

AFTER RECORDING, RETURN TO:

Pacific Realty Associates, L.P.
Attn: Matt Oyen
15350 S.W. Sequoia Pkwy., Suite 300
Portland, OR 97224

ACCESS EASEMENT

This Access Easement (the "**Agreement**") is made and entered into this 26th day of November, 2012, by and between PACIFIC REALTY ASSOCIATES, L.P., a Delaware limited partnership ("**Grantor**") and M&T PARTNERS, INC., a Delaware corporation ("**Grantee**").

RECITALS

A. Grantor owns the real property described on Exhibit B attached hereto (the "**Burdened Property**"). Grantee owns the real property described on Exhibits C and D attached hereto (collectively, the "**Benefited Property**"). The Benefited Property is adjacent to the Burdened Property.

B. Grantor is willing to grant Grantee a non-exclusive access easement for vehicular and pedestrian ingress and egress to the Benefited Property over and across a portion of the Burdened Property described and shown on attached Exhibit A (such portion being referred to herein as the "**Easement Area**").

C. It is the intent of the parties hereto to create and bind themselves and their heirs, successors and assigns to a perpetual, non-exclusive easement for the purpose of providing access to the Benefited Property.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are acknowledged by each of the parties hereto, it is agreed as follows:

1. Grant of Easement. Grantor hereby grants to Grantee, for the benefit of the Benefited Property, an easement over and across the Easement Area for vehicular and pedestrian ingress and egress. The rights granted hereunder shall be exercised free of charge. Grantor agrees to erect no barriers which preclude convenient use of the Easement Area for the purposes herein allowed. This is a private easement and no rights are created for the public. This easement shall be perpetual, shall be appurtenant to and for the benefit of the Benefited Property, and shall run with the land. This easement is nonexclusive. This easement shall be for the use of

owners, occupants, users, and visitors of the Benefited Property and each part of the Benefitted Property, as the same may be developed, improved, subdivided and divided from time to time.

2. Indemnity and Insurance.

2.1 Each party shall defend, indemnify and hold the other harmless from and against all claims, damages, losses, causes of action, costs and expenses (including, without limitation, reasonable attorney fees) arising out of or related to the use of the Easement Area by the indemnifying party and the indemnifying party's employees, agents, contractor and tenants.

2.2 Each party shall maintain a policy of liability insurance with a combined single limit of at least \$1,000,000 insuring against any claim or cause of action for death, personal injury, or property damage arising on or about the Easement Area. Such policy shall contain a contractual liability endorsement insuring performance of the indemnity obligations set forth in Section 2.1 hereof. The insurance policy maintained by each owner hereunder shall also name the other owner as an additional insured and shall contain a provision that coverage shall not be canceled or changed without at least thirty (30) days' written notice to the other owner. Upon request, each party shall deliver a certificate of insurance evidencing the existence of insurance as required by this paragraph.

3. Enforcement. This Agreement contains the entire agreement of the parties regarding the Easement Area and supersedes all prior negotiations; this Agreement may be amended only by a written instrument signed by the owners of both the Burdened Property and the Benefited Property, which document is acknowledged and recorded. No waiver under this Agreement shall be established absent proof of a written document specifically setting forth such waiver which is executed by the party being charged with the waiver. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. In the event of litigation with respect to this Agreement, the prevailing party shall be entitled to recover, in addition to all other sums and relief, its reasonable costs and attorney fees incurred at and in preparation for arbitration, trial, appeal, and review; this provision shall also apply to any proceedings in bankruptcy court, including proceedings involving issues unique to bankruptcy law.

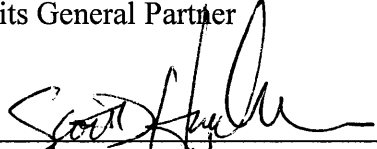
[Signatures on Following Page]

IN WITNESS WHEREOF, this Agreement has been executed as of the date and year first above written.

