



UCC

LIEN NO. 92801862

JV FOODS LLC

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER [optional] John Fudge
B. E-MAIL CONTACT AT FILER [optional]
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="text-align: center; padding: 20px;"> DATA RESEARCH INC. 8130 SW Beaverton-Hillsdale Hwy. Portland, OR 97225 </div>

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME — Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME JV Foods LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 399 Wallis, Suite B		CITY Eugene	STATE OR	POSTAL CODE 97402
		COUNTRY USA		

2. DEBTOR'S NAME — Provide only one debtor name (2a or 2b) (use exact, full name; do not omit, modify or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
		COUNTRY		

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Rainbow Wallis Street LLC				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS c/o Rainbow Realty Group, LLC, 500 Park Ave., 10th Fl.		CITY New York	STATE NY	POSTAL CODE 10022
		COUNTRY USA		

4. COLLATERAL: This financing statement covers the following collateral:

Exhibits A & B attached hereto and incorporated herein by reference

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and instructions) ☐ being administered by a Decedent's Personal Representative

6. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ A Debtor is a Transmitting Utility

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA

3515990.0005

EXHIBIT A

Legal Description of Property

To UCC-1 Financing Statement

Lots 2 and 3, Block 7, Second Addition to Universal Industrial Park, as platted and recorded in File 72, Slide 12, Lane County Oregon Plat Records, in Lane County, Oregon

399 Wallis Street
Map: 17-04-34-00-04300

451 Wallis Street
Map: 17-04-34-00-04400

EXHIBIT B

Personal Property Description

To UCC-1 Financing Statement

- A. All personal property of JV Foods LLC, whether such property or JV Foods LLC's right, title or interest therein or thereto is now owned or existing or hereafter acquired or arising, which personal property is now or hereafter attached to, or used or adapted for use in the operation of, the real property located in Lane County, Oregon, and more particularly described on Exhibit A attached hereto, including JV Foods LLC's marijuana foods business licensed by the State of Oregon pursuant to Chapter 845, Division 25 of the Oregon Administrative Rules ("Oregon Marijuana Rules"), all inventory (including all "Marijuana" and "Marijuana items" as defined in the Oregon Marijuana Rules), equipment, other goods, accounts (including accounts receivable), general intangibles (including the "License Rights", as hereinafter defined), chattel paper (whether tangible or electronic), instruments (including promissory notes), investment property (including securities, securities accounts, commodity contracts and commodity accounts), documents, deposit accounts, letter-of-credit rights, supporting obligations, cash and other money, and all proceeds of each of the foregoing (collectively, the "Collateral").

It is JV Foods LLC's intention that pursuant to the above grant, Rainbow Wallis Street LLC is a secured party (as defined in the UCC) and shall have all of the rights of a secured party available under 845-025-1260 and 845-025-1275 of the Oregon Marijuana Rules and JV Foods LLC hereby grants to Rainbow Wallis Street LLC all such rights.

The Collateral in which JV Foods LLC grants Rainbow Wallis Street LLC a security interest includes all of JV Foods LLC's right, title and interest, now or hereafter, in and to the following (collectively, the "License Rights"):

(a) all licenses, permits and similar rights relating to the right to operate as a Marijuana foods business (as that term is defined in the Oregon Marijuana Rules) from JV Foods LLC including all licenses, permits and similar rights identified as follows (collectively, the "Licenses Proper"):

(i) Marijuana processor license number 1014658322F issued by the Oregon Liquor Control Commission ("OLCC") for JV Foods LLC in Eugene, Oregon; and

(b) all cash and non-cash proceeds of any nature whatsoever generated from the sale, exchange, disposition or other transfer of the Licenses Proper or any part thereof (collectively, the "License Proceeds"), including any such sale, exchange, disposition or other transfer of the Licenses Proper or any part thereof to any person or entity pursuant to any sale, exchange, disposition or other transfer approved at any time by OLCC.

- B. All present and future contracts and policies of insurance which insure the Property or any building, structures, or improvements thereon, or any such fixtures or personal property, against casualties and theft, and all proceeds and rights thereto which may be or become payable by virtue of any such insurance contracts or policies.
- C. All the rents, revenues, issues, profits and income of the Property, and all right, title, and interest of Debtor in and to all present and future leases and other agreements for the occupancy or use of all or any part of the Property, and all right, title and, interest of

Debtor thereunder, including, without limitation, all cash or security deposits, advance rentals, and deposits or payments of similar nature, together with all guaranties of tenants' or occupants' performance thereunder.

- D. All general intangibles relating to the development or use of the Property, including, without limitation, all permits, licenses, and franchises, all names under or by which the Property may at any time be operated or known, and all rights to carry on business under any such names or any variant thereof, and all trademarks, trade names, logos, and good will in any way relating to the Property.
- E. All water stock relating to the Property, all shares of stock or other evidence of ownership of any part of the Property that is owned by Debtor in common with others, and all documents or membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Property.
- F. All products and proceeds of all of the foregoing.