

WHEN RECORDED RETURN TO:

FOSTER PEPPER PLLC
1111 Third Avenue, Suite 3400
Seattle, WA 98101-3299
ATTN: Joseph E. Delaney, Esq.

435610

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MEMORANDUM
OF
ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum of Assignment") is made this 10 day of June, 2010 (the "Effective Date"), by SA Tempe, LLC, a Delaware limited liability company ("Assignor"), and Gateway Tempe LLC, a Washington limited liability company ("Assignee"). Assignor and Assignee are sometimes referred to in this Agreement collectively as the "Parties" or individually as a "Party." The Parties hereby agree as follows:

1. The Assignor and the City of Tempe, an Arizona municipal corporation ("Landlord"), entered into that certain Lease, dated December 22, 2009 (the "Lease"), under which Lessor leased to Assignor, and Assignor leased from Lessor the "Premises" more particularly described and defined in the Lease and consisting of the real property described in Exhibit A, including the improvements located thereon. The Lease is evidenced by that certain Memorandum of Land and Improvements Lease, dated December 22, 2009, and recorded in the Official Records of Maricopa County at Instrument Number 2009-1170350.
2. The Parties have entered into and executed that certain Assignment and Assumption of Lease of even date with this Memorandum of Assignment (the "Assignment"). Under the Assignment, Assignor assigned all of its right, title, and interest in and to the Lease and the Premises to Assignee. Assignee further assumed all of Assignor's responsibilities, liabilities and obligations under the Lease arising on or after the Effective Date, and agreed to perform and observe all of Assignor's covenants and conditions contained in the Lease from and after the Effective Date.
3. The Parties are executing and recording this Memorandum of Assignment to provide constructive notice to all persons dealing with the Premises of the Assignment of the Lease. All persons dealing with the Premises are advised to contact Landlord and Assignee to ascertain the current status of the Lease and the Assignee's tenancy rights and leasehold interest in the Premises.

4. This Memorandum of Assignment may be executed in multiple counterparts, each of which shall constitute an original and all of which together shall constitute one and the same instrument.


IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Assignment as of the day and year first above set forth.

ASSIGNOR:

SA TEMPE, LLC, a Delaware limited liability company

By: SA Group Properties, Inc., a Minnesota corporation

Its: Manager

By: 
Ziad W. Amra

Its: Vice President

ASSIGNEE:

GATEWAY TEMPE LLC, a Washington limited liability company

By: Arizona Investors LLC, a Washington limited liability company

Its: Manager

By: Signed in counterpart

Name: _____

Title: _____

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IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Assignment as of the day and year first above set forth.

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SA TEMPE, LLC, a Delaware limited liability company

By: SA Group Properties, Inc., a Minnesota corporation

Its: Manager

By: Signed in counterpart

Ziad W. Amra

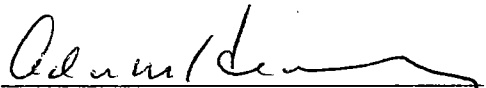
Its: Vice President

ASSIGNEE:

GATEWAY TEMPE LLC, a Washington limited liability company

By: Arizona Investors LLC, a Washington limited liability company

Its: Manager


By: 

Name: Adam Hestley

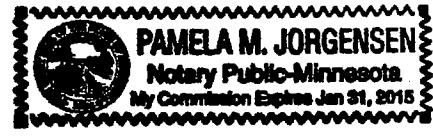
Title: Vice President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 8th day of June, 2010, by Ziad W. Amra, the Vice President of SA Group Properties, Inc., a Minnesota corporation, the Manager of SA Tempe, LLC, a Delaware limited liability company, on behalf of the limited liability company.


Notary Public

My Commission Expires:



STATE OF WASHINGTON)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by _____, the _____ of Arizona Investors LLC, a Washington limited liability company, the Manager of Gateway Tempe LLC, a Washington limited liability company, on behalf of the limited liability company.

Notary Public

My Commission Expires:

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by Ziad W. Amra, the Vice President of SA Group Properties, Inc., a Minnesota corporation, the Manager of SA Tempe, LLC, a Delaware limited liability company, on behalf of the limited liability company.

Notary Public

My Commission Expires:

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

The foregoing instrument was acknowledged before me this 9th day of JUNE, 2010, by Ada M. Henley, the Vice President of Arizona Investors LLC, a Washington limited liability company, the Manager of Gateway Tempe LLC, a Washington limited liability company, on behalf of the limited liability company.

Lee A. Fulford
Notary Public

My Commission Expires:

2/15/14

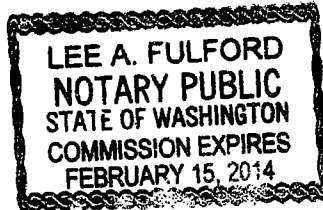


EXHIBIT A

Legal Description of Premises

LOT 1, ACCORDING TO THE PLAT ON RECORD OF "TEMPE GATEWAY", RECORDED AS DOCUMENT NUMBER 2008-0791438, IN BOOK 1004 OF MAPS, PAGE 26, RECORDS OF MARICOPA COUNTY, ARIZONA.