GRANTOR:

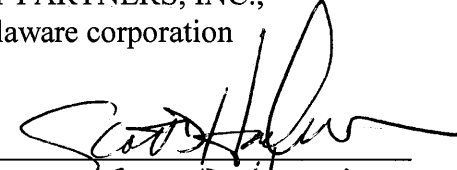
PACIFIC REALTY ASSOCIATES, L.P.,
a Delaware limited partnership

By: PacTrust Realty, Inc.,
a Delaware corporation,
its General Partner

By: 
Name: SCOTT D. HODSON
Title: VICE PRESIDENT

GRANTEE:

M&T PARTNERS, INC.,
a Delaware corporation

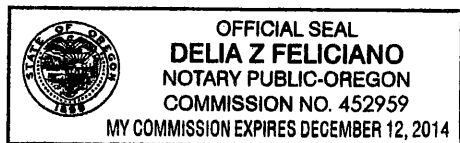
By: 
Name: SCOTT D. HODSON
Title: VICE PRESIDENT

Exhibits

- A – Legal Description and Depiction of Easement Area
- B – Legal Description of Burdened Property
- C – Legal Description of Benefited Property
- D – Legal Description of Benefited Property

STATE OF OREGON)
) ss.
County of Washington)

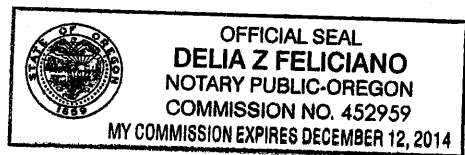
This instrument was acknowledged before me on November 26, 2012, by PacTrust Realty, Inc., a Delaware corporation, as general partner of **Pacific Realty Associates, L.P.**, a Delaware limited partnership.



Delia Z. Feliciano
NOTARY PUBLIC FOR OREGON
My commission expires: December 12, 2014

STATE OF OREGON)
) ss.
County of Washington)

This instrument was acknowledged before me on November 26, 2012, by Scott P. Hodgson, as Vice President of **M&T Partnership, Inc.**, a Delaware corporation.



Delia Z. Feliciano
NOTARY PUBLIC FOR OREGON
My commission expires: December 12, 2014

EXHIBIT A

Legal Description and Depiction of Easement Area

EXHIBIT "A"

NOVEMBER 12, 2012

ACCESS EASEMENT
LEGAL DESCRIPTION

PROJECT NO. 034829

A TRACT OF LAND BEING A PORTION OF THAT PROPERTY DESCRIBED IN REEL 3196 PAGE 169 OF THE MARION COUNTY DEED RECORDS, AND BEING LOCATED IN THE SOUTHWEST ONE-QUARTER OF SECTION 12, TOWNSHIP 8 SOUTH, RANGE 3 WEST OF THE WILLAMETTE MERIDIAN, CITY OF SALEM, MARION COUNTY, OREGON, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS.

COMMENCING AT THE CORNER COMMON TO SECTIONS 11, 12, 13 AND 14 OF SAID TOWNSHIP AND RANGE; THENCE NORTH 2°17'48" EAST, 30.00 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF BOONE ROAD S.E.; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, SOUTH 87°45'22" EAST, 210.81 FEET TO THE SOUTHWEST CORNER OF THAT PARCEL DESCRIBED IN EXHIBIT "D", SAID REEL AND PAGE AND ALSO BEING THE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE LEAVING SAID NORTH RIGHT-OF-WAY LINE, NORTH 2°12'14" EAST, 352.27 FEET ALONG THE WEST LINE OF SAID PARCEL; THENCE LEAVING SAID WEST LINE, SOUTH 87°47'46" EAST, 30.00 FEET; THENCE SOUTH 2°12'14" WEST, 159.00 FEET; THENCE SOUTH 8°29'14" EAST, 53.90 FEET; THENCE SOUTH 2°12'14" WEST, 140.33 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF BOONE ROAD S.E.; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, NORTH 87°45'22" WEST, 40.00 FEET TO THE POINT OF BEGINNING.

THE BASIS OF BEARINGS FOR THIS DESCRIPTION IS THE NAD83/CORS, OREGON NORTH STATE PLANE COORDINATE SYSTEM.

CONTAINING 12,236 SQUARE FEET OR 0.281 ACRES MORE OR LESS.



