



2017000398

9

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Corporation Service Company 1-800-858-5294

B. E-MAIL CONTACT AT FILER (optional)
 SPRFiling@cscinfo.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

1270 36171
 Corporation Service Company
 801 Adlai Stevenson Drive
 Springfield, IL 62703

Filed In: Nebraska (Holt)

STATE OF NEBRASKA FILED FOR RECORD
 HOLT COUNTY, ss
 Mo. 2 Day 10 2017
 At 1:00 O'Clock P M Recorded
 In book 15 of Finance
 Page 536
 CATSY PAYEL, County Clerk
 [Signature] CHIEF CLERK

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
 2012000667 BK 13 PG 205 03/12/2012

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. File: Attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in Item 13.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement.

3. ASSIGNMENT (full or partial): Provide name of Assignee in Item 7a or 7b, and address of Assignee in Item 7c and name of Assignor in Item 9. For partial assignment, complete Items 7 and 9 and also indicate affected collateral in Item 8.

4. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

5. PARTY INFORMATION CHANGE:
 Check one of these two boxes: AND Check one of these three boxes to:
 This Change affects Debtor or Secured Party of record CHANGE name and/or address: Complete Item 6a or 6b; and Item 7a or 7b and Item 7c ADD name: Complete Item 7a or 7b, and Item 7c DELETE name: Give record name to be deleted in Item 6a or 6b.

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME: Elkhorn River Holdings LLC

OR

6b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME
 INDIVIDUAL'S FIRST PERSONAL NAME
 INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY USA

8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral The collateral is described in the attached Exhibits "A"

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment) If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME: Metropolitan Life Insurance Company

OR

9b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

10. OPTIONAL FILER REFERENCE DATA: Debtor: Elkhorn River Holdings LLC-195134: Elkhorn River 1270 36171

UCC FINANCING STATEMENT AMENDMENT ADDENDUM
 FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as Item 1a on Amendment form
 2012000667 BK 13 PG 205 03/12/2012

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as Item 9 on Amendment form

12a. ORGANIZATION'S NAME Metropolitan Life Insurance Company	
OR	
12b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see instruction item 13): Provide only Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see instructions if name does not fit

13a. ORGANIZATION'S NAME			
OR			
13b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

15. This FINANCING STATEMENT AMENDMENT:
 covers timber to be cut covers as-extracted collateral is filed as a future filing

16. Name and address of a RECORD OWNER of real estate described in Item 17
 (If Debtor does not have a record interest):

17. Description of real estate:
LEGAL DESCRIPTION ATTACHED EXHIBIT A

18. MISCELLANEOUS:

537

18-937

EXHIBIT "A"

UCC Financing Statement

All of the following located upon or related to certain real property in Holt and Rock Counties, Nebraska, and more particularly described in Exhibit "A-1" attached hereto and by this reference made a part hereof (the "Land"):

All apparatus, fixtures, building systems and equipment, goods (but not inventory), equipment, machinery, furniture, furnishings, appliances, systems, building materials, and articles of tangible and intangible personal property now owned or hereafter acquired by Debtor, including, without limitation:

(a) pneumatic systems, piping, sprinklers and related equipment, leasehold improvements, furnaces, radiators, oil burners, pipes, heating and electrical equipment and appliances, fans, thermostats, draperies, shades, awnings, mirrors, screens, screen doors, blinds, basins, faucets, pipes and other plumbing fixtures and equipment, wires, gas and electric fixtures, sprinkler systems, motors, generators, cabinets, incinerators, lawn plants and shrubbery, canopies, speaker boxes, tools, materials of every kind, nature and description, gas and electric fixtures, scales, fans, fuel tanks, motors, dryers, hoists, engines, meters, elevators, conveyors, cooling and refrigeration equipment, tanks, metering equipment, compressors, cooling towers, refrigerant storage tanks, pipes, coils, controls, valves, vessels, dock levelers, condensers, receivers, coolers, purgers, pumps, air compressors, refrigerants, blowers, radiators, boilers, transformers and related transmission and safety facilities, heating fixtures and systems, signs, carpeting and other floor coverings, water heaters, air-conditioning and ventilation apparatus and systems; and

