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Skagit County Auditor

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2/14/2017 Page

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Return to: ND7S 1002-89228
Republic Title of Texas, Inc.
2626 Howell Street, 10th Floor
Dallas Texas 75204

DOCUMENT PREPARED BY:

Harbor Freight Tools
Legal Department
26541 Agoura Road
Calabasas, California 91302
Attention: Real Estate Paralegal

APN: 340417-2-008-0005

(Space above for Recorder's Use)

17-34-4

AMENDED AND RESTATED MEMORANDUM OF LEASE

This Amended and Restated Memorandum of Lease dated as of the 28th day of January, 2017 is made and entered into by and between HINTON FAMILY, LLC, a Washington limited liability company and GREGORY T. HINTON as his separate property with an address at 18105 NE 23rd St Redmond WA 98052 (jointly and severally "Landlord"), and HARBOR FREIGHT TOOLS USA, INC., a Delaware corporation, with an address at 26541 Agoura Road, Calabasas, California 91302 ("Tenant").

RECITALS

WHEREAS, Landlord and Tenant are parties to that certain lease, effective as of March 28, 2016 (the "Existing Lease"), whereby Landlord has agreed to lease to Tenant the "Original Lease Premises" (as hereinafter defined);

WHEREAS, Landlord and Tenant are parties to that certain Memorandum of Lease, dated as of March 28, 2016, which is recorded under Auditor's File No. 201604110124, records of Skagit County, Washington (the "Memorandum of Lease");

WHEREAS, Landlord and Tenant have entered into that certain unrecorded lease of even date herewith (the "Lease"), whereby Landlord and Tenant have agreed to terminate the Existing Lease and enter into and record this Amended and Restated Memorandum of Lease;

NOW, THEREFORE, Landlord and Tenant hereby agree that the Memorandum of Lease shall be amended and restated as follows:

Pursuant to the Lease, Landlord and Tenant hereby acknowledge and affirm that:

1. Landlord hereby leases to Tenant, and Tenant hereby leases from Landlord, upon all of the terms and subject to all of the conditions set forth in the Lease, an approximately 1.66 acre portion (the "Ground Lease Premises") of that certain real property containing approximately three (3) acres, and located at 2400 Riverside Drive, City of Mt. Vernon, County of Skagit, State of Washington, 98723, which real property is more particularly and legally described on Exhibit "A" attached hereto

2. The term of the Lease is for a period of five (5) Lease Years (as defined in Paragraph 2 of the Lease), commencing on the Rent Commencement Date as described in the Lease and terminating on the last day of the fifth (5th) full Lease Year, unless sooner terminated or extended pursuant to the terms of the Lease.

3. Tenant has five (5) successive options, each of which entitles Tenant at its election to extend the then current Term for an additional period of five (5) years per Option Term, subject to all of the provisions of the Lease.

4. The Ground Lease Premises may be used as a retail store selling tools, hardware, electronic goods, and related items and accessories (including, without limitation, automotive and motorcycle accessories and supplies, engines and generators, garage and machinery equipment and accessories, lawn and garden accessories and supplies, welding equipment and accessories, and material handling equipment, parts and supplies), seasonal merchandise, and/or for the sale of any other lawful products and/or services. In no event shall Tenant use the Ground Lease Premises for any prohibited use listed in Exhibit "G" attached to the Lease.

5. Landlord and Tenant further acknowledge and affirm that this Amended and Restated Memorandum of Lease is not a complete summary of the Lease. Accordingly, Landlord and Tenant hereby agree that this Amended and Restated Memorandum of Lease shall not be used in interpreting the Lease provisions and that, in the event of conflict between this Amended and Restated Memorandum of Lease and the Lease, the Lease shall control.

6. At such time as the Ground Lease Premises and the Remainder Premises (as defined in the Lease) become separate legal lots, (a) the owners, tenants and occupants of the Ground Lease Premises shall have a non-exclusive easement upon, over, across and through the Remainder Premises for ingress and egress by vehicular and pedestrian traffic, and (b) the owners, tenants and occupants of the Remainder Premises shall have a non-exclusive easement upon, over, across and through the Ground Lease Premises, for ingress and egress by vehicular and pedestrian traffic.

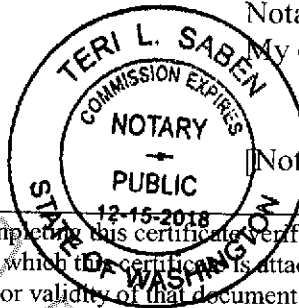
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SIGNATURES APPEAR ON FOLLOWING PAGES**

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LANDLORD:

HINTON FAMILY, LLC,
a Washington limited liability company

By: [Signature]
Name: Susank Hinton
Title: mgr



Notary Public Teri Saben
My commission expires: 12/15/18

[Notary Seal]

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF WA)
COUNTY OF Skagit) ss.

On 1/20, 2017, before me, Teri Saben, a Notary Public, personally appeared Susank Hinton, 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 WA that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

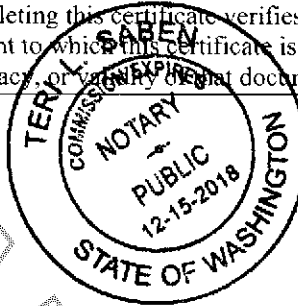
LANDLORD:

GREGORY T. HINTON, as his separate property

Notary Public Teri Saben
My commission expires: 12/15/18

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF WA
COUNTY OF Skagit) ss.



On 1/20, 2017, before me, Teri Saben, a Notary Public, personally appeared GREGORY T. HINTON 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 WA that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Teri Saben
Signature of Notary Public

EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL "A":

That portion of the Northwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 17, Township 34 North, Range 4 East W.M., lying Southerly of the County Road along the North line thereof, lying Easterly of Old Highway 99 along the West line thereof, lying Northerly of a 60 foot strip conveyed to the City of Mount Vernon by deed dated July 3, 1959 and recorded July 10, 1959, as Auditor's File No. 582951 and lying Westerly of the West line (and Southerly extension of said West line) of a Tract conveyed to Keith S. Johnson, et al, by deed dated October 9, 1957 and recorded October 15, 1957, under Auditor's File No. 557246, records of Skagit County, Washington.

EXCEPT that portion deeded to the City of Mount Vernon by deed recorded under Auditor's File No. 8511050003.

Situate in the City of Mount Vernon, County of Skagit, State of Washington.

PARCEL "B":

A strip of land 10 feet in width lying Easterly of and adjacent to the East line of that certain tract in the Northwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 17, Township 34 North, Range 4 East, W.M., conveyed to Hinton Oldsmobile - G.M.C. Truck, Inc., a corporation, by deed dated May 28, 1968, recorded June 3, 1968, under Auditor's File No. 714268.

EXCEPTING from Parcels "A" and "B" above described, those portions deeded to the City of Mount Vernon by instrument recorded March 28, 2008, under Auditor's File No. 200803280001, records of Skagit County, Washington.

Situate in the City of Mount Vernon, County of Skagit, State of Washington.

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