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KUEBLER BLVD. S.E.



EXHIBIT "D"
REEL 3196, PAGE 169

ACCESS EASEMENT
12,236 S.Q. FT
0.281 ACRES +/-

S87°47'46"E 30.00'

S2°12'14"W 159.00'

S8°29'14"E
53.90'

N2°12'14"E 352.27'

S2°12'14"W 140.33'

POINT OF
BEGINNING

N02°17'48"E
30.00'
S87°45'22"E

210.81'

N87°45'22"W 40.00'

11 12
14 13

POINT OF
COMMENCEMENT

BOONE ROAD S.E.

T 8 S, R 3 W, S 11 & 12, W.M.

SHEET NUMBER

1 of 1

EXHIBIT "A"

ACCESS EASEMENT

M & T PARTNERS INC.

KUEBLER DEVELOPMENT - MARION COUNTY, OREGON

DRAWING INFO

034829

34829-V-EX-ACCESS

1" 100'

SHEET INFO

DRAWN SMG

CHECKED BA

LAST EDIT 11/12/2012

PLOT DATE 11/12/2012

WHPacific

EXHIBIT B

Legal Description of Burdened Property

EXHIBIT "B"

NOVEMBER 26, 2012

TAX LOT 1900
LEGAL DESCRIPTION

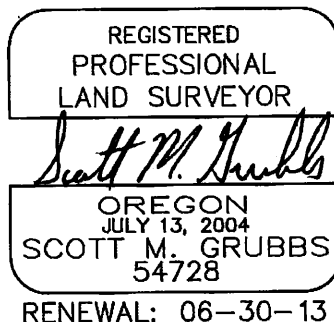
PROJECT NO. 034829

A TRACT OF LAND BEING A PORTION OF THAT PROPERTY DESCRIBED IN REEL 3196 PAGE 169 OF THE MARION COUNTY DEED RECORDS, AND BEING LOCATED IN THE SOUTHWEST ONE-QUARTER OF SECTION 12, TOWNSHIP 8 SOUTH, RANGE 3 WEST OF THE WILLAMETTE MERIDIAN, CITY OF SALEM, MARION COUNTY, OREGON, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS.