(b) to the extent not otherwise described above, all apparatus, fixtures, equipment, machinery, furniture, furnishings, appliances, systems, building materials, and articles of tangible and intangible personal property related to or used in the operation of all packing lines (whether potato or other products), storage, refrigeration, fruit and vegetable handling and controlled atmosphere ("CA") facilities on the Land including, without limitation, all refrigeration equipment (including, without limitation, all pumps, motors, compressors, condensers, evaporators, generators/burners, electrical panels and related support equipment), drenching facilities and equipment, hydro-cooling facilities and equipment, CA operating and monitoring equipment, tanks (whether dump, chemical dip, water holding or any other type), belts (whether take-away, transfer, grading, distribution fruit return, diverter or other type), truck scales and related equipment, computers and all hardware and software therefore to the extent used or usable in operating and monitoring packing line, storage and CA operations, pumps, bin handling equipment (whether stackers, dumps, tracks, feeds, accumulator or other bin handling equipment), blending and sorting equipment and systems, elevators, motors, chains, eliminators, fruit washers, pre-sorting and sorting tables (whether motorized or not), dryers, blowers, heat lamps, wax applicators, sprayers, conveyor lines, sizers, strappers, strapping tools, case sealers, glue machines, box stampers, shakers, scales, box fillers, box-folding machines, baggers, bagging tables, label machines, defrost pumps, all monitoring equipment (including, without limitation, ammonia detectors, oxydrains, scrubbers and temperature monitors), flumes, washing brushes, circulating pumps, brush fruit drying and polishing sections, drying tunnels, accumulators, stitchers, controllers, cleaner pumps, glyco-coolers, generators, separators, chain eliminators, track, dumper hoppers and water dumps, cutting tables, fungicide baths, filling stations, *provided, however*, that expressly excluded from the security interest hereby created are all vehicles and rolling stock owned by Debtor (collectively, the "Excluded Collateral"); and

(c) all vegetable bins, wherever located, which are or shall be attached to, or used for the operation or maintenance of, the buildings, structures or improvements which are or shall be located in, on or about the Land, or which, wherever located (including, without limitation, in warehouse or other

storage facilities or in the possession of or on the premises of vendors or manufacturers thereof), are used or intended to be used in or in connection with the construction, fixturing, equipping, furnishing, use, transportation of personal property to or from, operation or enjoyment of the Land or the improvements thereon; and

(d) all permits, licenses, franchises, contract rights and leasehold interests, now or hereafter owned by Debtor and relating to the ownership, use, operation or enjoyment of the Land, the improvements thereon, and the fixtures, equipment and personal property described above; and

(e) all laboratory and testing equipment, office equipment, computers and related software; and

(f) all irrigation pumps, motors, engines, pipes, sprinklers, control panels and accessories, and all other irrigation equipment together with all water and watering rights of every kind and description, and all improvements, fixtures, and appurtenances connected therewith now or hereafter placed or installed on the Land; and

(g) all of Debtor's rights and interest, as Lessee, under any Leases pursuant to which Debtor leases from third parties any personal property of the nature described above; and

(h) all extensions, additions, improvements, betterments, renewals, replacements, proceeds, accessions, products and substitutions of any of the foregoing, together with the benefit of any deposits or payments now or hereafter made by Debtor or on its behalf in connection with any of the foregoing; and

(i) all contracts for the construction of improvements to the Facility, for the purchase of the Facility or for the purchase of equipment for the Facility; and

(j) all proceeds (including without limitation, insurance and condemnation proceeds) of the foregoing,

(k) Including without limitation, the items described on Exhibit "A-2" attached hereto and incorporated herein by this reference.

540

EXHIBIT "A-1"

Land

See Attached

15-540

EXHIBIT "A-J"

THE FOLLOWING PARCELS OF LAND LOCATED IN HOLT COUNTY, NEBRASKA:

IN TOWNSHIP 29 NORTH, RANGE 9, WEST OF THE 6TH P.M.

The Northwest Quarter of Section 3;

The North Half of Section 8;

IN TOWNSHIP 29, RANGE 10, WEST OF THE 6TH P.M.,

The Northeast Quarter of Section 1;

The Northeast Quarter of Section 9; EXCEPT that portion thereof described as follows: Beginning at the Southwest Corner of the Northeast Quarter of said Section 9; thence North 89°02'09" East (assumed bearing) 780.85 feet on the South line of said Northeast Quarter; thence North 51°26'42" West 268.91 feet; thence North 53°49'39" West, 267.09 feet; thence North 40°08'19" West, 510.74 feet; thence North 74°22'59" West 27.57 feet to the West line of said Northeast Quarter; thence South 00°04'24" East, 736.26 feet on the West line of said Northeast Quarter to the point of beginning.

