



201403070065

Skagit County Auditor

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After Recording Mail To:

U.S. Bank National Association
111 SW Fifth Ave, Suite 400
Portland, OR 97204
Attention: Andrea Hall

CHICAGO TITLE
620619723

ACCOMMODATION RECORDING

Document Title(s) (or transactions contained therein):	
1. First Amendment to Deed of Trust	Chicago Title has placed this document for recording as a customer courtesy and accepts no liability for its accuracy or validity
2.	
3.	
Reference Number(s) of Documents amended: (on page ___ of documents(s)) 201310100069	
Grantor(s) (Last name first, then first name and initials):	
1. COASTAL FARM REAL ESTATE, INC., an Oregon corporation	
2. <input type="checkbox"/> Additional names on page ___ of document.	
Grantee(s) (Last name first, then first name and initials):	
1. U.S. BANK NATIONAL ASSOCIATION (Beneficiary)	
2. U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION (Trustee)	
3. <input type="checkbox"/> Additional names on page ___ of document.	
Legal description (abbreviated: i.e. lot, block, plat or section, township, range) PTN NE, 18-34-04	
<input type="checkbox"/> Full legal is on Exhibit A	
Assessor's Property Tax Parcel/Account Number P107489/8005-000-003-0002, P107490/8005-000-003-0100 and P107491/8005-000-003-0201	

FIRST AMENDMENT TO DEED OF TRUST

This First Amendment to Deed of Trust (this "Amendment"), dated as of February 28, 2014, is made with respect to that certain Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing made on or about October 10, 2013, and recorded October 10, 2013, under Skagit County Recording No. 201310100069 (as amended from time to time, the "Deed of Trust"), granted by COASTAL FARM REAL ESTATE, INC., an Oregon corporation, as Grantor, for the benefit of U.S. BANK NATIONAL ASSOCIATION, as Beneficiary. As used herein, capitalized terms shall have the meanings given to them in the Deed of Trust, except as otherwise defined herein, or as the context otherwise requires.

AGREEMENT

IT IS HEREBY AGREED AS FOLLOWS:

1. The Deed of Trust is hereby amended to reflect that the Credit Agreement has been amended and restated in its entirety by that certain Amended and Restated Credit Agreement of even date herewith among Borrower, the Loan Parties, and Beneficiary, whereby among other things, Beneficiary terminated the \$5,000,000 revolving loan and made a new term loan to Borrower under the Note (as defined below) in the amount \$25,000,000.00, and such term loan shall be deemed a Secured Obligation under the Deed of Trust.

2. Section 1 of the section of the Deed of Trust titled "TO SECURE THE FOLLOWING ("Secured Obligations") is hereby amended in its entirety to read as follows:

(1) Payment of the sum of (a) TWENTY EIGHT MILLION and NO/100 (\$28,000,000.00), according to the terms and provisions of a promissory note of even date herewith, made by Borrower and payable to Beneficiary and (b) TWENTY FIVE MILLION and NO/100 (\$25,000,000.00), with interest thereon, according to the terms and provisions of a promissory note dated as of February 28, 2014, made by Borrower and payable to Beneficiary (each individually and collectively referred to as, the "Note").

3. Except as provided herein, the Deed of Trust remains unmodified and the parties ratify and confirm all terms, covenants and provisions thereof.

4. This Amendment may be executed in one or more counterparts, each of which shall constitute an original agreement, but all of which together shall constitute one and the same agreement.

[SIGNATURE PAGE FOLLOWS]



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IN WITNESS WHEREOF, Grantor and Beneficiary have executed this Amendment
as of the date first above written.

"Grantor"

COASTAL FARM REAL ESTATE, INC.,
an Oregon corporation

By: Bruce G. Wheeler, President
Bruce G. Wheeler, President

"Beneficiary"

U.S. BANK NATIONAL ASSOCIATION

By: Andrea M. Hall
Name: ANDREA HALL
Title: VICE PRESIDENT

[SIGNATURE PAGE TO FIRST AMENDMENT TO DEED OF TRUST (Mt. Vernon, WA)]



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STATE OF OREGON)

COUNTY OF Lincoln) ss.

I certify that I know or have satisfactory evidence that Bruce G. Wheeler is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the President of COASTAL FARM REAL ESTATE, INC., an Oregon corporation, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 2-26, 2014.



Amanda A. Peaslee
(Signature of Notary)

Amanda A. Peaslee
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State of Oregon, residing at: Aubrey, OR
My appointment expires: 3-9-17

[SIGNATURE PAGE TO FIRST AMENDMENT TO DEED OF TRUST (Mt. Vernon, WA)]



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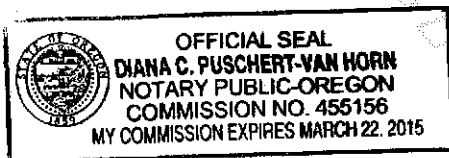
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STATE OF OREGON)
) ss.
COUNTY OF Multnomah)

I certify that I know or have satisfactory evidence Andrea M. Hall is the person who appeared before me, and said person acknowledged that such person signed this instrument, on oath stated that such person was authorized to execute the instrument, and acknowledged it as the Vice President of U.S. BANK NATIONAL ASSOCIATION, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: February 26, 2014.



