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2017-012971
Klamath County, Oregon
11/09/2017 03:54:00 PM
Fee: \$57.00

When recorded send to:

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

STATE OF OREGON)
COUNTY OF KLAMATH)

**ASSIGNMENT OF MEMORANDUM
OF GROUND LEASE AGREEMENT**
(Cross Reference Book 2017, Page 9108
and Book 2017, Page _____)

**RECORDED
CONCURRENTLY HERewith**

THIS ASSIGNMENT OF MEMORANDUM OF GROUND LEASE AGREEMENT is made, dated and effective as of November 9, 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 9, 2017 (the “**Assignment**”).
- D. The parties desire to provide record notice of such Assignment.

**RECORDED
CONCURRENTLY HERewith**

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.

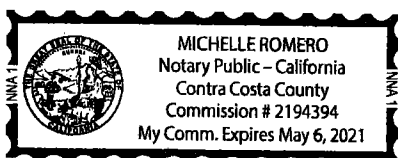
State of California

County of Alameda

On 11/1/2017 before me, Michelle Romero, Notary public
(Date) (insert name and title of the officer)

personally appeared Linhui Sun

who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

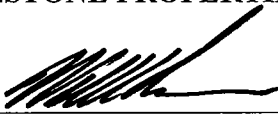
Signature Michelle Romero (Seal)

**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.

ASSIGNEE:

HEELSTONE PROPERTIES, LLC

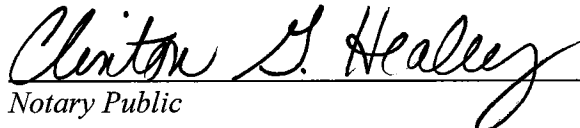
By: 
William B. Owens, Jr., Vice President

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: October 31, 2017


Notary Public

(Official Seal)

My Commission Expires: at death

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

File #
196675AM