The Southwest Quarter of Section 15;

The East Half of Section 17; EXCEPT that portion the Northeast Quarter of said Section 17, described as follows: Beginning at the Northeast Corner of said Northeast Quarter; thence South 89°59'18" West (assumed bearing) 775.97 feet on the North line of said Northeast Quarter; Thence South 04°22'52" East, 93.63 feet; Thence South 60°02'15" East 456.63 feet; thence South 35°07'36" East 515.32 feet; thence South 88°10'49" East 76.22 feet, more or less to the East line of said Northeast Quarter; Thence Northerly 745.45 feet, more or less on the East line of said Northeast Quarter to the point of beginning.

All of Section 19; excepting therefrom a tract of land described as follows: Beginning at the Southwest corner of the Southeast one Quarter of said Section 19; thence North 700 feet to a point; thence Southeasterly to a point which is 700 feet East of the Southwest Corner of Said Southeast one Quarter; thence West 700 feet to the point of beginning.

Southeast Quarter of Section 20, except that part thereof deeded to the State of Nebraska by Warranty Deed filed in Book 125, Page 419;

The Northwest Quarter of Section 22.

IN TOWNSHIP 30, RANGE 10, WEST OF THE 6TH P.M.

The Northeast Quarter of Section 35.

IN TOWNSHIP 29, RANGE 11, WEST OF THE 6TH P.M.

The Northeast Quarter of Section 24;

All of Section 26 EXCEPT that portion thereof described as follows: An irregular tract of land located in the Northwest Quarter of Section 26, Township 29 North, Range 11 West of the 6th P.M., in Holt County, Nebraska, described as follows: Beginning at the Northwest corner of said Northwest Quarter; thence S 90°00'00" E (assumed bearing) on the north line of said Northwest Quarter, 845.00 feet; thence S 00°00'00" W, 33.00 feet to the south right-of way line of Highway 108; thence southwesterly on a non-tangential curve concave southwesterly, with a radius of 1598.22 feet, an arc distance of 111.66 feet; thence continuing on said curve, an arc distance of 200.00 feet; thence continuing on said curve, an arc distance of 200.00 feet; thence continuing on said curve, an arc distance of 200.00 feet; thence continuing on said curve, an arc distance of 200.00 feet to the east right-of-way line of a public road; thence S 89°37'35" W, 33.00 feet to the west line of said Northwest Quarter; thence N 00°22'25" W on the west line of said Northwest Quarter 765.00 feet to the point of beginning, of which the north 33.00 feet and the west 33.00 feet is occupied by a public road.

IN TOWNSHIP 29, RANGE 13, WEST OF THE 6TH P.M.

The Northeast Quarter of Section 10;

IN TOWNSHIP 30, RANGE 13, WEST OF THE 6TH P.M.

The Southwest Quarter of Section 18; excepting therefrom a tract described as follows: Commencing at the SE corner of said SW1/4 of Section 18; running thence North 700 feet; thence West 225 feet; thence Southwesterly to a point which is 900 feet West and 275 feet North of the point of beginning at the SE corner of said SW1/4 of Section 18; running thence south 275 feet, to the section line, running thence East 900 feet, to the point of beginning.

Also except that portion thereof described as an irregular tract of land located in Government Lot 4 of the fractional Southwest Quarter of said Section described as Beginning at the Southwest Corner of said Government Lot 4 (commonly known as the Southwest Corner of said Section 18) thence North 00°10'00" West (assumed bearing) 900.90 feet on the West line of said Government Lot 4; thence South 37°31'10" East 642.16 feet; thence South 58°28'22" East, 228.30 feet; thence

South 65°56'19" East, 311.45 feet; thence North 89°52'11" East 342.89 feet; thence South 04°15'02" East 155.82 feet, to the South line of said Government Lot 4; thence North 89°33'33" West, 1,221.93 feet, on the South line of said Government Lot 4, to the point of beginning, of which the West 33 feet and the South 33 feet are occupied by a public road.

IN TOWNSHIP 30, RANGE 13, WEST OF THE 6TH P.M.
The Southeast Quarter of Section 34.

IN TOWNSHIP 30, RANGE 15, WEST OF THE 6TH P.M.
The Northwest Quarter of Section 14;
The Northeast Quarter of Section 15;
All that part of the Southeast Quarter of Section 24, lying and being North of the right-of-way of the Chicago and Northwestern Railroad and U.S. Highway No. 20.

