

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made as of the 1st day of October, 2000 by and among **HEALTH CARE REIT, INC.**, a Delaware corporation, and **HCRI NEVADA PROPERTIES, INC.**, a Nevada corporation (collectively, the "Landlord"), and **MGP VIII, LLC**, a Washington limited liability company (the "Tenant").

1. Lease. Landlord and Tenant have entered into and executed a Master Lease Agreement and an Amendment to Master Lease Agreement (collectively, the "Lease") both dated as of October 1, 2000 ("Effective Date") relating to the real property described on Exhibit A attached hereto ("Premises").

2. Address of Landlord. Landlord's address as set forth in the Lease is One SeaGate, Suite 1500, P. O. Box 1475, Toledo, Ohio 43603-1475.

3. Address of Tenant. Tenant's address as set forth in the Lease is 1938 Fairview Avenue E, Suite 300, Seattle, Washington 98102.

4. Term of Lease. The initial term ("Initial Term") of the Lease commences on the Effective Date and expires at 12:00 Midnight Eastern Time on December 31, 2015 ("Expiration Date"); provided, however, that any addition to the Leased Property pursuant to amendment of the Lease shall extend the Initial Term so that the Initial Term shall expire on the Amended Commencement Date as set forth in such amendment.

5. Options to Renew. Tenant has the option to renew the Lease only as set forth in Article 9.2.3 of the Lease.

6. Option to Purchase. Tenant has the option to purchase the Premises upon the terms and conditions set forth in Article 13 of the Lease.

7. Incorporation of Lease. The Lease is unrecorded and is herein expressly incorporated by reference for a complete statement of the rights and obligations of Landlord and Tenant with respect to the Premises.

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APN: 1220-10-510-004

APN: 1220-10-610-011

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IN WITNESS WHEREOF, Landlord and Tenant have executed this Memorandum of Lease as of the date first set forth above.

Signed and acknowledged in the presence of:

HEALTH CARE REIT, INC.

Signature: *Rita J. Rogge*
Print here: RITA J. ROGGE

By: *Erin C. Debe*
Title: VICE PRESIDENT AND CORPORATE SECRETARY

Signature: *Kathleen A. Sullivan*
Print here: KATHLEEN A. SULLIVAN

HCRI NEVADA PROPERTIES, INC.

Signature: *Rita J. Rogge*
Print here: RITA J. ROGGE

By: *Erin C. Debe*
Title: VICE PRESIDENT AND CORPORATE SECRETARY

Signature: *Kathleen A. Sullivan*
Print here: KATHLEEN A. SULLIVAN

MGP VII, LLC

By: Merrill Gardens L.L.C., Member,
By: Merrill Associates Limited Partnership, Member
By: The Merrill Group, Inc., General Partner

Signature: *Theresa Conley French*
Print here: Theresa Conley French

By: *[Signature]*
Its: SVP-CFO

Signature: *Amelia Estrebor Nguyen*
Print here: Amelia Estrebor Nguyen

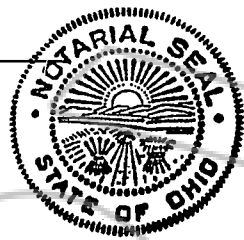
By: *[Signature]*
Its: President

STATE OF OHIO)
) SS.
COUNTY OF LUCAS)

The foregoing instrument was acknowledged before me this 23 day of October, 2000 by ERIN C. IBELE, the VICE PRESIDENT AND CORPORATE SECRETARY of Health Care REIT, Inc., a Delaware corporation, on behalf of the corporation.

Rita J. Rogge
Notary Public

My Commission Expires: _____



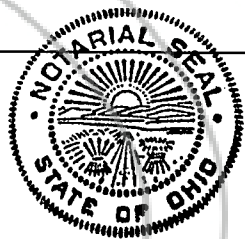
[SEAL]
RITA J. ROGGE
Notary Public, State of Ohio
Commission Expires 8-26-05

STATE OF OHIO)
) SS.
COUNTY OF LUCAS)

The foregoing instrument was acknowledged before me this 23 day of October, 2000 by ERIN C. IBELE, the VICE PRESIDENT AND CORPORATE SECRETARY of HCRI Nevada Properties, Inc., a Nevada corporation, on behalf of the corporation.

