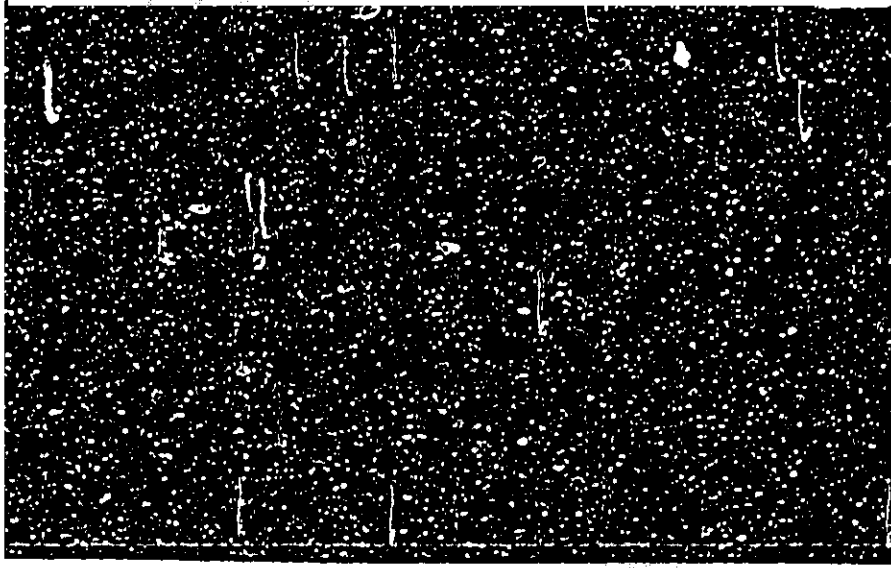




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RECORDED & INDEXED
1997

RECORDED AT THE REQUEST OF:
BENDICH, STOBAUGH & STRONG
506 SECOND AVENUE, SUITE 2010
SEATTLE, WA 98104

9708080097

**ASSIGNMENT OF LESSOR'S AND LESSEE'S INTEREST
IN LEASE AND RENTS AS SECURITY**

Reference Number 9708080095

Assignors: 1) Koffron, Koffron, Metzger & Christofersen, L.L.C.
2) Whispering Winds, Inc.

Assignee: Evergreen Community Development Association

Legal description: PTN LT 4 SP 12-23 (PTN Tracts 3-5, Plate 11, Anacortes TDLDS)
Additional legal is on page 5

Tax Parcel ID#: 350230-2-223-0300
ISLAND TITLE CO.

SA-16494
To induce the Evergreen (hereafter "Evergreen") to make a loan and to induce the

United States Small Business Administration (hereafter "SBA") to guarantee a debenture
issued by Evergreen in the amount of \$168,000, the proceeds of which are to be loaned to
Koffron, Koffron, Metzger & Christofersen, L.L.C. and Whispering Winds, Inc. pursuant to
SBA's Authorization and Debenture Guaranty #CDC-985680-30-01-WA, including any
amendments to it approved by the SBA, the following Assignment is made.

For value received, Koffron, Koffron, Metzger & Christofersen, L.L.C. and Whispering
Winds, Inc. (hereafter "Assignor") hereby convey and assign as security, with right of
reassignment, to the Evergreen and to its assigns and successors, all of Assignor's right, title

- 1 -

9708080097

BK 1694 PG 0460

and interest, including rentals, to the lease dated May 30th, 1997 (including any addendums, renewals or modifications thereof) to that real property which is legally described above and on page 5.

The lease is between Koffron, Koffron, Metzger & Christofersen, L.L.C. as Lessor and Whispering Winds, Inc. as Lessee and covers that real property described above and on page 5.

Assignor agrees as follows:

1. So long as Evergreen, the SBA or the holder of the note in the amount of \$168,000, which was executed by Whispering Winds, Inc. and Koffron, Koffron, Metzger & Christofersen, L.L.C., has not entered into possession of the premises described above, for the purpose of operating the business of Whispering Winds, Inc., a small business concern (hereafter "SBC"), Evergreen, the SBA and the holder of the note shall not be liable for rent and any other obligation of the SBC and the SBC shall remain liable for all other obligations.
2. In the event of any default by the SBC under its lease with the Lessor of the premises described above, Lessor will not terminate the lease or take any action to enforce any claim with respect to the lease without giving Evergreen and the SBA and the holder of the note for \$168,000, at least sixty days prior written notice of the default and the right to cure such default within the sixty-day period.
3. Written notice of default shall be mailed to Evergreen at 506 Second Avenue, Suite 1310, Seattle, Washington 98104, attention: Loan Servicing Re: Whispering Winds, Inc., SBA No. CDC-985680-30-01-WA, or such other address as Evergreen may designate in writing to the Assignor. Written notice of default shall be mailed to SBA at 1200 Sixth Avenue, #1700, Seattle, WA 98101, attention: Portfolio Management Division, Re:

Whispering Winds, Inc., SBA No. CDC-985680-30-01-WA, or at such other address as designated by the SBA in writing to the Assignor.