IN TOWNSHIP 29 NORTH, RANGE 10, WEST OF THE 6TH P.M.
All of Section 21, EXCEPT that portion thereof deeded to the State of Nebraska for roads, in Book 125 at Pages 417 and 419.

IN TOWNSHIP 29 NORTH, RANGE 9, WEST OF THE 6TH P.M.
The West Half and the Southeast Quarter of Section 9,

IN TOWNSHIP 28 NORTH, RANGE 10, WEST OF THE 6TH P.M.
A tract of land located in Section 6, described as follows: Beginning at the Northwest Corner of said Section 6; thence North 90°00'00" East (assumed bearing) on the North line of said Section 6, a distance of 5183.21 feet to the Northeast Corner of said Section 6; thence South 01°20'35" West on the East line of said Section 6, a distance of 2290.04 feet to the East Quarter Corner of said Section 6; thence South 01°10'48" West on the East line of said Section 6, a distance of 2364.71 feet to the Nebraska Northeastern Railway Company northerly right of way line; thence North 72°13'39" West on said Northerly right of way line, a distance of 5334.27 feet to the West line of said Section 6; thence North 00°01'17" West on the West line of said Section 6, a distance of 3025.40 feet to the point of beginning, of which the North 33 feet and the West 33 feet are occupied by a public road.

IN TOWNSHIP 30 NORTH, RANGE 13, WEST OF THE 6TH P.M.
The Southwest Quarter of Section 34,

IN TOWNSHIP 28 NORTH, RANGE 10, WEST OF THE 6TH P.M.
The North Half of Section 21, EXCEPT that part beginning at the Northwest corner of Section 21, thence South 1,452 feet, thence East 600 feet, thence North 1,452 feet to the North Section line, thence West 600 feet to the place of beginning; AND EXCEPT A part of the Southeast Quarter of the Northeast Quarter of said Section 21, described as follows: Commencing at the Southeast corner of the Northeast Quarter of said Section 21, running thence west 10 chains and 30 links, thence North 9 chains and 80 links, thence East 10 chains and 30 links, thence South 9 chains and 80 links to the place of beginning; AND EXCEPT A tract of land located in the Northwest Quarter of Section 21, Township 28 North, Range 10, West of the 6th P.M., Holt County, Nebraska, described as follows: Commencing at the northwest corner of said Northwest Quarter; thence N 89°46'33" E (assumed bearing), 600.00 feet on the north line of said Northwest Quarter, to the true point of beginning; thence S 00°31'28" E, 651.31 feet, parallel with the west line of said Northwest Quarter; thence N 43°21'38" E, 408.32 feet; thence N 42°47'15" E, 486.22 feet, to the north line of said Northwest Quarter; thence S 89°46'33" W, 616.59 feet on the north line of said Northwest Quarter to the point of beginning, of which the north 33 feet is occupied by a public road.

A tract of land located in the Northwest Quarter of Section 21, Township 28 North, Range 10, West of the 6th P.M., Holt County, Nebraska, as being a part of a tract of land as recorded in Book 152 of Deeds on Page 139, described as follows: Commencing at the northwest corner of said Northwest Quarter; thence N 89°46'33" E (assumed bearing), 600.00 feet on the north line of said Northwest Quarter; thence S 00°31'28" E, 651.31 feet, parallel with the west line of said Northwest Quarter, to the true point of beginning; thence S 43°21'38" W, 172.94 feet; thence S 02°01'48" W, 675.93 feet; thence N 89°46'33" E, 150.01 feet, parallel with the north line of said Northwest Quarter; thence N 00°31'28" W, 800.69 feet, parallel with the west line of said Northwest Quarter, to the point of beginning.

IN TOWNSHIP 28 NORTH, RANGE 11, WEST OF THE 6TH P.M.

The Southeast Quarter of the Northeast Quarter and all of that part of the Southeast Quarter of Section 1, laying North of the Railroad Right of Way.

IN TOWNSHIP 30 NORTH, RANGE 13, WEST OF THE 6TH P.M.