Rita J. Rogge
Notary Public

My Commission Expires: _____



[SEAL]
RITA J. ROGGE
Notary Public, State of Ohio
Commission Expires 8-26-05

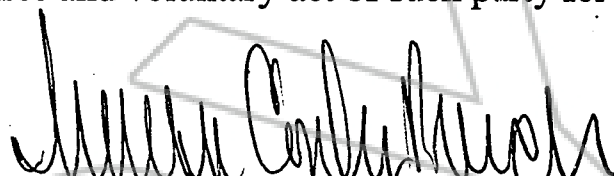
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STATE OF WASHINGTON)
) SS:
COUNTY OF King)

I certify that I know or have satisfactory evidence that John L. Carrosino and William D. Pettit, Jr. are the persons who appeared before me, and said persons acknowledged that they signed this instrument, on oath stated that they were authorized to execute the instrument and acknowledged it as the SVP-CEO and President of The Merrill Group, Inc., as general partner of Merrill Associates Limited Partnership, as manager of Merrill Gardens L.L.C., as manager of MGP VIII, LLC, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: October 13, 2000



Notary Public

Theresa Conley French
[Printed Name]

My appointment expires: 10/8/2002



THIS INSTRUMENT PREPARED BY:

Eileen M. Best, Esq.
Shumaker, Loop & Kendrick, LLP
1000 Jackson Street
Toledo, Ohio 43624-1573

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EXHIBIT A: LEGAL DESCRIPTION

All that certain lot, piece of parcel of land situate in the County of Douglas, State of Nevada, described as follows:

PARCEL 1:

A parcel of land located within a portion of Section 10, Township 12 North, Range 20 East, M.D.M., more particularly described as follows:

Commencing at the Northeasterly corner of Lot 5, Block D as shown on the Final Map for JEWEL COMMERCIAL PARK, PHASE 2, recorded July 24, 1997 in the Office of the Recorder, Douglas County, Nevada as Document No. 417846, the Southwesterly terminus of MATHIAS PARKWAY; thence along the Southerly right-of-way of said MATHIAS PARKWAY, North $44^{\circ}45'21''$ West, 423.56 feet to the POINT OF BEGINNING; thence South $45^{\circ}14'39''$ West, 20.00 feet; thence South $81^{\circ}33'55''$ West, 134.55 feet; thence North $60^{\circ}24'44''$ West, 82.61 feet to a point on the Easterly line of VIRGINIA RANCH ROAD; thence North $29^{\circ}35'16''$ East, 116.94 feet; thence along the arc of a curve to the right having a radius of 30.00 feet, central angle of $105^{\circ}39'23''$, and an arc length of 55.32 feet to a point on the Southerly right-of-way of said MATHIAS PARKWAY; thence South $44^{\circ}45'21''$ East, 161.91 feet to the POINT OF BEGINNING.

Reference is made to Record of Survey recorded September 19, 1997, in Book 997, Page 4056, as Document No. 422092.

A.P.N. 1220-10-510-004

PARCEL 2:

A parcel of land located within a portion of Section 10, Township 12 North, Range 20 East, M.D.M., more particularly described as follows:

Commencing at the Northeasterly corner of Lot 5, Block D as shown on the Final Map for JEWEL COMMERCIAL PARK, PHASE 2, recorded July 24, 1997 in the Office of the Recorder, Douglas County, Nevada as Document No. 417846, the Southwesterly terminus of MATHIAS PARKWAY, the POINT OF BEGINNING; thence along the boundary of said Lot 5 the following three courses:

thence South $29^{\circ}35'16''$ West, 705.21 feet; thence North $46^{\circ}24'12''$ West, 620.29 feet to a point on the right-of-way of VIRGINIA RANCH ROAD; thence along said right-of-way North $29^{\circ}35'16''$ East, 567.22 feet; thence along the boundary of Lot 5A as shown on the Record of Survey for JEWEL COMMERCIAL PARK recorded September 19, 1997 in the Office of Recorder, Douglas County, Nevada as Document No. 422092 the following three courses:

thence South $60^{\circ}24'44''$ East, 82.61 feet; thence North $81^{\circ}33'55''$ East, 134.55 feet; thence North $45^{\circ}14'39''$ East, 20.00 feet to a point on the right-of-way of MATHIAS PARKWAY;

