

Amertitle
MTC 50691 AM

2016-004204

Klamath County, Oregon

04/26/2016 10:27:35 AM

Fee: \$62.00

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. E-MAIL CONTACT AT FILER [optional]

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

LAW OFFICE OF MARK D. FOSTER

4835 LBJ FREEWAY, SUITE 424

DALLAS, TEXAS 75204

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME — Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME				
OLD MILL SOLAR, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
700 UNIVERSE BLVD.		JUNO BEACH	FL	33408 USA

2. DEBTOR'S NAME — Provide only one debtor name (2a or 2b) (use exact, full name; do not omit, modify or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME				
PACESETTER CDE XI, LLC				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
800 TURNPIKE STREET, SUITE 300		NORTH ANDOVER	MA	01845 USA

4. COLLATERAL: This financing statement covers the following collateral:

SEE SCHEDULE 1 ATTACHED

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and instructions) ☐ being administered by a Decedent's Personal Representative

6. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ A Debtor is a Transmitting Utility

8. OPTIONAL FILER REFERENCE DATA

COUNTY FILING

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank

because Individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME

OLD MILL SOLAR, LLC

OR 9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR 10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR 11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in

14. This FINANCING STATEMENT:

☐ covers timber to be cut ☐ covers as-extracted collateral ☒ Is filed as a fixture filing

15. Name and address of a RECORD OWNER of above-described real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

SEE EXHIBIT A

17. MISCELLANEOUS:

**UCC-1 Financing
Statement Schedule 1
Description of Collateral**

Debtor: OLD MILL SOLAR, LLC, an Oregon limited liability company

Secured Party: PACESETTER CDE XI, LLC, a Texas limited liability company

Description of Collateral:

All of Debtor's right, title and interest in and to the following now owned or hereafter acquired collateral:

that certain tract of land situated in Bly, Oregon in the County of Klamath, as more particularly described in Exhibit A attached hereto and incorporated herein by reference together with all existing or subsequently erected or affixed buildings, improvements, Solar Panels (as hereinafter defined), and fixtures; all appliances, furniture and furnishings affixed to the real property; all easements, rights of way and appurtenances; all water, water rights and ditch rights (including stock in utilities with ditch or irrigation rights) and all other rights, royalties and profits relating to such land and, including, without limitation, all minerals, oil, gas, geothermal and similar matters, and all requisite approvals, licenses, permits, variances, cooperative agreements, tax credits (if applicable), tax abatement benefits (if applicable) and land-use entitlements; and all proceeds of any of the foregoing (collectively, the "Real Property") and all other of Debtor's right, title, and interest in and to (a) the Real Property; (b) all building materials and supplies, improvements, Solar Panels, fixtures and other equipment located from time to time on, under or about the Real Property, together with any alterations, additions and improvements thereto and all restorations and replacements thereof hereafter made from time to time; (c) all estates, easements, interests, licenses, tenements, hereditaments, appurtenances, rights and rights of way, public or private, pertaining, belonging or otherwise relating to the Real Property or any of the other property described herein; (d) any and all equipment, fixtures, general intangibles, instruments, chattel paper, deposit accounts or other personal property of Debtor that is now or hereafter located on or used in connection with all or any part of the Real Property; (e) all insurance proceeds and any judgments, settlements, awards and other payments, including interest thereon, which may be made in respect of the aforementioned property, as a result of damage to or destruction of such property, the exercise of the right of condemnation or eminent domain over any interest in the aforementioned property, or any other injury to or decrease in the value of such property; (f) all franchises, permits, licenses and other rights therein respecting the use, occupation or operation of the aforementioned property or the activities conducted thereon or thereabout; (g) all rents (including all unearned or prepaid rents and any and all refunds or rebates of or with respect to any rents, and any interest thereon), income, deposits and other benefits arising out of or otherwise related to the aforementioned property and all leases on or affecting the aforementioned property, and any security deposits, contract rights, general intangibles, actions, rights of action and unearned insurance premiums relating to such leases or the aforementioned property, and (h) all accessions to, substitutes for and all modifications, replacements, renewals, products and proceeds of any of the foregoing. "Solar Panels" means all solar panels and related

equipment owned by Debtor that are now or hereafter located on or used in connection with all or any part of the Real Property and Debtor's solar photovoltaic facility located on such property.

EXHIBIT A

REAL PROPERTY DESCRIPTION

Parcels 1 and 2 of Land Partition 05-10 in Section 34, Township 36 south, Range 14 East of the Willamette Meridian, Klamath County Oregon, recorded July 30, 2010 in 2010-009053, Records of Klamath County, Oregon.

Together with an easement for ingress and egress as described in Easement recorded June 10, 2010 in Instrument No. 2010-007082 and re-recorded May 22, 2015 in Instrument No. 2015-005234 and corrected March 11, 2016 in Instrument No. 2016-002685, Klamath County Records

ALSO Together with a Right of Way Easement as described in Instrument No. 2016-002685, Klamath County Records