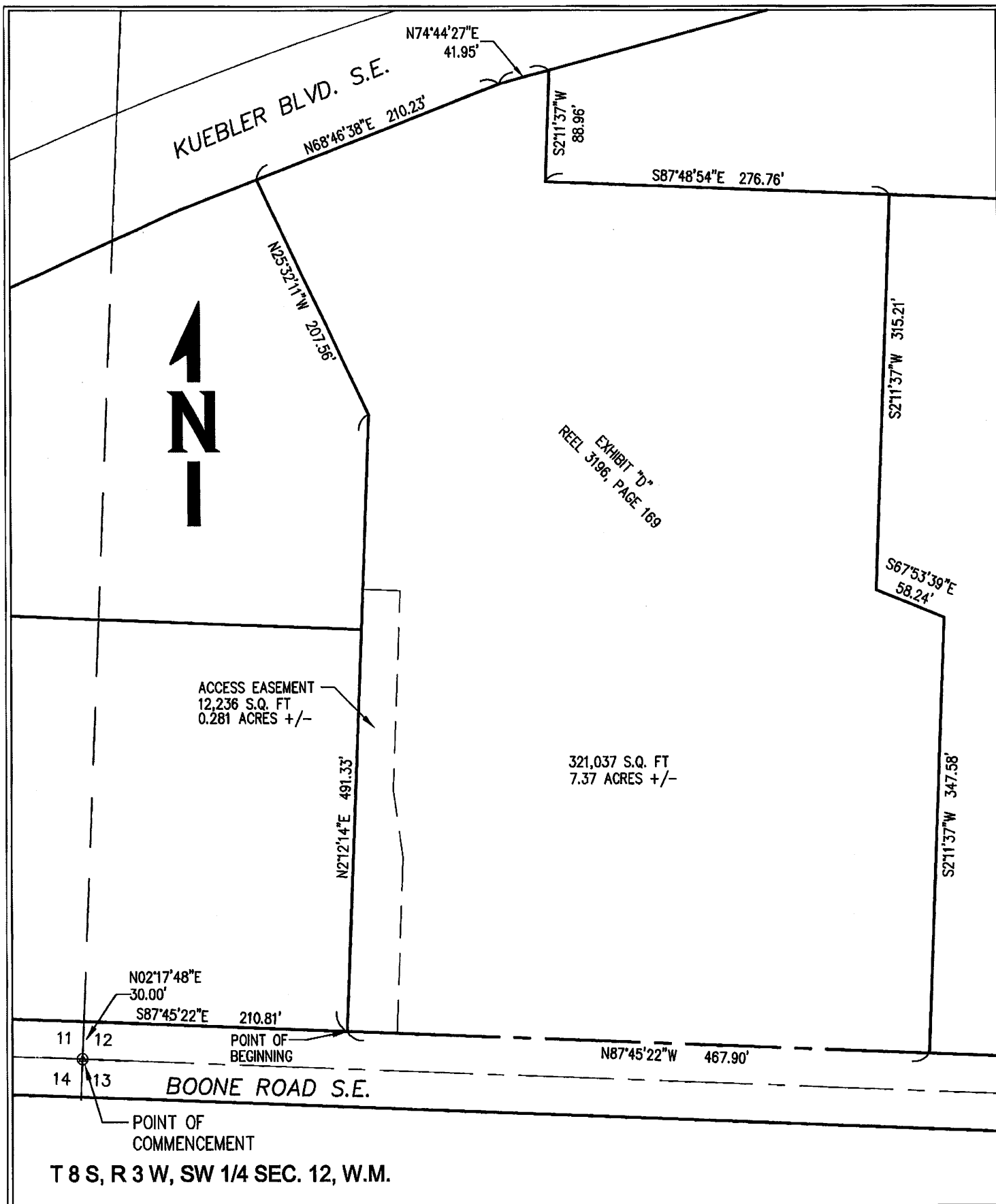
COMMENCING AT THE CORNER COMMON TO SECTIONS 11, 12, 13 AND 14 OF SAID TOWNSHIP AND RANGE; THENCE NORTH 2°17'48" EAST, 30.00 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF BOONE ROAD S.E.; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, SOUTH 87°45'22" EAST, 210.81 FEET TO THE POINT OF BEGINNING AND THE SOUTHWEST CORNER OF THAT PARCEL DESCRIBED IN EXHIBIT "D", SAID REEL AND PAGE; THENCE LEAVING SAID NORTH RIGHT-OF-WAY LINE AND RUNNING ALONG THE WEST LINE OF SAID PARCEL, NORTH 2°12'14" EAST, 491.33 FEET; THENCE CONTINUING ALONG SAID WEST LINE NORTH 25°32'11" WEST, 207.56 FEET TO A POINT ON THE SOUTHEASTERLY RIGHT-OF-WAY OF KUEBLER BLVD. S.E.; THENCE ALONG SAID RIGHT-OF-WAY LINE THE FOLLOWING TWO COURSES: NORTH 68°46'38" EAST, 210.23 FEET; THENCE NORTH 74°44'27" EAST, 41.95 FEET; THENCE LEAVING SAID SOUTHEASTERLY RIGHT-OF-WAY LINE, SOUTH 2°11'37" WEST, 88.96 FEET; THENCE SOUTH 87°48'54" EAST, 276.76 FEET; THENCE SOUTH 2°11'37" WEST, 315.21 FEET; THENCE SOUTH 67°53'39" EAST, 58.24 FEET; THENCE SOUTH 2°11'37" WEST, 347.58 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF BOONE ROAD S.E.; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, NORTH 87°45'22" WEST, 467.90 FEET TO THE POINT OF BEGINNING.

THE BASIS OF BEARINGS FOR THIS DESCRIPTION IS THE NAD83/CORS, OREGON NORTH STATE PLANE COORDINATE SYSTEM.

CONTAINING 321,037 SQUARE FEET OR 7.37 ACRES MORE OR LESS.



