

Document Title:

First Amendment to Deed of Trust, Assignment of Leases and Rents, Security Agreement and
Fixture Filing

Reference Number : 202011160126

Grantor(s):

☐ additional grantor names on page ____.

1. Getaway Mount Vernon, LLC

2.

Grantee(s):

☐ additional grantee names on page ____.

1. SPT CA Fundings 2, LLC

2. Guardian Northwest Title & Escrow Company

Abbreviated legal description:

☐ full legal on page(s) 9 ____.

NE 1/4 of SW 1/4, 19-33-5 E. WM, Skagit County, Washington
Ptn Govt Lot 5; Sec 19, Twp 33, Rge 5
Lot 9 Plat of Lake McMurray Estates

Assessor Parcel / Tax ID Number:

☐ additional tax parcel number(s) on page ____.

300519-3-001-0032; 300519-4-001-0220; 300519-0-007-0008; 4655-000-009-0000

RETURN NAME and ADDRESS:

Sidley Austin LLP
787 Seventh Avenue
New York, New York 10019
Attn: Alan S. Weil, Esq.

**FIRST AMENDMENT TO DEED OF TRUST, ASSIGNMENT OF
LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE
FILING**

GRANTOR:

1. GETAWAY MOUNT VERNON, LLC, Delaware limited liability company (as Grantor/Borrower)

GRANTEE:

1. SPT CA FUNDINGS 2, LLC, a Delaware limited liability company (as Beneficiary/Lender)
2. GUARDIAN NORTHWEST TITLE & ESCROW COMPANY, a Washington corporation, as Trustee

LEGAL DESCRIPTION, ASSESSOR'S PROPERTY TAX PARCEL ACCOUNT NUMBERS:

(Skagit County, Washington)

See Exhibit A for full legal descriptions

Tax Parcel Number	Abbreviated Legal Description
300519-3-001-0032	NE ¼ of SW ¼, 19-33-5 E. WM, Skagit County, Washington
300519-4-001-0220	
300519-0-007-0008	Ptn Govt Lot 5; Sec 19, Twp 33, Rge 5
4655-000-009-0000	Lot 9 Plat of Lake McMurray Estates

Re: Skagit County Auditor's File No. 202011160126

PREPARED BY AND UPON
RECORDATION RETURN TO:

Sidley Austin LLP
787 Seventh Avenue
New York, New York 10019
Attn: Alan S. Weil, Esq.

**FIRST AMENDMENT TO DEED OF TRUST,
ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE
FILING**

GETAWAY MOUNT VERNON, LLC,
a Delaware limited liability company,
as trustor

To

GUARDIAN NORTHWEST TITLE & ESCROW COMPANY,
as trustee

for the benefit of

SPT CA FUNDINGS 2, LLC,
a Delaware limited liability company,
as beneficiary

Dated: March 30, 2022

Location(s): 21700 & 21802 State Route 9 and 21986 McMurray Shore Drive, Mount Vernon,
Washington

**THIS INSTRUMENT IS A FINANCING STATEMENT FILED AS A FIXTURE FILING UNDER THE REVISED
CODE OF WASHINGTON COVERING ALL GOODS AS PROVIDED IN GRANTING CLAUSES WHICH ARE OR
SHALL BECOME FIXTURES RELATED TO THE PREMISES DESCRIBED HEREIN AND IS TO BE RECORDED
IN THE REAL ESTATE RECORDS AS A FIXTURE FILING. NOTICE IS HEREBY GIVEN THAT THIS DEED OF
TRUST SECURES OBLIGATORY ADVANCES AND IS FOR COMMERCIAL PURPOSES.**

**FIRST AMENDMENT TO DEED OF TRUST, ASSIGNMENT OF LEASES AND
RENTS, SECURITY AGREEMENT, AND FIXTURE FILING**

THIS FIRST AMENDMENT TO DEED OF TRUST, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT, AND FIXTURE FILING (this "**Amendment**") is made as of this 30th day of March, 2022, by and between **GETAWAY MOUNT VERNON, LLC**, a Delaware limited liability company, having its principal place of business at c/o Getaway House, Inc., 147 Prince Street, Brooklyn, NY 11201, as grantor ("**Grantor**"), and **SPT CA FUNDINGS 2, LLC**, a Delaware limited liability company, having an address at c/o Starwood Property Trust, Inc., 591 W. Putnam Avenue, Greenwich, Connecticut 06830, as grantee ("**Lender**").