4. Lessor and Lessee hereby assign their interest in any rents due or to become due under their Lease or any other Lease that may be entered into for the property described above and on page 5.

5. If the holder of the note is someone other than Evergreen or the SBA, then Evergreen or the SBA may notify the Assignor of the holder's name and address.

DATED this 30 day of May, 1997.

Whispering Winds, Inc.

Koffron, Koffron, Metzger &
Christofersen, L.L.C.

By [Signature] Louis A. Koffron, President
By [Signature] Lynn M. Christofersen, Managing Member
SKAGIT COUNTY WASHINGTON
Real Estate Taxes Payable

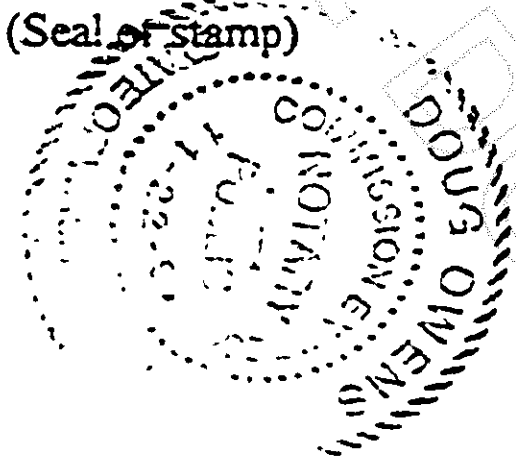
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State of Washington)
County of Illegible) SS.

Amount Paid 0
Skagit Co. Treasurer
By [Signature] Deputy

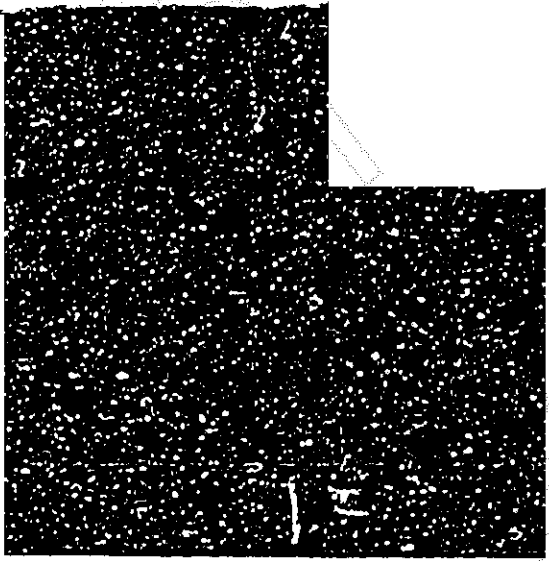
I certify that I know or have satisfactory evidence that Louis A. Koffron is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of Whispering Winds, Inc., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 5-30-97



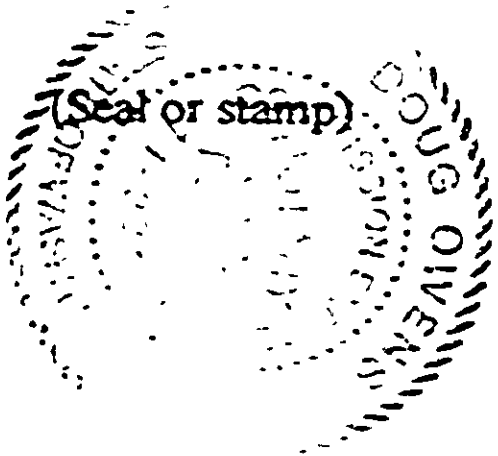
[Signature]

NOTARY PUBLIC in and for the State of
Washington, residing at [Signature]
My commission expires: 11-22-97



State of Washington)
County of Skagit) ss.

I certify that I know or have satisfactory evidence that Lynn M. Christofersen is the person who appeared before me, and said person acknowledged that she signed this instrument, on oath stated that she was authorized to execute the instrument and acknowledged it as the Managing Member of Koffron, Koffron, Metzger & Christofersen, L.L.C., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.



Dated: 5/30/97

[Signature]

NOTARY PUBLIC in and for the State of
Washington, residing at Ames, WA
My commission expires: 11-22-97

Vd\79.6m

Koffron, Koffron, Metzger & Christofersen, L.L.C.

(Whispering Winds, Inc.)

Exhibit A

The North 160 feet of the East 151 feet of all that portion of Lot 4, lying West of "V" Place, as set forth on ANACORTES SHORT PLAT NO. 95-002 as approved June 6, 1995, and recorded August 30, 1995, in Volume 12 of Short Plats, pages 23 and 24, under Auditor's File No. 9508300041, records of Skagit County, Washington; being a portion of Tracts 3, 4 and 5, Plate 11, Anacortes Tide and Shorelands in Section 30, Township 35 North, Range 2 East of the Willamette Meridian;

Situated in Skagit County, Washington.