

**RECORDED  
CONCURRENTLY HEREWITH**

**2018-000571**  
Klamath County, Oregon  
01/16/2018 03:07:01 PM  
Fee: \$92.00

After recording return to:  
Northwest Farm Credit Services, PCA  
650 Hawthorne Ave SE, Ste 210  
Salem, OR 97301



## SUBORDINATION AGREEMENT

### PARTIES AND INTERESTS.

Subordinator: Nahalah Holdings, LLC, a Limited Liability Company  
2005 Annelise H. Newman Generation Skipping Trust  
2005 Lucas G. Newman Generation Skipping Trust  
2005 William E. Newman Generation Skipping Trust  
2005 Grace A. Newman Generation Skipping Trust

Subordinator's Interest: Deed of Trust dated September 22, 2014, recorded October 23, 2014, as Instrument No. 2014-011129, records of Klamath County, State of Oregon, covering all or a portion of the property in Exhibit A attached hereto.

Subordinatee: Northwest Farm Credit Services, PCA  
650 Hawthorne Ave SE, Ste 210  
Salem, OR 97301

Subordinatee's Interest: Line of Credit Deed of Trust and Fixture Filing dated August 1, 2016, recorded August 2, 2016, as Instrument No. 2016-008177 and Modification of Line of Credit Mortgage and Fixture Filing dated August 17, 2016, recorded August 19, 2016, as Instrument No. 2016-008842 and Modification of Line of Credit Mortgage and Fixture Filing dated December 1, 2017, recorded \_\_\_\_\_, as Instrument No. \_\_\_\_\_, records of Klamath County, Oregon.

Subordinatee's Note: Note, executed by Borrower or Borrower's successor, dated September 8, 2015 and any amendments thereto, secured by Subordinatee's Interest.

Borrower(s): HWN-KF'S-Antarctica, LLC, a Limited Liability Company and Cerule, LLC, a Limited Liability Company

### AGREEMENT.

The property described in the above-referenced instruments creating Subordinatee's Interest is referred to as the "Property."

For good and valuable consideration, Subordinator subordinates its interest in the Property to Subordinatee's Interest and all advances or charges, if any, made or accruing under Subordinatee's Note. This Subordination also includes any extension, refinancing, reindexing, renewal, or renegotiation of Subordinatee's Note.

Subordinator acknowledges the opportunity to examine the terms of the documents pertaining to Subordinatee's Interest.

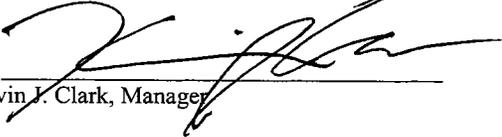
AMERITITLE, has recorded this Instrument by request as an accommodation only, and has not examined it for regularity and sufficiency or as to its effect upon the title to any real property that may be described therein.

(Cerule, LLC/Note No. 6089206)

The heirs, personal representatives, successors and assigns of Subordinator shall be bound by this Subordination. This Subordination shall inure to the benefit of Subordinatee and its personal representatives, successors and assigns.

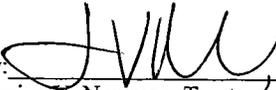
Dated: December 1, 2017

Nahalah Holdings, LLC, a Limited Liability Company

By:   
Kevin J. Clark, Manager

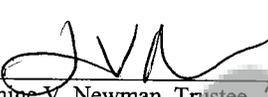
2005 Annelise H. Newman Generation Skipping Trust

By:   
Gregory S. Newman, Trustee

By:  TTE  
Jeanine V. Newman, Trustee

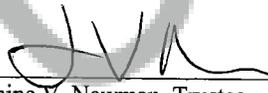
2005 Lucas G. Newman Generation Skipping Trust

By:   
Gregory S. Newman, Trustee

By:  TTE  
Jeanine V. Newman, Trustee

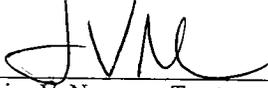
2005 William E. Newman Generation Skipping Trust

By:   
Gregory S. Newman, Trustee

By:  TTE  
Jeanine V. Newman, Trustee

2005 Grace A. Newman Generation Skipping Trust

By:   
Gregory S. Newman, Trustee

By:  TTE  
Jeanine V. Newman, Trustee

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

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 Contra Costa

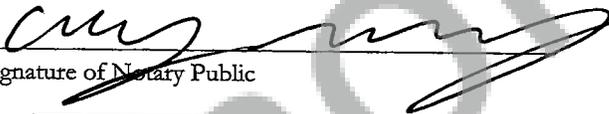
On Dec 20 2017 before me, Christian Martinez, Notary Public, personally appeared