RECITALS

A. The entities listed on Exhibit B attached hereto, each a Delaware limited liability company (together with each New Borrower (as defined in the Loan Agreement), individually and collectively as the context may require, "**Borrower**"), have obtained a loan in the maximum principal amount of \$99,000,000.00 (the "**Loan**") from Lender, which Loan, prior to the date hereof, was governed by that certain Loan Agreement, dated as of February 28, 2020 (the "**Original Closing Date**"), between Lender and each entity comprising Borrower identified on Exhibit B attached hereto as an "Original Borrower" (the "**Original Loan Agreement**").

B. As a Borrower under the Loan, Grantor has granted to Guardian Northwest Title & Escrow Company, a Washington corporation, as trustee, for the benefit of Lender, that certain Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing dated as of November 13, 2020 and filed of record on November 16, 2020, with Skagit County Recording Office as Instrument No. 202011160126 (the "**Original Deed of Trust**"). A legal description of the land encumbered by the Original Deed of Trust is attached hereto as Exhibit A.

C. Pursuant to a series of Omnibus Joinder and Modification Agreements, each entity comprising Borrower identified on Exhibit B attached hereto as an "Additional Borrower" became a party to the Original Loan Agreement and a "Borrower" under the Loan.

D. Borrower and Lender have agreed to modify the Loan and to increase the principal amount of the Loan to a maximum principal amount of \$200,000,000.00 and extend the Maturity Date, and in connection therewith, Borrower and Lender have agreed to amend and restate the Original Loan Agreement pursuant to that certain Amended and Restated Loan Agreement, dated as of the date hereof, between Borrower and Lender (as the same may be amended, restated, replaced, supplemented, extended or otherwise modified from time to time, the "**Loan Agreement**"), and to modify certain other Loan Documents as of the date hereof.

E. Grantor and Lender wish to amend the Original Deed of Trust to, among other things, modify the secured indebtedness set forth therein. Capitalized terms used in this Amendment that are not otherwise defined herein shall have the meanings ascribed to such terms in the Original Deed of Trust or the Loan Agreement, as applicable.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor and Lender hereby agree as follows:

1. Amendment to Secured Indebtedness. The Original Deed of Trust is hereby amended to provide that the maximum aggregate amount of principal to be secured at any time thereunder is \$200,000,000.00. All references to "\$99,000,000.00" in the Original Deed of Trust are hereby replaced with "\$200,000,000.00".

2. Amendment to Recitals. The first three recitals in the Original Deed of Trust are hereby deleted in their entirety and replaced by the following:

"WHEREAS, this Security Instrument is given to secure a loan in the maximum principal amount of \$200,000,000.00 (the "**Loan**") made pursuant to that certain Amended and Restated Loan Agreement, dated as of March 30, 2022, between Grantor, certain other borrower parties named on Schedule I attached hereto (individually and collectively, as the context shall require, the "**Other Borrowers**") and Lender (as the same may be further amended, restated, replaced, supplemented, extended or otherwise modified from time to time, the "**Loan Agreement**");

WHEREAS, the Loan is evidenced by (i) that certain Amended and Restated Promissory Note A-1, dated as of March 30, 2022, made by Grantor and the Other Borrowers and payable to the order of Lender in the original principal amount of Eighty-Three Million Nine Hundred Forty-Three Thousand Five Hundred Two and 00/100 Dollars (\$83,943,502.00), and (ii) that certain Amended and Restated Promissory Note A-2, dated as of March 30, 2022, made by Grantor and the Other Borrowers and payable to the order of Lender in the maximum principal amount of One Hundred Sixteen Million Fifty-Six Thousand Four Hundred Ninety-Eight and 00/100 Dollars (\$116,056,498.00) (collectively, as each may be further amended, restated, replaced, supplemented, extended or otherwise modified from time to time, the "**Note**");

WHEREAS, the Loan is secured by those certain Security Instruments executed and delivered by an Individual Borrower as security for the Loan and encumbering the corresponding Individual Property, and which, as of the date hereof, consist of those instruments listed on Schedule II attached hereto (including all amendments thereto, collectively, the "**Other Security Instruments**"); and".

3. Amendment to Schedules. Schedule I of the Original Deed of Trust is hereby deleted in its entirety and replaced by Schedule I attached hereto. Schedule II of the Original Deed of Trust is hereby deleted in its entirety and replaced by Schedule II attached hereto.

4. Ratified and Confirmed. From and after the date of this Amendment, the term "Security Instrument" shall mean the Original Deed of Trust as amended by this Amendment. As specifically amended hereby, the Original Deed of Trust is ratified, confirmed and restated, and shall remain in full force and effect.

