

After Recording Return to:

**Loan Funder LLC Post-Closing
645 Madison Avenue, Floor 19
New York, NY 10022**

**Chicago Title Company
620049851**

UCC FINANCING STATEMENT COVER PAGE WITH PLEDGE AGREEMENT

**MERS as nominee for Loan Funder LLC Series 27776 to 2ND CHANCE INVESTMENT GROUP, LLC
Property commonly known as 11064 Peter Anderson Road, Burlington, WA 98233
Loan in the amount of Three Hundred Twenty Four Thousand and 00/100 dollars (\$324,000.00)**

**To be recorded in the public records as MERS as nominee for Loan Funder LLC Series 27776 to
2ND CHANCE INVESTMENT GROUP, LLC**

**Prepared by:
LaRocca Hornik Rosen & Greenberg
40 Wall Street
New York, NY 10005**

Trustee: Chicago Title Company

**Abbreviated Legal: PTN TRACT 6, "PLAT OF THE BURLINGTON ACREAGE
PROPERTY"**

Tax Parcel Numbers: P62303, P62296

UCC FINANCING STATEMENT
 FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) LARocca HORNik ROSEN & GREENBERG, LLP ATTN: JONATHAN L. HORNik, ESQ. 83 SOUTH STREET, SUITE 302 FREEHOLD, NJ 07728

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 2ND CHANCE INVESTMENT GROUP, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 12523 Limonite Ave. Suite 440-198				
	CITY Mira Loma	STATE CA	POSTAL CODE 91752	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 2 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 Loan Funder LLC Series 27776				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 645 Madison Avenue, Floor 19				
	CITY NEW YORK	STATE NY	POSTAL CODE 10022	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:
 Please see attached Exhibit A, B, and C for property description

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-House Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing:	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessor/Lessee <input type="checkbox"/> Consignor/Consignee <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailor/Balilee <input type="checkbox"/> Licensor/Licensee	
8. OPTIONAL FILER REFERENCE DATA:	

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement. If line 1a was left blank because individual Debtor name did not fit, check here:

9a. ORGANIZATION'S NAME 2ND CHANCE INVESTMENT GROUP, LLC	
OR	
9b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S) INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1a or 2a of the Financing Statement (Form UCC1); use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name; and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME	
OR	
10b. INDIVIDUAL'S SURNAME	
INDIVIDUAL'S FIRST PERSONAL NAME	
INDIVIDUAL'S ADDITIONAL NAME(S) INITIAL(S)	
SUFFIX	

10c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME Loan Funder LLC Series 27776			
OR			
11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) INITIAL(S)	SUFFIX

11c. MAILING ADDRESS 645 Madison Avenue, Floor 19	CITY NEW YORK	STATE NY	POSTAL CODE 10022	COUNTRY USA
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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

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

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest)	16. Description of real estate:
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17. MISCELLANEOUS:

EXHIBIT "A"**DESCRIPTION OF PLEDGED****COLLATERAL**

- a. All Ownership Interests that the Debtor has in **2ND CHANCE INVESTMENT GROUP, LLC**, a California limited liability company having its principal place of business at **12523 Limonite Ave, Suite 440-198, Mira Loma, CA 91752** ("Borrower") now or hereafter acquired, and all certificates of ownership or other indicia of ownership representing any Ownership Interests, shares or otherwise referred to together with all rights to the proceeds thereof as the "Units";
- b. All dividends and other distributions received by Pledgor from the Borrower ("Pledgor" means **Rayshon Andre Foster**, and includes all co-signers, guarantors of the Note related Loan Documents; and
- c. All "Proceeds" and Assets owned by Borrower as such term is defined in the Uniform Commercial Code as the same may from time-to-time be in effect in the Commonwealth of California (the "Code").

EXHIBIT "B"
LEASES & RENTS

All of Debtor's interest in any and all leases or leases, or subsequent leases, with amendments, if any, and all month-to-month tenancies with respect to portions or all of the real property located at 11064 Peter Anderson Road, Burlington, WA 98233 (the "Premises") (and more particularly described in Schedule "A" annexed hereto) and any modifications, supplements, extensions and renewals thereof and any guarantees of the lessee's obligations thereunder, and all rents, income, and profits arising from the leases and extensions and renewals thereof, if any, and together with all rents, income, and profits due or to become due from the Premises and from any and all of the leases or tenancies for the use and occupancy of the Premises or any part thereof which are now in existence or which may be created in the future during the term of this Assignment, whether or not recorded; together with and including, the Debtor's entire interest in any lease, tenancy, rental, or occupancy agreement now existing or which may be made hereafter affecting the Premises.

TOGETHER WITH all the right, power, and authority of the Debtor to alter, modify, or change or to terminate the term thereof or accept a surrender thereof or to cancel the same or to waive or release the lessee from the performance or observance by the lessee of any obligation or condition thereof or to accept rents or any other payments thereunder.