Kevin J Clark

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) 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 of Notary Public

(Notary Seal)

## OPTIONAL INFORMATION

*The acknowledgment contained within this document is in accordance with California law. Any certificate of acknowledgement performed within the State of California shall use the preceding wording pursuant to Civil Code section 1189. An acknowledgment cannot be affixed to a document sent by mail or otherwise delivered to a notary public, including electronic means, whereby the signer did not personally appear before the notary public, even if the signer is known by the notary public. In addition, the correct notarial wording can only be signed and sealed by a notary public. The seal and signature cannot be affixed to a document without the correct notarial wording.*

### DESCRIPTION OF ATTACHED DOCUMENT

\_\_\_\_\_  
(Title of document)  
Number of Pages \_\_\_\_\_ (Including acknowledgment)  
Document Date \_\_\_\_\_

### CAPACITY CLAIMED BY SIGNER

\_\_\_\_\_  
Individual  
\_\_\_\_\_  
Corporate Officer  
\_\_\_\_\_  
Partner  
\_\_\_\_\_  
Attorney-In-Fact  
\_\_\_\_\_  
Trustee  
\_\_\_\_\_  
Other: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )ss.  
County of \_\_\_\_\_ )

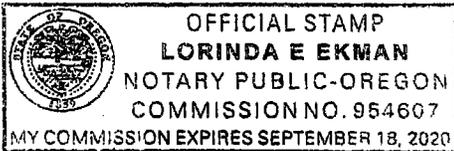
On this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared ~~Kevin J. Clark~~, known to me to be a manager in Nahalah Holdings, LLC, the limited liability company which executed the within instrument, and acknowledged that he/she executed the same as such manager and in the limited liability company's name freely and voluntarily.

\_\_\_\_\_  
Notary Public for the State of \_\_\_\_\_  
Residing at \_\_\_\_\_  
My commission expires \_\_\_\_\_  
Printed Name \_\_\_\_\_

STATE OF Oregon )  
 )ss.  
County of Klamath )

On this 18th day of December, 2017, before me personally appeared Gregory S. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 Annelise H. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.

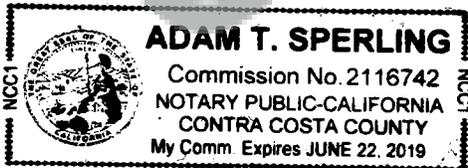
Lorinda E. Ekman  
\_\_\_\_\_  
Notary Public for the State of Oregon  
Residing at \_\_\_\_\_  
My commission expires Sept 18, 2020  
Printed Name Lorinda E. Ekman



STATE OF CALIFORNIA )  
 )ss.  
County of CONTRA COSTA )

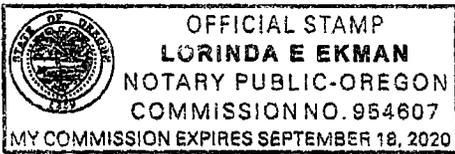
On this 21<sup>st</sup> day of DECEMBER, 2017, before me personally appeared Jeanine V. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 Annelise H. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.

Adam T. Sperling  
\_\_\_\_\_  
Notary Public for the State of CALIFORNIA  
Residing at \_\_\_\_\_  
My commission expires JUNE 22, 2019  
Printed Name ADAM T. SPERLING



STATE OF Oregon )  
 )ss.  
County of Klamath )

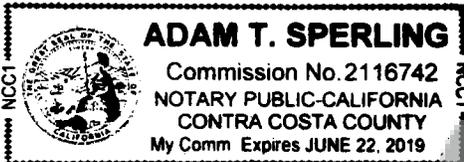
On this 18th day of December, 2017, before me personally appeared Gregory S. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 Lucas G. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.



Lorinda E. Ekman  
Notary Public for the State of Oregon  
Residing at \_\_\_\_\_  
My commission expires Sept. 18, 2020  
Printed Name Lorinda E. Ekman

STATE OF CALIFORNIA )  
 )ss.  
County of CONTRA COSTA )

On this 21st day of DECEMBER, 2017, before me personally appeared Jeanine V. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 Lucas G. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.



Adam T. Sperling  
Notary Public for the State of CALIFORNIA  
Residing at \_\_\_\_\_  
My commission expires JUNE 22 2019  
Printed Name ADAM T SPERLING

STATE OF Oregon )  
 )ss.  
County of Klamath )

On this 18th day of December, 2017, before me personally appeared Gregory S. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 William E. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.

