

Doc # 0008547 Dec 29, 2008 8:30 AM
 Book 1713 Page 0563 Page 1 of 3
 Register of Deeds, Sullivan County
Sharon A. Krig

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional) George W. Nostrand, Esq. 802-463-4507	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) George W. Nostrand, Esq. Salmon & Nostrand P. O. Box 535 Bellows Falls, VT 05101	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME CNL Income Mount Sunapee, LLC	OR			1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 450 S. Orange Avenue, 12th flr	CITY Orlando		STATE FL	POSTAL CODE 32802	COUNTRY		
1d. TAX ID # SSN OR EIN 26-3587524	ADD. INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION Delaware		1g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME	OR			2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS	CITY		STATE	POSTAL CODE	COUNTRY		
2d. TAX ID # SSN OR EIN	ADD. INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION		2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNEE S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME The Sunapee Difference LLC	OR			3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 1398 Route 103	CITY Newbury		STATE NH	POSTAL CODE 03255	COUNTRY		

4. This FINANCING STATEMENT covers the following collateral
 FIXTURE FILING - See attached Schedule A.

5. ALTERNATIVE DESIGNATION (if applicable) <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING	
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) ADDITIONAL FEE (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2
8. OPTIONAL FILER REFERENCE DATA	

SCHEDULE A

(a) Subject to the reverter rights of the Ground Lessor under the Ground Lease, all "Site improvements" (as referenced and defined in Section 7 of the Ground Lease) now or hereafter built or installed upon the Leased Premises by the "Operator" under the Ground Lease (the "Improvements"); together with

(b) All existing and future leases, subleases, subtenancies, licenses, occupancy agreements and concessions ("leases") relating to the use and enjoyment of all or any part of the Premises and Improvements, and any and all guaranties and other agreements relating to or made in connection with any of such leases; together with

(c) All goods, materials, supplies, chattels, furniture, fixtures, equipment, machinery and general intangibles now or later to be attached to, placed in or on, or used in connection with the use, enjoyment, occupancy or operation of all or any part of the Premises and Improvements, whether stored on the Leased Premises or elsewhere, including, but not limited to, all snowmaking equipment and appurtenances thereto, pumping plants, engines, pipes, ditches and flumes, and also all gas, electric, cooking, heating, cooling, air conditioning, lighting, refrigeration and plumbing fixtures and equipment, all of which shall be considered to the fullest extent of the law to be personal property for purposes of this Mortgage; together with

(d) All other personal property owned by CNL Income Mount Sunapee, LLC located on or used in connection with the Leased Premises; together with

(e) All insurance policies pertaining to the Leased Premises and all proceeds, including all claims to and demands for them, of the voluntary or involuntary conversion of any of the Leased Premises, Improvements or the other property described above into cash or liquidated claims, including proceeds of all present and future fire, hazard or casualty insurance policies and all condemnation awards or payments now or later to be made by any public body or decree by any court of competent jurisdiction for any taking or in connection with any condemnation or eminent domain proceeding, and all causes of action and their proceeds for any damage or injury to the Leased Premises, Improvements or the other property described above or any part of them, or breach of warranty in connection with the construction of the Improvements, including causes of action arising in tort, contract, fraud or concealment of a material fact; together with

(f) All proceeds of, additions and accretions to, substitutions and replacements for, and changes in any of the property described above.

The Leased Premises are more particularly described in **Exhibit A** attached hereto and made a part hereof.

EXHIBIT A

All fixtures that are affixed to the Leased Premises described in that certain Lease and Operating Agreement dated April 30, 1998 by and between Okemo Mountain, Inc. and the State of New Hampshire acting through its Department of Resources and Economic Development (the "Ground Lessor") and recorded on June 11, 1998 in Volume 1154, Page 458 of the Sullivan County Registry of Deeds and Book 2103, Page 308 of the Merrimack County Registry of Deeds as assigned to The Sunapee Difference, LLC by Okemo Mountain, Inc. by Assignment of Lease and Operating Agreement with an effective date of December 31, 1998 and recorded in Volume 1186, Page 181 of the Sullivan County Registry of Deeds and Book 2149, Page 1713 of the Merrimack County Registry of Deeds, as further assigned by The Sunapee Difference, LLC to Mortgagor by Assignment of Lease and Operating Agreement with an effective date of December 5, 2008 and recorded in Book 3099, Pages 1054-1093 of the Merrimack County Registry of Deeds and in the Sullivan County Registry of Deeds at a Book and Page to be assigned (collectively, the "Ground Lease") relating to certain real and personal property leased by Ground Lessor to CNL Income Mount Sunapee, LLC, which real and personal property are described in the Ground Lease as the "Leased Premises" (all references herein to "Leased Property" shall have the meaning given to such term in the Ground Lease).