

2018-001967

Klamath County, Oregon

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**ASSIGNMENT AND ASSUMPTION OF LEASEHOLD DEED OF TRUST AND OTHER  
LOAN DOCUMENTS**

FOR VALUE RECEIVED, **SEMINOLE FUNDING RESOURCES, LLC**, a Delaware limited liability company ("**Assignor**"), hereby assigns, transfers and conveys to **SEMINOLE MORTGAGE TRUST**, a Florida group trust, with a place of business at 455 N. Indian Rocks Rd. Belleair Bluffs, Florida 33770 ("**Assignee**"), all of its right, title and interest in and to the following:

1. The loan made by Assignor to **KLAMATH FALLS SOLAR 2, LLC**, a Delaware limited liability company ("**Borrower**") evidenced and secured by certain documents, including those documents described on Schedule 1 hereto (the "**Loan**") including, without limitation, that certain Line of Credit Leasehold Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing (Security for Construction Loan) (the "**Leasehold Deed of Trust**") executed by Borrower, as grantor, to AmeriTitle, as trustee, for the benefit of Assignor, as beneficiary, and recorded as Instrument No. 2017-013686, of the Official Records of Klamath County, Oregon (the "**Public Records**"), and secured by that certain real property described in Exhibit A attached hereto, and all other documents relating to the Loan; and
2. All of the documents described on Schedule 1 hereto and the rights, liens, security interests and remedies arising thereunder.

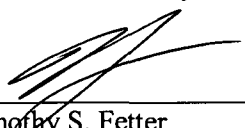
This Assignment and Assumption is made without representation or warranty of any kind.

*[The remainder of this page intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned has executed this Assignment and Assumption as of the 29th day of December, 2017.

**ASSIGNOR:**

**SEMINOLE FUNDING RESOURCES, LLC,**  
a Delaware limited liability company

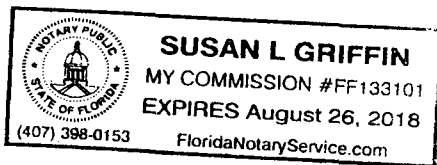
By:   
Name: Timothy S. Fetter  
Title: Executive Vice President

STATE OF Florida )  
 ) SS.  
COUNTY OF Pinellas )

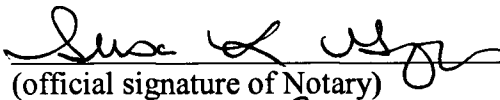
On Dec 29, 2017, before me, Susan L Griffin a Notary Public, personally appeared Timothy S Fetter, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their 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 Florida that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



(Official Seal)

  
(official signature of Notary)  
Susan L Griffin, Notary Public  
(Notary's printed or typed name)

My Commission Expires: 8-26-18

Schedule 1  
to Assignment and Assumption of Leasehold Deed of Trust and Other Loan Documents

LIST OF LOAN DOCUMENTS  
(Each dated effective as of November 29, 2017 unless otherwise noted)

1. Promissory Note executed by Borrower for the benefit of Assignor in the original amount of \$5,626,400.00;
2. Construction Loan Agreement between Borrower and Assignor (the "Loan Agreement");
3. Line of Credit Leasehold Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing (Security for Construction Loan) (the "Leasehold Deed of Trust") executed by Borrower, as grantor, to AmeriTitle, as trustee, for the benefit of Assignor, as beneficiary, and recorded as Instrument No. 2017-013686, of the Official Records of Klamath County, Oregon (the "Public Records"), encumbering the real property legally described on Exhibit A attached hereto and made a part hereof ("Property");
4. Guaranty of Payment and Completion, by Clean Focus Corporation ("Guarantor"), to and for the benefit of Assignor;
5. Indemnity Agreement, from Borrower and Guarantor to Assignor;
6. Registration Agreement by Borrower in favor of Seminole Financial Services, LLC;
7. Assignment of Agreements by Borrower for the benefit of Assignor;
8. Security Agreement executed by Borrower to and for the benefit of Assignor;
9. Collateral Assignment and Pledge Agreement executed by Beryl Construction LLC to and for the benefit of Borrower;
10. Pledge Agreement executed by Clean Focus Renewables, Inc. to and for the benefit of Assignor;
11. Consent and Agreement (EPC) by and among Borrower, Assignor, Beryl Construction LLC, and Enerparc Solar Projects, LLC;
12. Consent and Agreement (PPA) by and among Borrower, Assignor, and Pacificorp;
13. Landlord Consent and Estoppel Certificate (Land Lease and Solar Easement) executed by Eileen Gibbons and Keith D. Goode, Successor Co-Trustees of the Juanita S. Goode Trust and Ewauna Park, LLC in favor of Assignor; and
14. UCC-1 Financing Statements for the benefit of Assignor, as secured party, as required by Assignor.

