease described hereafter), with all extended terms, if any, recited in that certain CANNED FOODS, INC. LEASE dated February 24, 1989, as amended by Addendum to Lease dated August 1, 1990, Agreement for Exercise of Option dated January 14, 1994, Letter Agreement dated December 10, 1999, Letter Agreement last dated December 27, 2004, Second Lease Extension Agreement dated June 2, 2009 by and between Landlord and Tenant, or their respective predecessors-in-interest (collectively the "Lease"), to which reference is made for all purposes and of which it is intended hereby to give notice. The terms, provisions, covenants, conditions and agreements set forth in the Lease are by this reference incorporated herein.

This Memorandum shall inure to the benefit of, and be binding upon, the parties hereto and their respective heirs, representatives, successors and assigns.

THE FOREGOING IS INTENDED AS A SUMMARY ONLY TO PROVIDE NOTICE OF CERTAIN LEASE PROVISIONS, AND DOES NOT LIMIT OR OTHERWISE AFFECT THE FULL PROVISIONS OF THE LEASE.

[Signature Page Follows]



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IN WITNESS WHEREOF, Landlord and Tenant have executed this Memorandum to be effective as of the day and year first above written.

**LANDLORD:**

**RBB PROPERTIES,**  
a partnership

By:

Patricia M Romano

Name: PATRICIA M ROMANO

Its:

MANAGING PARTNER

Date Signed:

4-26-2010

**TENANT:**

**GROCERY OUTLET INC.,**  
a California corporation

By:

Michael Ward

Name: Michael Ward

Its:

Chief Financial Officer

Date Signed:

5/6/10



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**CERTIFICATE OF ACKNOWLEDGEMENT OF NOTARY PUBLIC**

STATE OF WA )

COUNTY OF King )

On 4/26/10, 2010 before me, Brenda T. Le, personally  
appeared Patricia M Romano, the Partner of **RBB PROPERTIES**, a partnership,  
who 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.

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

WITNESS my hand and official seal.

Signature Brenda T. Le (Seal)

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_, 2010 before me, \_\_\_\_\_, personally  
appeared \_\_\_\_\_, the \_\_\_\_\_ of [INSERT COMPANY AND TYPE  
OF ENTITY], who 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 executed the same  
in his authorized capacity, and that by his signature on the instrument the person, or the entity  
upon behalf of which the person acted, executed the instrument.

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

WITNESS my hand and official seal.

Signature \_\_\_\_\_ (Seal)



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**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT CERTIFICATE**

State of California                    )  
                                                  )ss.  
County of Alameda                    )

On May 5, 2010, before me, Janis M. Watt, Notary Public,  
personally appeared Michael Ward, 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.

Janis M. Watt

My Commission Expires: 7/21/11



(Place Notary Seal Above)

**Optional Document Information**

Certificate must be attached to the following document: Memorandum of Lease  
Store # 074

Capacity Claimed by Signer: Chief Financial Officer,  
Grocery Outlet Inc., a California corporation



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EXHIBIT A-1

The premises include the building at 1333 Riverside Drive, Mt. Vernon, Washington, 14,950 square feet of which will be occupied by Tenant, together with the non-exclusive right in common with Landlord and Landlord's other Tenants and parties to reciprocal easements on the property to use the common area and reciprocal easements.

The common area is the entire tax parcels, less the building leased herein. Landlord expressly reserves the right to withdraw from the common area a parcel not to exceed 20,000 square feet as described in the Lease at such time as Landlord may, in its sole discretion, determine.



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EXHIBIT A-2

A tract of land in the South Half (S1/2) of the Northeast Quarter (NE1/4) of the Southeast Quarter (SE1/4) of Section Eighteen (18), Township Thirty-four (34) North, Range Four (4) East of the Willamette Meridian, described as follows:

Beginning at a point on the East line of said subdivision, which point bears S 0°40'30" W a distance of 488.87 feet from the Northeast corner of said subdivision, and from which point the Southeast corner of said subdivision bears S 0°40'30" W a distance of 181.18 feet; thence N 89°15'04" a distance of 50.40 feet to the Southeast corner of Old Vacated Pay'N Pak Building and which point is the true point of beginning of this property description; thence N 0°44'59" E along the East side of said building a distance of 100.35 feet; thence N 89°17'25" W along the North side of said building a distance of 200.31 feet; thence S 0°42'43" W along the West side of said building a distance of 100.21 feet; thence S 89°15'04" E along the South side of said Old Vacated Pay'N Pak Building a distance of 200.24 feet to the true point of beginning of this property description and containing 20,083.46 Square Feet.

Situate in the County of Skagit, State of Washington.



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EXHIBIT A-3

A tract of land in the South Half (S1/2) of the Northeast Quarter (NE1/4) of the Southeast Quarter (SE1/4) of Section Eighteen (18), Township Thirty-four (34) North, Range Four (4) East of the Willamette Meridian, described as follows:

Beginning at a point on the East line of said subdivision, which point bears S 0°40'30" W, a distance of 256.23 feet from the Northeast corner of said subdivision, and from which point the Southeast corner of said subdivision bears S 0°40'30" W, a distance of 413.82 feet; thence N 89°53'10" W a distance of 419.88 feet; thence S 0°40'30" W a distance of 237.65 feet to a point on the North line of Parcel "B-1" of Short Plat No. MV-11-79; thence N 89°35'30" E along the North line of said Parcel "B-1" a distance of 419.95 feet to a point on the East line of said subdivision; thence N 0°40'30" E along the East line of said subdivision a distance of 233.82 feet to the point of beginning, EXCEPT the East 30 feet as highway and SUBJECT TO:

1. Easement for transmission line as per the provisions of an easement recorded in the office of the Auditor of Skagit County, Washington, on March 27, 1946, under Auditor's File No. 390,035.
2. Easement for a strip of land seven (7) feet wide as granted to the State of Washington by instrument dated August 26, 1947, and recorded in the office of the Auditor of Skagit County, Washington under Auditor's File No. 410,370.
3. An Easement for sewer purposes created by an instrument dated March 29, 1959, and recorded in the office of the Auditor of Skagit County, Washington, under Auditor's File No. 582,567.
4. A right to withdraw ground water as provided by a State Certificate dated December 5, 1951, to Elmer Harris, recorded under Auditor's File No. 469,073, Skagit County, Washington.
5. And any other additional easements and reservations of record.

Situate in the County of Skagit, State of Washington.



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