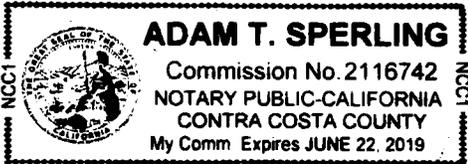


Lorinda E. Ekman  
Notary Public for the State of Oregon  
Residing at \_\_\_\_\_  
My commission expires Sept. 18, 2020  
Printed Name Lorinda E. Ekman

STATE OF CALIFORNIA )  
 )ss.  
County of CONTRA COSTA )

On this 21<sup>st</sup> day of DECEMBER, 2017, before me personally appeared Jeanine V. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 William E. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.

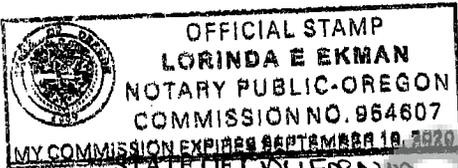
[Signature]  
Notary Public for the State of CALIFORNIA  
Residing at \_\_\_\_\_  
My commission expires JUNE 22, 2019  
Printed Name ADAM T SPERLING



STATE OF Oregon )  
 )ss.  
County of Klamath )

On this 18<sup>th</sup> day of December, 2017, before me personally appeared Gregory S. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 Grace A. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.

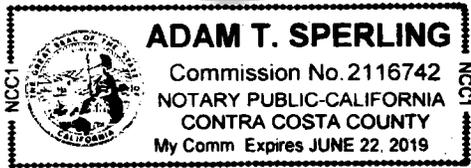
[Signature]  
Notary Public for the State of Oregon  
Residing at \_\_\_\_\_  
My commission expires Sept. 18, 2020  
Printed Name Lorinda E. Ekman



STATE OF CALIFORNIA )  
 )ss.  
County of CONTRA COSTA )

On this 21<sup>st</sup> day of DECEMBER, 2017, before me personally appeared Jeanine V. Newman, known to me to be the individual who executed the foregoing instrument as Trustee of the 2005 Grace A. Newman Generation Skipping Trust under Trust Agreement dated 09-29-2005 for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute this instrument.

[Signature]  
Notary Public for the State of CALIFORNIA  
Residing at \_\_\_\_\_  
My commission expires JUNE 22, 2019  
Printed Name ADAM T SPERLING



**EXHIBIT A  
PROPERTY DESCRIPTION**

**PARCEL 1: (KENO FACILITY)**

Parcel 1 of Land Partition 43-95 situated in Government Lot 1 (NW1/4 NE1/4) Section 7, Township 40 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon.

**PARCEL 2: (AVALON)**

Lots 13, 14, and 15 in Block 4 of FIRST ADDITION TO ALTAMONT ACRES, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon, TOGETHER WITH vacated Maryland Avenue (formerly Tappen Avenue), which inures by law thereto

**PARCEL 3: (WASHBURN)**

A tract of land situated in the SW1/4 of NW1/4 of Section 10, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon and Lot 7 in Block 4 of THIRD ADDITION TO ALTAMONT ACRES. Beginning at a point that is 327 feet North of the intersection of the North line of LaVerne Street and the East line of Washburn Way; thence South along the East line of Washburn Way 100 feet; thence East parallel to the North line of LaVerne Street to the West line of Lot 10 in Block 4 of THIRD ADDITION TO ALTAMONT ACRES; thence North along said West line 54.6 feet to the Northwest corner of said Lot 10; thence East along the North line of Lots 8, 9 and 10 in Block 4, 300 feet to the West line of Avalon Street; thence North along said street 45.4 feet; thence West parallel to the North line of LaVerne Street to the point of beginning.

EXCEPTING THEREFROM the following described parcel: Beginning at the Northwest corner of said Lot 10; thence East along the North line of Lots 8, 9 and 10, Block 4, 300 feet to the West line of Avalon Street; thence North along said street 45.4 feet; thence West parallel to the North line of LaVerne Street to a point on the West line of Lot 7, Block 4, THIRD ADDITION TO ALTAMONT ACRES, thence South along the West line of said Lot 7 to the point of beginning.

FURTHER EXCEPTING that portion deeded to the State of Oregon for highway purposes by instrument recorded September 10, 1965 in Volume M65, page 1556, Microfilm Records of Klamath County, Oregon.

**PARCEL 4: (COVE)**

Government Lots 2 and 4 of Section 13, Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon, BUT EXCEPTING THEREFROM the Northerly and Northeasterly parts thereof deeded to R. W. Browning, et ux., by deed recorded in Deed Volume 210, page 321, Klamath County, Oregon.

ALSO, that part of Government Lot 3, Section 13, Township 38 South, Range 8 East of the Willamette Meridian which lies Northeasterly of the right of way of the Central Pacific Railway Company.