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SHEET NUMBER

1 of 1

EXHIBIT "B"

TAX LOT 1900

M & T PARTNERS INC.

KUEBLER DEVELOPMENT - MARION COUNTY, OREGON

DRAWING INFO

034829

TAX LOT 1900

1" 100'

SHEET INFO

DRAWN SMG

CHECKED BA

LAST EDIT 11/28/2012

PLOT DATE 11/28/2012

WHPacific

EXHIBIT C

Legal Description of Benefited Property

EXHIBIT "C"

OCTOBER 30, 2012

ADJUSTED
PROPERTY "A"
LEGAL DESCRIPTION

PROJECT NO. 034829

A TRACT OF LAND BEING A PORTION OF THAT PROPERTY DESCRIBED IN REEL 3436, PAGE 176 OF THE MARION COUNTY DEED RECORDS, LOCATED IN THE SOUTHEAST ONE-QUARTER OF SECTION 11 AND THE SOUTHWEST ONE-QUARTER OF SECTION 12, TOWNSHIP 8 SOUTH, RANGE 3 WEST OF THE WILLAMETTE MERIDIAN, CITY OF SALEM, MARION COUNTY, OREGON, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS.

COMMENCING AT THE CORNER COMMON TO SECTIONS 11, 12, 13 AND 14 OF SAID TOWNSHIP AND RANGE; THENCE NORTH $02^{\circ}17'48''$ EAST, 30.00 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF BOONE ROAD S.E.; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, NORTH $88^{\circ}12'18''$ WEST, 115.71 FEET; THENCE CONTINUING ALONG SAID NORTH RIGHT-OF-WAY LINE, NORTH $85^{\circ}54'09''$ WEST, 33.50 FEET TO THE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE LEAVING SAID RIGHT-OF-WAY LINE, NORTH $02^{\circ}12'14''$ EAST, 319.80 FEET; THENCE SOUTH $87^{\circ}47'46''$ EAST, 360.00 FEET; THENCE SOUTH $02^{\circ}12'14''$ WEST, 320.23 FEET TO THE NORTH RIGHT-OF-WAY LINE OF BOONE ROAD S.E.; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE THE FOLLOWING THREE COURSES: NORTH $87^{\circ}45'22''$ WEST, 210.81 FEET; THENCE NORTH $88^{\circ}12'18''$ WEST, 115.71 FEET; THENCE NORTH $85^{\circ}54'09''$ WEST, 33.50 FEET TO THE POINT OF BEGINNING.

THE BASIS OF BEARINGS FOR THIS DESCRIPTION IS THE NAD83/CORS, OREGON NORTH STATE PLANE COORDINATE SYSTEM.

CONTAINING 115,302 SQUARE FEET OR 2.647 ACRES MORE OR LESS.



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KUEBLER BLVD. S.E.

PROPERTY "B"

PROPERTY "A"
115,302 SQUARE FEET
2.647 ACRES +/-

BATTLE CREEK ROAD S.E.

POINT OF
BEGINNING

N02°12'14"E
319.80'

N85°54'09"W 33.50'
N88°12'18"W 115.71'

S87°47'46"E

360.00'

S02°12'14"W
320.23'

N02°17'48"E

30.00'
N87°45'22"W 210.81'

11 12
14 13

BOONE ROAD S.E.

POINT OF
COMMENCEMENT

T 8 S, R 3 W, S 11 & 12, W.M.

SHEET NUMBER

1 of 1

EXHIBIT "C"

ADJUSTED TAX LOT 702

M & T PARTNERS INC.