An irregular tract of land located in Government Lot 4, of the fractional Southwest Quarter of Section 18, Township 30 North, Range 13, West of the 6th P.M., Holt County, Nebraska, described as follows: Beginning at the Southwest Corner of said Government Lot 4 (commonly known as the Southwest Corner of said Section 18); thence North 00°10'00" West (assumed bearing), 900.90 feet on the West line of said Government Lot 4; thence South 37°31'10" East, 642.16 feet; thence South 58°28'22" East, 228.30 feet; thence South 65°56'19" East, 311.45 feet; thence N 89°52'11" E 342.89 feet; thence South 04°15'02" East, 155.82 feet, to the South line of said Government Lot 4; thence North 89°33'33" West, 1,221.93 feet, on the South line of said Government Lot 4, to the point of beginning, of which the West 33 feet and the South 33 feet are occupied by a public road.

IN TOWNSHIP 28 NORTH, RANGE 11, WEST OF THE 6TH P.M.

A tract of land located in Section 1, described as follows: Beginning at the northeast corner of said Section 1; thence S 00°00'00" (assumed bearing) 3,025.43 feet on the east line of said Section 1 to the north right of way line of the railroad; thence N 72°11'25" W, 3,478.94 feet on the north right of way line of said railroad; thence N 27°38'17" W, 547.22 feet; thence N 07°10'37" W, 339.90; thence N 07°25'06" E, 395.18 feet; thence N 31°18'08" E, 534.95 feet; thence N 58°11'34" E, 554.47 feet, to the north line of said Section 1; thence S 89°53'14" E, 1,132.02 feet on the north line of said Section 1, to the southeast corner of Section 36, Township 29 North, Range 11 West; thence N 89°59'11" E, 1,676.36 feet, to the point of beginning of which the north and east 33.0 feet are occupied by a public road EXCEPT the Southeast Quarter of the Northeast Quarter of said Section 1 and the North Half of the Southeast Quarter, lying north of the railroad right of way in said Section 1, and EXCEPT a tract of land Deeded to the County of Holt, located in the Northeast Quarter of Section 1 described as follows: Commencing at the Northeast corner of said Section 1 said point being the point of beginning; thence South 00°00'00" East (an assumed bearing) along the East line of said Quarter Section, a distance of 524.00 feet; thence North 89°53'49" West, a distance of 37.94 feet; thence Northwesterly on a 482.92 foot radius curve to the left, an arc distance of 759.58 feet, with a chord bearing North 44°57'23" West, a chord distance of 683.67 feet; thence North 00°00'57" West, a distance of 40.00 feet to a point on the North line of said Quarter Section, thence North 89°59'03" East, a distance of 521.01 feet along the North line of said Quarter Section to the point of beginning and EXCEPT a tract of land deeded to Niobrara Valley Electric Membership Corporation located in Government Lot 1 of said Section 1 described as follows: Commencing at the Northeast corner of said Government Lot 1; thence South 00°00'00" East (assumed bearing), 428.25 feet on the East line of said Government Lot 1, to the true point of beginning; thence South 90°00'00" West, 220.00 feet; thence South 00°00'00" East 198.00 feet; thence South 90°00'00" East, 220.00 feet, to the East line of said Government Lot 1; thence North 00°00'00" East 198.00 feet on the East line of said Government Lot 1, to the point of beginning, of which the East 33 feet in occupied by a public road.

**Note: Exceptions to Holt County and Niobrara Valley Electric overlap.

ALONG WITH THE FOLLOWING PARCELS OF LAND IN ROCK COUNTY, NEBRASKA:

Township 30 North, Range 20, West of the 6th P.M. in Rock County, Nebraska

Section 13: A tract of land located in part of the SE¼ more particularly described as follows: Commencing at the corner common to Sections 13, 18, 19 and 24, Township 30 North, Range 19 and 20, West of the 6th P.M., thence North 0°20'20" West (record) on the East line of said SE¼ of Section 13, 369.00 feet (record) to the true point of beginning, thence South 88°34'39" West 533.00 feet (record); thence South 88°54'48" West 37.00 feet; thence North 00°19'23" West 626.49 feet; thence South 88°54'48" West 840.35 feet to the Southerly right-of-way of U.S. Highway No. 20; thence North 68°09'40" East on said Southerly right-of-way 1,515.42 feet to said East line of the SE¼ of said Section 13; thence South 0°20'20" East (record) on said East line of the SE¼ of said Section 13, 1,160.34 feet to the point of beginning.

544

EXHIBIT "A-2"
Specific Equipment

Asset # Property Description - Holt County, NE

- 354 Sorting computer-Hagan
- 309 FRESH BAGGERS
- 305 FRESH BAGGERS
- 303 2/3 DWN ON SIZER
- 360 Volmpack Auto Baler - 5

15-544