TOGETHER WITH that portion of Parcel 1, Land Partition 35-98, in N1/2, Section 33, Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon. Conveyed to Klamath Veneer, Inc., an Oregon Corporation, to complete Property Line Adjustment 9-00, by Deed recorded June 2, 2000 in Volume M00, page 19996, being more particularly described as follows:

Commencing at the Southwest corner of the NE1/4 NE1/4 of Section 13, Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon; thence along the South line of said NE1/4 NE1/4 of said Section 13,

North 89°37'10" East 338.20 feet to a 5/8 inch iron rod; thence South 00°22'50" East 185.41 feet to a 5/8 inch iron rod which is the true point of beginning for this description; thence South 80°41'50" East 38.30 feet to a 5/8 inch iron rod; thence South 61°49'50" East 122.52 feet to a 5/8 inch iron rod; thence South 89°37'10" West 644.05 feet; thence North 11°05'34" East 54.41 feet to a 5/8 inch iron rod; thence North 75°39'14" East 132.52 feet; thence North 88°12'14" East 209.19 feet; thence South 80°42'14" East 152.23 feet to the true point of beginning.

AND EXCEPTING THEREFROM that portion thereof conveyed to Cynthia Bourgeau and Kriss Wessling to complete Property Line Adjustment 9-00, by Deed recorded June 2, 2000 in Volume M00, page 19998, being more particularly described as follows:

A parcel of land situated in the SW1/4 NE1/4 of Section 13, Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Commencing at a 5/8 inch iron rod marking the Southeast corner of Parcel 1 of Klamath County Land Partition 35-98 which bears South 72°58'30" West 873.82 feet from the center ¼ corner of said Section 13; thence South 89°37'10" West 937.66 feet to ½ inch iron rod which is the true point of beginning for this description; thence continuing South 89°37'10" West 65.11 feet, more or less, to the mean high water line of Upper Klamath Lake; thence Southeasterly along said mean high water line 353 feet, more or less, to a 5/8 iron rod; thence North 11°05'34" East 101.70 feet; thence South 89°37'10" West 293.61 feet to the true point of beginning.

PARCEL 5: (COLD STORAGE)

Lots 6A, 6B, 7A, 7B, 8A, 8B and 9A in Block 3 of RAILROAD ADDITION TO THE CITY OF KLAMATH FALLS, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

PARCEL 6: (COLD STORAGE)

Lots 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 in Block 11 of RAILROAD ADDITION TO THE CITY OF KLAMATH FALLS, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

Lots 6, 7, 8, and 9 in Block 19 and Lots 1, 2, 3, 4 and 5 in Block 20 of SECOND RAILROAD ADDITION TO THE CITY OF KLAMATH FALLS, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

All of Vacated Lake Street being bounded on the North by the South line of Lot 5 in Block 20 of Second Railroad Addition, on the West by the East line of Spring Street on the South by the North line of Lot 6 in Block 19 of Second Railroad Addition, and on the East by West line of the Southern Pacific Railroad right of way, all in Second Railroad Addition to the City of Klamath Falls, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

Code No.	Tax ID	Map No.	Address	Parcel	Property Name
021; 052	R897464	R-4008-00700-00400-000		Parcel 1	Keno
021; 052	R619414	R-4008-00700-00400-000	12742 Keno Worden Rd	Parcel 1	Keno
052; 021	R585272	R-4008-00700-00400-000	12742 Keno Worden Rd	Parcel 1	Keno
041	R527923	R-3909-003CD-05200-000	2859 Avalon St	Parcel 2	Avalon
	P895590	R-3909-003CD-05200-000		Parcel 2	Avalon
041	R542498	R-3909-010BC-02600-000	3735 Washburn Way	Parcel 3	Washburn
	P894163	R-3909-010BC-02600-000		Parcel 3	Washburn
183	R421706	R-3808-01300-00800-000	4605 Lakeport Blvd	Parcel 4	Cove
001	R414634	R-3809-033BB-06500-000	242 Market Street	Parcel 5	Cold Storage
001	R414643	R-3809-033BB-06700-000	292 Market Street	Parcel 5	Cold Storage
001	R414652	R-3809-033BB-06600-000	284 Market Street	Parcel 5	Cold Storage
001	R897468	R-3809-033BC-00500-000		Parcel 6	Cold Storage
001	R478227	R-3809-033BC-00400-000		Parcel 6	Cold Storage
001	R478236	R-3809-033BC-00500-000		Parcel 6	Cold Storage
001	R478469	R-3809-033BC-00600-000		Parcel 6	Cold Storage