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Skagit County Auditor

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RECORDING REQUESTED BY AND WHEN RECORDED MAIL TO:

Laura Minton Breckenridge
Furlong-Buller Attorneys
825 Cleveland Avenue
Mount Vernon Washington 98273

(Space above this line is for Recorder's use)

LAND TITLE OF SKAGIT COUNTY

144181-00

BILL OF SALE

The information contained in this boxed section is for recording purposes only pursuant to RCW 356.18 and RCW 65.04, and is not to be relied upon for any other purpose, and shall not affect the intent of or any warranty contained in the document itself.

Grantors: GILBERTSON LAND COMPANY, LLC, a Washington limited liability company and BIG LAKE SAND & GRAVEL, LLC, a Washington limited liability company

Grantee: SKAGIT AGGREGATES, LLC, a Washington limited liability company

Reference Number(s) of Documents Assigned or Released: N/A

Abbreviated Legal Description: Ptn SE 1/4 of NW 1/4 & SW 1/4, 17-33-5 E & Ptn SE 1/4 of SE 1/4, 18-33-5 E WM

Complete or Additional Legal Description on Exhibit A of Document, pages 4 and 5

Assessor's Parcel Number(s): 330517-2-010-0001/P18117 and 330517-2-010-0100/P124373

UNRECORDED DOCUMENT

BILL OF SALE

THIS BILL OF SALE is executed and delivered of the 10th day of June, 2014, by GILBERTSON LAND COMPANY, LLC, a Washington limited liability company ("Gilbertson") and BIG LAKE SAND & GRAVEL, LLC, a Washington limited liability company ("Big Lake") (Gilbertson and Big Lake collectively "Seller"), to SKAGIT AGGREGATES, LLC, a Washington limited liability company ("Purchaser").

RECITALS

A. Seller and Purchaser are parties to the Real Estate Purchase and Sale Agreement dated March 13, 2014 ("Agreement") pursuant to which Purchaser is acquiring certain of Seller's assets as defined in Recital B below.

B. Contemporaneously with the execution and delivery of this Bill of Sale, Gilbertson has conveyed to Purchaser by Statutory Warranty Deed its fee simple interest in the real property more particularly described in **Exhibit A** ("Real Property") attached hereto and incorporated herein by reference. With this Bill of Sale Seller shall grant, convey, transfer and assign to Purchaser all of Seller's rights and interests, together with all improvements owned by Seller on, connected or arising out of the Real Property and all rights associated therewith, including but not limited to the March 4, 2004 sand and gravel limited processing permit, August 16, 2006 special use permit from Skagit County to mine gravel on the 40 acre site, August 31, 2006 grading permit for excavation and construction of an access road, June 23, 2006 Department of Natural Resources surface mine reclamation permit, Permit No. 13071 and the August 4, 2010 Department of Ecology sand and gravel permit, Permit No. 50-3370, together with any and all governmental licenses, development rights, oil, mining and resource rights and permits, timber rights and permits, plans, maps, licenses, permits, certificates and approvals, and any prepaid fees, credits or entitlements relating to the Real Property owned or controlled by Seller, and any and all existing warranties held by Seller from third parties with respect to the Real Property that are subject to being assigned (collectively the "Assets") described in **Exhibit B** attached hereto and incorporated herein by this reference.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Seller, Seller agrees as follows:

1. Sale and Conveyance. Seller hereby sells, transfers and conveys the Assets to Purchaser, its successors and assigns, free of any encumbrance or lien. The parties acknowledge and agree that the Assets are fully capable of being transferred and are in full force and effect. The parties further acknowledge and agree the representations, warranties, covenants, agreements and indemnities contained in the Purchase Agreement shall not be superseded by this Bill of Sale, but shall remain in full force and effect to the full extent provided herein.

2. Governing Law. This Bill of Sale shall be construed and enforced in accordance with and governed by the laws of the State of Washington.



3. Binding Effect. This Bill of Sale shall be binding upon and inure to the benefit of Purchaser and Seller and their respective heirs, executors, personal representatives, successors and assigns.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed as of the day and year first above written.

GILBERTSON LAND COMPANY, LLC,
a Washington limited liability company

By: Traci Gilbertson, Managing Member
Traci Gilbertson, Managing Member
Member

BIG LAKE SAND & GRAVEL, LLC,
a Washington limited liability company

By: Traci Gilbertson, Managing Member
Traci Gilbertson, Managing Member
Member

STATE OF WASHINGTON)
) ss.
COUNTY OF SKAGIT)

On this 10th day of June, 2014 before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Traci Gilbertson, Managing Member of Gilbertson Land Company, LLC, a Washington limited liability company, and Managing Member of Big Lake Sand & Gravel, LLC, a Washington limited liability company, the companies that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said companies, for the uses and purposes therein mentioned, and on oath stated that she is authorized to execute the said instrument,

Witness my hand and official seal hereto affixed the say and year first above written.