## **EXHIBIT A**

### **LEGAL DESCRIPTION**

#### **LEGAL DESCRIPTION OF LEASE AREA:**

A LEASE AREA BEING A PORTION OF THAT TRACT OF LAND DESCRIBED IN DEED VOLUME 2012 AT PAGE 012474 OF THE KLAMATH COUNTY DEED RECORDS, SITUATED IN THE NE1/4 OF SECTION 16, T39S, R9EWM, KLAMATH COUNTY, OREGON, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT FROM WHICH THE 1/4 CORNER COMMON TO SECTIONS 9 & 16, T39S, R9EWM BEARS N09°16'01"W 164.82 FEET; THENCE EAST, 22.94 FEET; THENCE S00°52'42"W 28.16 FEET; THENCE S27°40'03"E 19.23 FEET; THENCE S73°48'28"E 17.18 FEET; THENCE EAST 228.97 FEET; THENCE SOUTH 42.38 FEET; THENCE S89°59'00"E 728.20 FEET; THENCE S81°08'32"E 762.35 FEET; THENCE EAST 15.00 FEET; THENCE SOUTH 359.09 FEET; THENCE S89°59'50"W 716.29 FEET; THENCE SOUTH 135.32 FEET; THENCE N89°58'20"W 1056.57 FEET; THENCE N05°53'34"W 56.06 FEET; THENCE N00°03'51"E 423.68 FEET; THENCE N01°12'35"E 127.48 FEET; THENCE N01°14'06"E 97.02 FEET TO THE POINT OF BEGINNING; CONTAINING 21.99 ACRES, MORE OR LESS, WITH BEARINGS BASED ON THE OREGON STATE PLANE COORDINATE SYSTEM - SOUTH ZONE #3602.

#### **LEGAL DESCRIPTION OF ACCESS EASEMENT:**

AN ACCESS EASEMENT BEING A PORTION OF THAT TRACT OF LAND DESCRIBED AS PARCEL 9 IN DEED VOLUME 2012 AT PAGE 012474 OF THE KLAMATH COUNTY DEED RECORDS, SITUATED IN THE NE1/4 OF SECTION 16, T39S, R9EWM, KLAMATH COUNTY, OREGON, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY RIGHT OF WAY LINE OF WASHBURN WAY, FROM WHICH THE N1/16 CORNER COMMON TO SECTION 15, T39S, R9EWM, AND SAID SECTION 16 BEARS N10°33'37"E 182.32 FEET; THENCE, LEAVING SAID WESTERLY RIGHT OF WAY LINE, N87°26'06"W 633.99 FEET; THENCE, ON THE ARC OF A CURVE TO THE RIGHT (RADIUS EQUALS 180.00 FEET AND CENTRAL ANGLE EQUALS 88°33'10") 278.20 FEET; THENCE N01°07'04"E 902.15 FEET; THENCE WEST 3.87 FEET TO A POINT ON THE EAST LINE OF THE EWAUNA PHASE 2 LEASE AREA; THENCE NORTH, ALONG THE SAID EAST LINE, 20.00 FEET; THENCE, LEAVING SAID EAST LINE, EAST 44.27 FEET; THENCE S01°07'04"W 922.94 FEET; THENCE, ON THE ARC OF A CURVE TO THE LEFT (RADIUS EQUALS 140.00 FEET AND CENTRAL ANGLE EQUALS 88°33'10") 195.47 FEET; THENCE S87°26'06"E 632.96 FEET TO A POINT ON THE SAID WESTERLY RIGHT OF WAY LINE OF WASHBURN WAY; THENCE S01°05'24"W 40.01 FEET TO THE POINT OF BEGINNING, WITH BEARINGS BASED ON THE OREGON STATE PLANE COORDINATE SYSTEM - SOUTH ZONE #3602.