KUEBLER DEVELOPMENT - MARION COUNTY, OREGON

DRAWING INFO

034829

34829-V-EXOC

1" 100'

SHEET INFO

DRAWN SMG

CHECKED BA

LAST EDIT 10/2/2012

PLOT DATE 5/16/2012

WHPacific

EXHIBIT D

Legal Description of Benefited Property

EXHIBIT "D"

OCTOBER 30, 2012

ADJUSTED
PROPERTY "B"
LEGAL DESCRIPTION

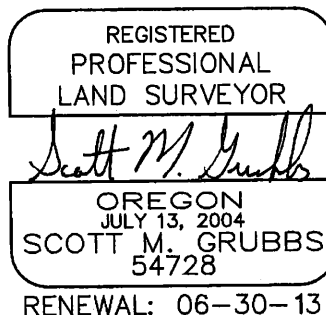
PROJECT NO. 034829

A TRACT OF LAND BEING A PORTION OF THAT PROPERTY DESCRIBED IN REEL 3436, PAGE 176 OF THE MARION COUNTY DEED RECORDS, LOCATED IN THE SOUTHEAST ONE-QUARTER OF SECTION 11 AND THE SOUTHWEST ONE-QUARTER OF SECTION 12, TOWNSHIP 8 SOUTH, RANGE 3 WEST OF THE WILLAMETTE MERIDIAN, CITY OF SALEM, MARION COUNTY, OREGON, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS.

COMMENCING AT THE CORNER COMMON TO SECTIONS 11, 12, 13 AND 14 OF SAID TOWNSHIP AND RANGE; THENCE NORTH 02°17'48" EAST, 30.00 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF BOONE ROAD S.E.; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, NORTH 88°12'18" WEST, 115.71 FEET; THENCE CONTINUING ALONG SAID NORTH RIGHT-OF-WAY LINE, NORTH 85°54'09" WEST, 33.50 FEET TO THE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE CONTINUING ALONG SAID RIGHT-OF-WAY LINE THE FOLLOWING THREE COURSES: NORTH 85°54'09" WEST, 66.53 FEET; THENCE NORTH 88°11'44" WEST, 50.00 FEET; THENCE NORTH 45°21'03" WEST, 51.30 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF BATTLE CREEK ROAD S.E.; THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE, NORTH 20°54'14" WEST, 335.42 FEET; THENCE CONTINUING ALONG SAID EASTERLY RIGHT-OF-WAY LINE, NORTH 13°52'59" EAST, 47.90 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF KUEBLER BOULEVARD S.E.; THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE THE FOLLOWING THREE COURSES: NORTH 56°48'50" EAST, 87.50 FEET; THENCE NORTH 65°25'13" EAST, 456.38 FEET; THENCE NORTH 68°47'27" EAST, 66.40 FEET; THENCE LEAVING SAID RIGHT-OF-WAY LINE, SOUTH 25°32'11" EAST, 207.56 FEET; THENCE SOUTH 02°12'14" WEST, 171.10 FEET; THENCE NORTH 87°47'46" WEST, 360.00 FEET; THENCE SOUTH 02°12'14" WEST, 319.80 FEET TO THE POINT OF BEGINNING.

THE BASIS OF BEARINGS FOR THIS DESCRIPTION IS THE NAD83/CORS, OREGON NORTH STATE PLANE COORDINATE SYSTEM.

CONTAINING 211,002 SQUARE FEET OR 4.844 ACRES MORE OR LESS.



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KUEBLER BLVD. S.E.

PROPERTY "B"
211,002 SQUARE FEET
4.844 ACRES +/-

PROPERTY "A"

BATTLE CREEK ROAD S.E.

T 8 S, R 3 W, S 11 & 12, W.M.

POINT OF
COMMENCEMENT

POINT OF
BEGINNING

BOONE ROAD S.E.

SHEET NUMBER

1 of 1

EXHIBIT "D"
ADJUSTED TAX LOT 600
M & T PARTNERS INC.
KUEBLER DEVELOPMENT - MARION COUNTY, OREGON

DRAWING INFO

034829

34829-V-EX0D

1" 100'

SHEET INFO

DRAWN SMG

CHECKED BA

LAST EDIT 6/4/2012

PLOT DATE 5/18/2012

WHPacific

REEL: 3448

PAGE: 125

November 28, 2012, 03:14 pm.

CONTROL #: 328286

State of Oregon
County of Marion

I hereby certify that the attached
instrument was received and duly
recorded by me in Marion County
records:

FEE: \$ 116.00

BILL BURGESS
COUNTY CLERK

THIS IS NOT AN INVOICE.