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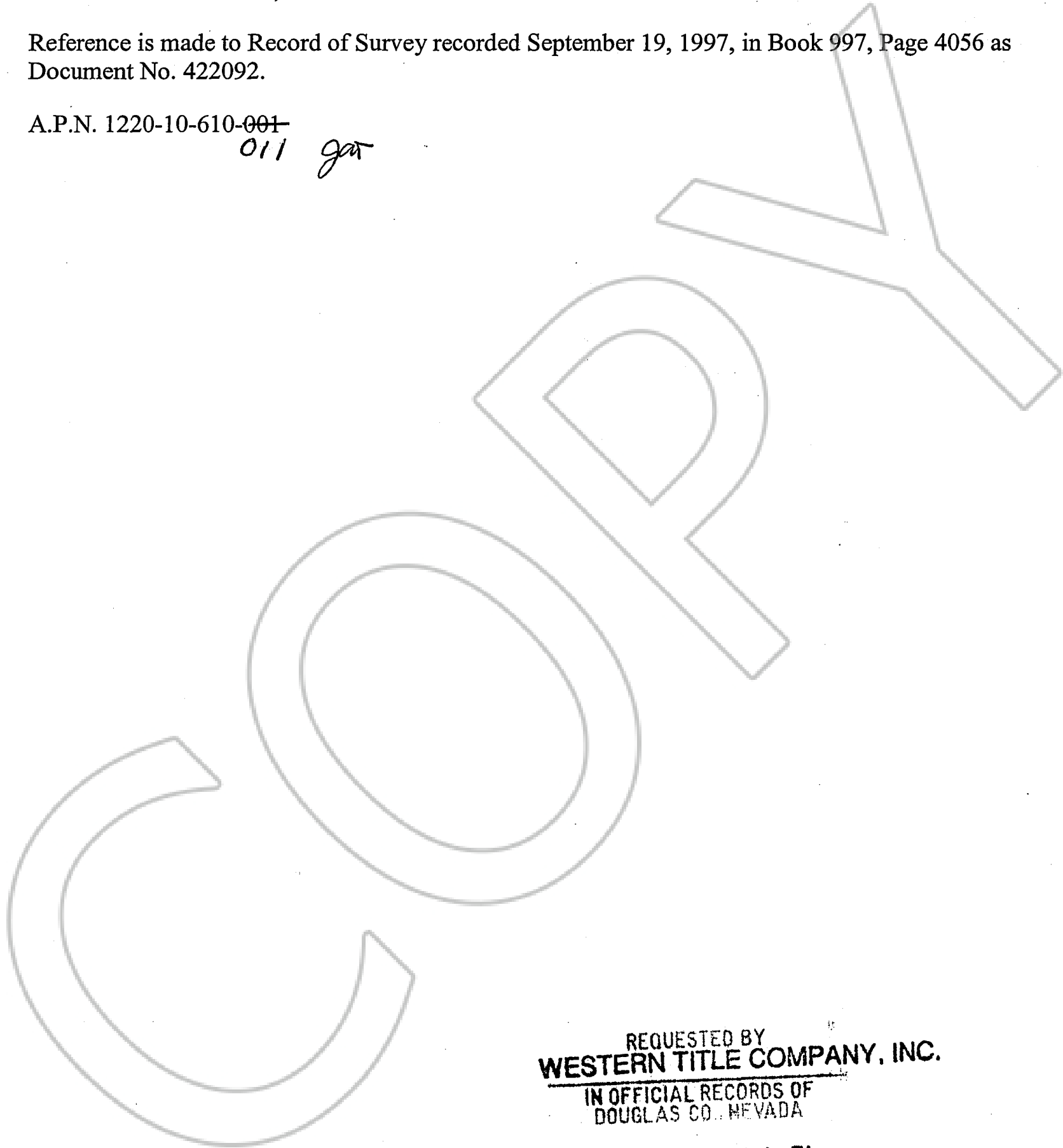
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thence along said right-of-way South 44°45'21" East, 423.56 feet to the POINT OF BEGINNING.

The above describes Lot 5 Remainder as shown on said Record of Survey for JEWEL COMMERCIAL PARK, Document No. 422092.

Reference is made to Record of Survey recorded September 19, 1997, in Book 997, Page 4056 as Document No. 422092.

A.P.N. 1220-10-610-~~001~~
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REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2000 NOV 17 PM 1:54

LINDA SLATER
RECORDER

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