5. Governing Law. This Amendment shall be governed by the laws of the state in which the Land is located.

6. Severability. In the event that any provision of this Amendment or the application thereof to any person, property or circumstances shall be held to any extent to be invalid or unenforceable, the remainder of this Amendment and the application of such provision to persons, properties or circumstances other than those as to which it has been held invalid or unenforceable, shall not be affected thereby and each provision of this Amendment shall be valid and enforceable to the fullest extent permitted by law.

7. Captions. The captions in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

8. Successors and Assigns. This Amendment shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

[REMAINDER OF PAGE BLANK; SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, this Amendment has been executed under seal by Grantor and Lender as of the day and year first above written.

GRANTOR:

GETAWAY MOUNT VERNON, LLC.
a Delaware limited liability company

By: [Signature]
Name: Michael Cohen
Title: Authorized Signatory

STATE OF NY)
)
COUNTY OF NY) ss.:

On the 20th day of March in the year 2022 before me, the undersigned, a notary public in and for said state, personally appeared Michael Cohen, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Signature] (Linn Fletcher)
Notary Public

(Personalized Seal)

Notary Public
Linn Fletcher
23

[Signature Page to Amendment to Deed of Trust (Skagit County, WA)]

LENDER:

SPT CA FUNDINGS 2, LLC,
a Delaware limited liability company

By: Starwood Property Mortgage, L.L.C.,
its sole member

By: Farid Maluf
Name: Farid Maluf
Title: Vice President

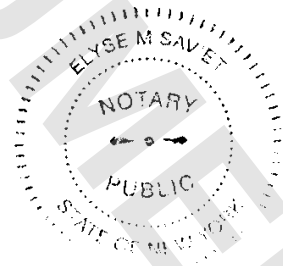
STATE OF New York
COUNTY OF New York SS.:

On the 29th day of March in the year 2022 before me, the undersigned, a notary public in and for said state, personally appeared Farid Maluf, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

(Personalized Seal)

Elyse M Savet
Notary Public

Elyse M Savet
Notary Public - State of New York
No. 0154620936
Qualified in Queens County
My Commission Expires Nov 24, 2026



[Signature Page to Amendment to Deed of Trust (Skagit County, WA)]

EXHIBIT A**(Legal Description of the Land)**

The Land referred to herein below is situated in the County of Skagit, State of Washington, and is described as follows:

Parcel "A":

That portion of Government Lot 5 of Section 19, Township 33 North, Range 5 East, W.M. lying Northerly of the State Highway right-of-way conveyed to the State of Washington by deed recorded September 6, 1938 as Skagit County Auditor's File No. 305470.

Parcel "B":

Lot 9 "PLAT OF LAKE MCMURRAY ESTATES" as per plat recorded in Volume 16 of Plats, Pages 55 through 59 , inclusive, records of Skagit County, Washington.

Parcel "C":

That portion of the Southwest 1/4 of the Southeast 1/4 of Section 19, Township 33 North, Range 5 East, W.M. lying Northerly of the Montborne McMurray Road (now know as State Route 9).

Parcel "D":

The Northeast 1/4 of the Southwest 1/4 of Section 19, Township 33 North, Range 5 East, W.M.

EXHIBIT B**List of Borrowers****Original Borrowers:**

1. Getaway Roscoe, LLC, a Delaware limited liability company
2. Getaway TX 2, LLC, a Delaware limited liability company
3. GBR LA Owner, LLC, a Delaware limited liability company
4. Getaway OH, LLC, a Delaware limited liability company
5. Getaway TX 3, LLC, a Delaware limited liability company
6. Getaway Asheboro, LLC, a Delaware limited liability company
7. Getaway Navasota, LLC, a Delaware limited liability company
8. GBR VA Owner, LLC, a Delaware limited liability company
9. Getaway GA, LLC, a Delaware limited liability company
10. Getaway NY 3, LLC, a Delaware limited liability company
11. Getaway NH, LLC, a Delaware limited liability company

Additional Borrowers:

12. Getaway Grand Junction, LLC, a Delaware limited liability company
13. Getaway Celina, LLC, a Delaware limited liability company
14. Getaway Mount Vernon, LLC, a Delaware limited liability company
15. Getaway Moodus, LLC, a Delaware limited liability company
16. Getaway Meadville, LLC, a Delaware limited liability company
17. Getaway Willow River, LLC, a Delaware limited liability company
18. Getaway Osceola, LLC, a Delaware limited liability company
19. Getaway Basye, LLC, a Delaware limited liability company