Diana C. Puschert-Van Horn
(Signature of Notary)

DIANA C PUSCHERT-VAN HORN
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State of
OREGON, residing at: PORTLAND
My appointment expires: MARCH 22, 2015

[SIGNATURE PAGE TO FIRST AMENDMENT TO DEED OF TRUST (Mt. Vernon, WA)]



EXHIBIT A

LEGAL DESCRIPTION

The Land is located in Skagit County, Washington and is legally described as follows:

Those portions of the Northeast Quarter of the Northeast Quarter and the Southeast Quarter of the Northeast Quarter of Section 18, Township 34 North, Range 4 East of the Willamette Meridian, also being portions of Lots 3A, 3B, and 3C of that certain Plat of City of Mount Vernon Binding Site Plan No. MV 1-4 BSP, recorded in Volume 11 of Short Plats, pages 77 through 81, under Auditor's File No. 9405310129, records of Skagit County, Washington, being more particularly described as follows:

Commencing at the East Quarter corner of Section 18 as shown on said plat; Thence along the East-West centerline of Section 18, South $90^{\circ}00'00''$ West, 1,332.45 feet to the East center 1/16th corner; Thence along the North-South centerline of the Northeast Quarter of Section 18, North $00^{\circ}20'56''$ West 1,657.73 feet to the North line of the South 330 feet of the Northeast Quarter of the Northeast Quarter of Section 18, said point being the true point of beginning and the Northwest corner of Lot 3C of City of Mount Vernon Binding Site Plan No. MV 1-94 BSP; Thence along the boundaries of Lot 3C the following courses:

South $89^{\circ}50'52''$ East 660.91 feet;

Thence South $00^{\circ}24'07''$ East 124.90 feet to the Westerly line of Market Street;

Thence along the Westerly line of Market Street South $35^{\circ}08'11''$ West 87.55 feet to a point of curvature;

Thence Southerly 101.79 feet along the arc of a 210.00 foot radius curve, concave to Southeast, through a central angle of $27^{\circ}46'18''$;

Thence leaving said Westerly line North $90^{\circ}00'00''$ West 573.09 feet to the Easterly right-of-way of Interstate highway 5, being also the Northwest corner of Lot 3B of City of Mount Vernon Binding Site Plan No. MV 1-94 BSP;

Thence along said Easterly said right-of-way North $00^{\circ}20'56''$ West to the point of beginning;



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UNZ
ALSO beginning at the Northwest corner of Lot 3B described above, said point being the true point of beginning of Lot 3B; Thence along the boundaries of said Lot 3B the following courses:

South 90°00'00" East 573.09 feet to the West line of Market Street;

Thence along the West line of Market Street Southerly 28.47 feet along the arc of a 210.00 foot radius curve, concave to the East with a radial bearing of South 82°38'07" East, through a central angle of 07°46'00" to a point of tangency;

Thence South 00°24'07" East 303.20 feet;

Thence leaving said Westerly line of Market Street North 90°00'00" West 562.72 feet to the Easterly right-of-way of Interstate Highway 5, being also the Northwest corner of Lot 3A of City of Mount Vernon Binding Site Plan No. MV 1-94 BSP;

Thence along said Easterly right-of-way North 09°48'40" West 53.25 feet to an angle point;

Thence North 00°20'56" West 279.13 feet to the point of beginning;

ALSO beginning at the Northwest corner of Lot 3A described above, said point being the true point of beginning of Lot 3A;

Thence along the boundaries of said Lot 3A the following courses:

South 90°00'00" East 562.72 feet to the West line of Market Street;

Thence along the West line of Market Street South 00°24'07" East 353.93 feet;

Thence leaving said West line of Market Street North 90°00'00" West 504.00 feet to the Easterly right-of-way of Interstate Highway 5;

Thence along said Easterly right-of-way North 09°48'40" West 359.17 feet to the point of beginning;

EXCEPT that portion of Lot 3A, City of Mount Vernon Binding Site Plan No. MV 1-94 BSP, described as follows:

Beginning at the Southeast corner of said Lot 3A;

Thence West 504.00 feet along the South line thereof to the Westerly line of said Lot 3A;



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Thence North 09°48'40" West 36.04 feet along said Westerly line;

Thence South 89°50'52" East 207.04 feet;

Thence South 00°09'08" West 5.00 feet;

Thence South 89°50'52" East 214.76 feet;

Thence North 00°09'08" East 40.35 feet;

Thence North 89°56'35" East 87.76 feet to the East line of said Lot 3A;

Thence South 00°24'07" East 69.83 feet along said East line to the point of beginning.

Situated in Skagit County, Washington



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