Karen Ashley
Printed Name: Karen Ashley
Notary Public in and for the State of Washington
Residing at Sedro-Woolley
My Commission Expires: 9/11/2014



EXHIBIT A
TO
BILL OF SALE

LEGAL DESCRIPTION

Schedule "A-1"

144181-OE

DESCRIPTION:

PARCEL "A":

That portion of the Southeast $\frac{1}{4}$ of the Northwest $\frac{1}{4}$; the North $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ and the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$, Section 17, Township 33 North, Range 5 East, W.M., lying Easterly of the Northern Pacific Railway Co. right-of-way as relocated as per decree entered June 30, 1913, in Skagit County Superior Court Cause No. 6944,

EXCEPT any portion thereof lying within a tract of land as conveyed to School District No. 67, by deed recorded July 20, 1914, in Volume 97 of Deeds, page 272, records of said County,

EXCEPT County road and railroads,

EXCEPT that portion described as follows:

Beginning at the West $\frac{1}{4}$ corner of said Section 17;
thence along the East-West center of Section line, South $88^{\circ}21'21''$ East, 1,348.91 feet to the center-West $1/16^{\text{th}}$ corner;
thence along the West $1/16^{\text{th}}$ line South $01^{\circ}59'07''$ West 866.45 feet to the Southeasterly margin of the abandoned Northern Pacific Railroad Company right of way, as relocated per Decree entered June 30, 1913 in Skagit County Superior Court Cause No. 6944, being the point of beginning, said point being on a curve from which the radius point bears North $37^{\circ}24'14''$ West 4,575.00 feet;
thence Northeasterly along said margin and curve through a central angle of $01^{\circ}28'35''$ a distance of 117.89 feet;
thence on a radial bearing South $38^{\circ}52'49''$ East 75.00 feet;
thence parallel to and 75.00 feet Southeasterly from said margin along a curve from which the radius bears North $38^{\circ}52'49''$ West 4,650.00 feet;
thence Southwesterly along said curve through a central angle of $02^{\circ}48'23''$ a distance of 227.76 feet;
thence on a radial bearing North $36^{\circ}04'26''$ West 75.00 feet to said margin being a point on a curve from which the radius point bears North $36^{\circ}04'26''$ West 4,575.00 feet;
thence Northeasterly along said curve through a central angle of $01^{\circ}19'48''$ a distance of 106.20 feet to the point of beginning.

Situate in the County of Skagit, State of Washington.

PARCEL "B":

That portion of the Southeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$, Section 18, Township 33 North, Range 5 East, W.M., lying Easterly of the Northern Pacific Railway Co., right of way as relocated as per decree entered June 13, 1913, in Skagit County Superior Court Cause No. 6944,

EXCEPT that portion conveyed to the State of Washington by instrument recorded September 6, 1938 in Volume 175 of Deeds, page 303.

Situate in the County of Skagit, State of Washington.



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DESCRIPTION CONTINUED:

PARCEL "C":

A non-exclusive easement for ingress, egress, slope and utilities over, under and across that portion of the Northern Pacific Railway Company's abandoned right of way, as relocated per Decree entered June 13, 1913, in Skagit County Superior Court Cause No. 6944, within the Southeast ¼ of Section 18, Township 33 North, Range 5 East, W.M., Skagit County, and described as follows:

Beginning at a concrete monument marking the Southeast corner of said Section 18;
thence along the South line thereof; North 88°47'35" West 173.97 feet to the Easterly margin of said Northern Pacific Railway Company right of way;
thence along said Easterly margin North 11°45'21" East 50.21 feet to the point of beginning;
thence continuing along said Easterly margin North 11°45'21" East 124.35 feet to a point of curvature concave to the Southeast from which the radius point bears South 78°14'39" East 1,780.00 feet;
thence Northeasterly along said curve 26.78 feet through a central angle of 00°51'43";
thence South 85°51'53" West 27.70 feet;
thence North 22°38'48" West 32.23 feet;
thence North 14°27'50" East 102.30 feet;
thence North 16°14'26" East 93.97 feet;
thence North 28°47'09" West 17.22 feet;
thence South 86°57'28" West 26.70 feet to the Easterly right of way margin of State Route 9, as originally deeded to Skagit County by Deed recorded December 17, 1915, under Auditor's File No. 111152, from which the centerline of said right of way measures 30.00 feet;
thence along said Easterly margin South 22°59'25" West 86.41 feet;
thence continuing along said Easterly margin South 06°56'25" West 265.20 feet;
thence North 78°55'47" East 69.48 feet to the point of beginning.

Situate in the County of Skagit, State of Washington.



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**EXHIBIT B
TO
BILL OF SALE**

ASSETS

All property rights owned by Seller and used in connection with the ownership, operation, use and maintenance of the Real Property as described in **Exhibit A**, including, but not limited to:

1. Sand and gravel limited processing – Skagit County Permit No. PL04-0107 approved March 4, 2004;
2. Special use to mine gravel on a 40 acre site – Skagit County Permit No. PL05-0571 approved August 16, 2006;
3. Excavation for access road construction – Skagit County Permit No. BP06-0641 approved August 31, 2006;
4. Surface Mining Reclamation Permit – Washington State Department of Natural Resources Permit No. 70-013071 issued June 23, 2006; and
5. Sand and Gravel General Permit – Washington State Department of Ecology Permit No. WAG 50-3370 issued August 4, 2010.

Together with any and all governmental licenses, development rights, oil, mining and resource rights and permits, timber rights and permits, plans, maps, licenses, permits, certificates and approvals, and any prepaid fees, credits or entitlements relating to the Real Property owned or controlled by Seller, and any and all existing warranties held by Seller from third parties with respect to the Assets and/or the Real Property that are subject to being assigned.



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