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Vol. m88 Page 17480

STATE OF OREGON

UNIFORM COMMERCIAL CODE—FINANCING STATEMENT—FORM UCC-1

INSTRUCTIONS:

1. PLEASE TYPE THIS FORM.
2. Enclose fee of \$3.00 per name listed plus \$2.00 per trade name.
3. This form is to be filed only with the Secretary of State.
4. Send the Alphabetical, Numerical and Acknowledgment copies with interleaved carbon paper intact to the filing officer. The Debtor(s) and Secured Party(ies) copies are retained by party making the filing.
5. If the space provided for any item(s) on the form is inadequate, the item(s) should be continued on additional sheets, size 5" x 8". Only one copy of such additional sheets need be presented to the filing officer. Long schedules of collateral, indentures, etc. may be on any size paper that is convenient for the secured party. DO NOT STAPLE OR TYPE ANYTHING TO LOWER PORTION OF THIS FORM.
6. At the time of original filing, filing officer will return acknowledgment copy to the assignee if noted on form or secured party. If secured party requires acknowledgment of long schedules of collateral, two copies should be presented and one will be returned.
7. When a copy of the security agreement is used as a financing statement, it is requested that it be accompanied by a completed UCC-21 form. Enclosed \$4.00 plus \$3.00 per debtor more than one, and \$2.00 per trade name.
8. When filing is to be terminated the acknowledgment copy may be sent to the filing officer signed by the secured party or assignee or he may use Form UCC-3 as a Termination Statement.

This FINANCING STATEMENT is presented to filing officer pursuant to the Uniform Commercial Code.

1A. Debtor(s)
HDI ASSOCIATES V. AN OREGON
LIMITED PARTNERSHIP

2A. Secured Party(ies)
BAYBANK BOSTON, N.A.

Filing Officer Use Only

1B. Mailing Address(es):

10394 Chatfield Avenue
Suite 108
Littleton, Colorado

2B. Address of Secured Party from which
security information obtainable:
175 Federal Street
Boston, Massachusetts
Attn: Mr. Michael Parker
Vice President

Vol. M88/Page 17480

3. This financing statement covers the following types (or items) of collateral (ORS 79.4020): See Rider Filed herewith. Said Rider describes the types of property covered by this Financing Statement including, without limitation, all accounts; accounts receivable; inventory; contract rights; general intangibles; equipment; farm products; goods; chattel paper; fixtures; books; records, information relating to the Collateral and/or the Debtor; instruments; documents of title; documents; securities; trade secrets; computer programs; customer lists; papers relating to the Collateral and/or the Debtor's business; tax refunds; liens, guaranties, rights and remedies pertaining to any of the foregoing; all whether now owned or in which the Debtor has an interest or hereafter acquires, or in which the Debtor obtains an interest, and the products, proceeds and accessions of the foregoing. Proceeds includes, without limitation, insurance proceeds and each type of property described above. Real Estate: Land Conveyed by Deed of Weyerhaeuser Company to HDI Associates V, an Oregon Limited Partnership, situate in Section 29, Township 35 South, Range 15, E.W.M., Klamath County, Oregon.

4A. Assignee of Secured Party(ies) if any:

4B. Address of Assignee from which security information obtainable:

Check box if products of collateral are also covered ☐

No. of additional sheets attached

Record Owner: HDI Associates V, an Oregon Limited Partnership.

HDI ASSOCIATES V. AN OREGON LIMITED PARTNERSHIP
By: HDI OREGON, INC., ITS SOLE GENERAL PARTNER

BAYBANK BOSTON, N.A.

By: Dan R. Rife

By:

*Signature(s) of Debtor(s) required in most cases.

XBK

Signature(s) of Debtor(s)*

Signature(s) of Secured Party(ies) in cases covered by ORS 79.4020.

Signature(s) of Secured Party(ies) or Assignee(s)

FILING OFFICER — ALPHABETICAL

This form of Financing Statement approved by the Secretary of State.

STANDARD FORM—UNIFORM COMMERCIAL CODE—FORM UCC-1

Debtor: HDI Associates, a/an Oregon Limited Partnership
 10394 West Chatfield Avenue
 Suite 108
 Littleton, Colorado 80127

Secured Party: BayBank Boston, N.A.
 175 Federal Street
 Boston, Massachusetts
 Attn: M.M. Parker, V.P.

Rider to No. _____

The financing statement, with which this rider is filed, covers the following types (or items) of property:

(a) All accounts, including, without limitation, "accounts" as defined in the Uniform Commercial Code as adopted in Massachusetts (hereinafter, the "UCC"), accounts receivable, notes, drafts, acceptances, and other forms of obligations, and receivables, and rights to payment for credit extended and for goods sold, or leased, or services rendered, whether or not yet earned by performance.