20. Getaway Columbus, LLC, a Delaware limited liability company
21. Getaway Childersburg, LLC, a Delaware limited liability company
22. Getaway West Union, LLC, a Delaware limited liability company

SCHEDULE I**Other Borrowers**

1. Getaway Roscoe, LLC, a Delaware limited liability company
2. Getaway TX 2, LLC, a Delaware limited liability company
3. GBR LA Owner, LLC, a Delaware limited liability company
4. Getaway OH, LLC, a Delaware limited liability company
5. Getaway TX 3, LLC, a Delaware limited liability company
6. Getaway Asheboro, LLC, a Delaware limited liability company
7. Getaway Navasota, LLC, a Delaware limited liability company
8. GBR VA Owner, LLC, a Delaware limited liability company
9. Getaway GA, LLC, a Delaware limited liability company
10. Getaway NY 3, LLC, a Delaware limited liability company
11. Getaway NH, LLC, a Delaware limited liability company
12. Getaway Grand Junction, LLC, a Delaware limited liability company
13. Getaway Celina, LLC, a Delaware limited liability company
14. Getaway Moodus, LLC, a Delaware limited liability company
15. Getaway Meadville, LLC, a Delaware limited liability company
16. Getaway Willow River, LLC, a Delaware limited liability company
17. Getaway Osceola, LLC, a Delaware limited liability company
18. Getaway Basye, LLC, a Delaware limited liability company
19. Getaway Columbus, LLC, a Delaware limited liability company
20. Getaway Childersburg, LLC, a Delaware limited liability company
21. Getaway West Union, LLC, a Delaware limited liability company

SCHEDULE II**List of Other Security Instruments**

All of the following security instruments are dated as of February 28, 2020, unless otherwise indicated:

1. Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway NH, LLC, a Delaware limited liability company, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
2. Deed to Secure Debt, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway GA, LLC, a Delaware limited liability company, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
3. Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway Roscoe, LLC, a Delaware limited liability company, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
4. Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway NY 3, LLC, a Delaware limited liability company, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
5. Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by GBR LA Owner, LLC, a Delaware limited liability company, to First American Title Insurance Company, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
6. Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway TX 2, LLC, a Delaware limited liability company, to John Dorris, an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
7. Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway Navasota, LLC, a Delaware limited liability company, to John Dorris, an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
8. Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway TX 3, LLC, a Delaware limited liability company, to John Dorris, an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
9. Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway Asheboro, LLC to First American Title Insurance Company, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;

10. Open-End Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by Getaway OH, LLC for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
11. Credit Line Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing made by GBR VA Owner, LLC, a Delaware limited liability company, to Pamela S. Belleman, an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
12. Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of September 21, 2020, made by Getaway Grand Junction, LLC, a Delaware limited liability company, to SPT CA Fundings 2, LLC, a Delaware limited liability company;
13. Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing, dated as of October 30, 2020, made by Getaway Celina, LLC, a Delaware limited liability company, to Kenneth M. Chadwell, an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
14. Open-End Mortgage Deed, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of March 3, 2021, made by Getaway Moodus, LLC, a Delaware limited liability company, to SPT CA Fundings 2, LLC, a Delaware limited liability company;
15. Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing, dated as of July 9, 2021, made by Getaway Meadville, LLC, a Delaware limited liability company, to Mark T. Davis, Esq., an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
16. Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of July 23, 2021, made by Getaway Willow River, LLC, a Delaware limited liability company, to SPT CA Fundings 2, LLC, a Delaware limited liability company;
17. Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of August 26, 2021, made by Getaway Osceola, LLC, a Delaware limited liability company, to Michael P. Roush, an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
18. Credit Line Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of December 3, 2021, made by Getaway Basye, LLC, a Delaware limited liability company, to Pamela S. Belleman, an individual, as trustee, for the benefit of SPT CA Fundings 2, LLC, a Delaware limited liability company;
19. Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of February 8, 2022, made by Getaway Columbus, LLC, a Delaware limited liability company, to SPT CA Fundings 2, LLC, a Delaware limited liability company;

20. Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of February 8, 2022, made by Getaway Childersburg, LLC, a Delaware limited liability company, to SPT CA Fundings 2, LLC, a Delaware limited liability company; and
21. Open-End Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of March 4, 2022, made by Getaway West Union, LLC, a Delaware limited liability company, to SPT CA Fundings 2, LLC, a Delaware limited liability company.