2017-012971

Klamath County, Oregon

11/09/2017 03:54:00 PM

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When recorded send to:

Heelstone Energy 101 North Chestnut Street – Suite 113 Winston-Salem, NC 27101 Attention: Jennifer L. Kerrigan

STATE OF OREGON)	ASSIGNMENT OF MEMORANDUM
)	OF GROUND LEASE AGREEMENT
COUNTY OF KLAMATH)	(Cross Reference Book 2017, Page 9108
	,	and Book 2017, Page)
		CONCURRENTLY HEREWITH

THIS ASSIGNMENT OF MEMORANDUM OF GROUND LEASE AGREEMENT is made, dated and effective as of November 4, 2017 (the "Effective Date"), between OR SOLAR 5A LLC, an Oregon limited liability company ("Assignor"), and HEELSTONE PROPERTIES, LLC, a Delaware limited liability company ("Assignee").

RECITALS

- A. Assignor and OR SOLAR 5, LLC entered into that certain Lease Agreement dated August 31, 2017 (as such may be amended from time to-time, collectively, the "Lease"), as reflected by that certain Memorandum of Ground Lease Agreement recorded in Klamath County in Book 2017, Page 9930 covering the certain property described therein (the "Property").
- B. Assignor has sold the Property to Assignee as reflected in that certain Statutory Warranty Deed recorded in Klamath County in Book 2017, Page ____.
- C. As part of the purchase of the Property, Assignor assigned and transferred all of its rights in the Lease to Assignee pursuant to that certain Assignment and Assumption of Lease dated as of November 7, 2017 (the "Assignment").
- D. The parties desire to provide record notice of such Assignment.

NOW THEREFORE, the parties desire to reflect that Assignor assigned to Assignee all of Assignor's rights, title, interests, and privileges under the Lease other than the rights to sell, lease, assign or otherwise transfer any water rights appurtenant to or associated with the Leased Premises (as defined in the Lease) (other than rights to access municipal water supplies) and the economic benefits thereof as further described in Section 7.7 of the Lease. Assignee hereby assumes, and agrees to pay, perform and discharge, all obligations and liabilities of Assignor under the Lease.

[SEPARATE SIGNATURE AND NOTARY PAGES ATTACHED]

SEPARATE SIGNATURE PAGE TO ASSIGNMENT OF MEMORANDUM OF GROUND LEASE

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date above.

ASSIGNOR:

OR SOLAR 5A LLC, an Oregon limited liability company

By: OR Solar 5A Holdings LLC, its Managing Member

By: ET Cap OR Holdings LLC, its Managing Member

By: ET Capital Solar Partners (USA), Inc., its

Managing Member

By: Name: Linhui Sui Title: President

[separate notary page attached]

SEPARATE NOTARY PAGE TO ASSIGNMENT OF MEMORANDUM OF GROUND LEASE

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California	
County of Clamada	
On 1112017 before	me, Michelle Romano, Matory public
(Date)	(insert name and title of the officer)
personally appeared Linhui	Sui
within instrument and acknowledged to m	ory evidence to be the person whose name is subscribed to the e that he executed the same in his authorized capacity, and that
by his signature on the instrument the person	on, or the entity upon behalf of which the person acted, executed
the instrument.	
	I certify under PENALTY OF PERJURY under the laws
MICHELLE ROMERO	of the State of California that the foregoing paragraph is
Notary Public – California Contra Costa County Commission # 2194394	true and correct.
My Comm. Expires May 6, 2021	

Signature

WITNESS my hand and official seal.

SEPARATE SIGNATURE PAGE TO ASSIGNMENT OF MEMORANDUM OF GROUND LEASE

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date above.

By:

ASSIGNEE:

HEELSTONE PROPERTIES, LLC

William B. Owens, Jr., Vice President

STATE OF LOUISIANA

PARISH OF E. BATON ROUGE

I, the undersigned notary, certify that the following person personally appeared before me this day, acknowledging to me that he or she voluntarily signed the foregoing document for the purposes stated therein and in the capacity indicated: William B. Owens, Jr. as the Vice President of **HEELSTONE PROPERTIES**, **LLC**

Date: <u>Ottober</u> 31, 2017

Notary Public

(Official Seal)

Clinton G. Healey Notary Public, ID #146950 East Baton Rouge Parish State of Louisiana My commission is for life. My Commission Expires:

File# 196675AM