(b) All inventory, including, without limitation, "inventory" as defined in the UCC and also all goods, wares, merchandise, raw materials, work in process, finished goods, and other personal property of every description held for sale or lease or furnished or to be furnished under a contract or contracts of service by the Debtor, or used or consumed or to be used or consumed in the Debtor's business, and all goods of said description which are in transit and all returned, repossessed, and rejected goods of said description and all such goods of said description which are detained from or rejected for entry into the United States, and all documents (whether or not negotiable) which represent any of the foregoing.

(c) All contract rights, including, without limitation, "contract rights" as formally defined in the UCC, and also any right to payment under a contract not yet earned by performance, and not evidenced by an instrument or chattel paper.

(d) All general intangibles, including, without limitation, "general intangibles," as defined in the UCC, and all records, customer lists, goodwill, causes of action, judgements, literary rights, rights to performance, licenses, permits, certificates of convenience and necessity, and similar rights granted by any governmental authority, copyrights, trademarks, patents, patent applications, proprietary processes, blueprints, drawings, designs, diagrams, plans, reports, charts, catalogs, manuals, literature, technical data, proposals, cost estimates, and all other reproductions on paper, or otherwise, of any and all concepts or ideas, in any manner related to, or connected with, the design, development, manufacture, sale, marketing, leasing, or use of any or all goods produced or sold or leased or credit extended, or services performed, by the Debtor, whether intended for an individual customer or the general business of the Debtor, or used or useful in connection with basic research by the Debtor.

(e) All Equipment, including, without limitation, "equipment" as defined in the UCC and also all motor vehicles, rolling stock, machinery, office equipment, plant equipment, tools, dies, molds, store fixtures, furniture and other goods, property, and assets which are used and/or were purchased for use in the operation or furtherance of the Debtor's business and all accessions, additions thereto, and substitutions therefor.

(f) All farm products, as that term is defined in the UCC.

OVER

(g) All goods, including, without limitation, "goods" as defined in the UCC) and also, all consumer goods, equipment, farm products, and inventory, and also all things moving and/or fixtures at the time the security interest granted therein attaches.

(h) All chattel paper, including, without limitation "chattel paper" as defined in the UCC.

(i) All fixtures, as that term is defined in the UCC.

(j) All books, records, and information relating to the collateral and/or to the operation of the Debtor's business, and all rights of access to such books, records, and information, and all property in which such books, records, and information are stored, recorded, and maintained.

(k) All instruments, documents of title, documents, policies and certificates of insurance, securities, deposits, deposit accounts, money, cash, or other property.

(l) All federal, state, and local tax refunds, and/or abatements to which the Debtor is or becomes entitled, no matter how or when arising, including, but not limited to any loss carry-back tax refunds.

(m) All trade secrets, computer programs, customer lists, assignment of patents and patents pending, developmental ideas and concepts, and all papers, drawings, blueprints, sketches, and documents relating thereto and/or relating to the operation of the Debtor's business and/or the collateral.

(n) All insurance proceeds, refunds, and premium rebates whether arising out of any of the foregoing (a-m), or otherwise;

(o) All liens, guaranties, rights, remedies, and privileges pertaining to any of the foregoing (a-n), including the right of stoppage in transit.

All of the above described property (a-n) whether now owned, now due, or in which the Debtor has an interest, or hereafter, at any time in the future, acquired, arising, to become due, or in which the Debtor obtains an interest.

All products, proceeds, and accessions of all of the above described property. The proceeds in which the Bank has been granted a security interest hereunder include, without limitation, insurance proceeds, each type of property described in (a) through and including (o), above, and inventory, equipment, and goods.

The Debtor is prohibited from (1) granting any other security interest in any of the above and (2) disposing of any of its assets with the exception of inventory disposed of in the ordinary course of business.

Return:

FILED WITH: Klamath County Recorder

Mitchell S. Marder

HDI ASSOCIATES V, AN OREGON LIMITED

BAYBANK BOSTON, N.A.

Three Center Plaza

PARTNERSHIP

By: HDI-OREGON, INC.

Its sole general partner

By:

By:

MM. 184

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mitchell S. Marder the 18th day of Oct. A.D. 19 88 at 12:35 o'clock P M., and duly recorded in Vol. M88 of Mortgages on Page 17480

FEE \$15.00

Evelyn Biehn County Clerk

By Pauline Miller