EXHIBIT "C"**CONTRACTS, PLANS, PERMITS, & APPROVALS**

Debtor's interest in all agreements, contracts and contract rights between Debtor and any and all contractors, subcontractors and/or material suppliers, and all plans, permits, licenses and approvals in connection with the construction, renovation, development and improvement of the real property located at 11064 Peter Anderson Road, Burlington, WA 98233, described in Schedule "A" attached hereto and made a part hereof, and any improvements thereon (the "Premises") and which agreements, contracts, contract rights, plans, permits, licenses and approvals are now in existence or which may be created, amended, supplemented or otherwise modified in the future, whether or not recorded, (and together with any other documents executed in connection therewith, including waivers and consents related thereto), including but not limited to the following:

1. All agreements with respect to architectural and engineering services for the improvements to the Premises;
2. All bonds securing payment and performance of Assignor's improvements to the Premises;
3. All of Assignor's contracts, now existing or hereafter entered into, for the furnishing of supplies, materials, labors, or services (including professional services) for the construction of the improvements to the Premises;
4. All Permits, licenses, and other certificates, now held or hereafter acquired by Assignor, relating to the construction and operation of the improvements to the Premises; and
5. All plans and specifications (including site plans) relating to the construction and operating of the improvements to the Premises.

TOGETHER WITH all the right, power and authority of Debtor to alter, modify or change, or terminate any terms thereof or to release any party thereto from the obligation or condition thereof.

EXHIBIT A**Order No.:** 0224163-OC**PARCEL A:**

THE NORTH 100 FEET OF THE SOUTH 1/2 OF THE EAST 1/2 OF THE EAST 1/2 OF TRACT 6,
"PLAT

OF THE BURLINGTON ACREAGE PROPERTY, " AS PER PLAT RECORDED IN VOLUME 1 OF
PLATS, PAGE 49, RECORDS OF SKAGIT COUNTY, WASHINGTON,
EXCEPT ANY PORTION THEREOF LYING WITHIN THE BOUNDARY OF THE FOLLOWING
DESCRIBED TRACT:

BEGINNING AT THE SOUTHEAST CORNER OF SAID TRACT 6;

THENCE NORTH ALONG THE EAST LINE THEREOF TO A POINT 264 FEET NORTH OF THE
NORTH

LINE OF THE BURLINGTON SEDRO-WOOLLEY HIGHWAY;

THENCE SOUTHWESTERLY TO A POINT WHICH IS 120 FEET WEST OF THE EAST LINE OF SAID
TRACT AND 260 FEET NORTH OF THE SOUTH LINE THEREOF;

THENCE SOUTH TO THE SOUTH LINE OF SAID TRACT 6;

THENCE EAST TO THE POINT OF BEGINNING.

TOGETHER WITH A TRACT OF LAND LOCATED IN THE NORTH 1/2 OF TRACT 6, "PLAT OF THE
BURLINGTON ACREAGE PROPERTY" AS PER PLAT RECORDED IN VOLUME 1 OF PLATS, PAGE
49, RECORDS OF SKAGIT COUNTY, WASHINGTON, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF THE NORTH 1/2 OF SAID TRACT 6;

THENCE SOUTH 89°46'07" WEST ALONG THE SOUTH LINE OF THE NORTH 1/2 OF TRACT 6 A
DISTANCE OF 301.91 FEET;

THENCE NORTH 0°23'45 WEST A DISTANCE OF 27.20 FEET;

THENCE NORTH 89°46'07" EAST A DISTANCE OF 301.87 FEET TO THE EAST LINE OF SAID
TRACT

6;

THENCE SOUTH 0°30'15" EAST A DISTANCE OF 27.20 FEET TO THE POINT OF BEGINNING.

PARCEL B:

THE SOUTH 1/2 OF THE EAST 1/2 OF TRACT 6, "PLAT OF THE BURLINGTON ACREAGE
PROPERTY," AS PER PLAT RECORDED IN VOLUME 1 OF PLATS, PAGE 49, RECORDS OF
SKAGIT

COUNTY, WASHINGTON.

EXCEPT THE NORTH 100 FEET OF THE SOUTH 1/2 OF THE EAST 1/2 OF THE EAST 1/2 OF SAID
TRACT 6,

AND EXCEPT THAT PORTION DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID TRACT;

THENCE NORTH ALONG THE EAST LINE THEREOF TO A POINT 264 FEET NORTH OF THE
NORTH LINE OF THE BURLINGTON SEDRO-

WOOLLEY HIGHWAY;

THENCE SOUTHWESTERLY TO A POINT WHICH IS 120 FEET WEST OF THE EAST LINE OF SAID
TRACT AND 260 FEET

NORTH OF THE SOUTH LINE THEREOF:

THENCE SOUTH TO THE SOUTH LINE OF SAID TRACT 6;

THENCE EAST TO THE POINT OF BEGINNING,

ALSO EXCEPT THAT PORTION OF THE EAST 1/2 OF TRACT 6, "PLAT OF THE BURLINGTON
ACREAGE PROPERTY," AS PER PLAT RECORDED IN VOLUME 1 OF PLATS, PAGE 49, RECORDS
OF SKAGIT COUNTY, WASHINGTON, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE EAST 1/2 OF SAID TRACT 6;

THENCE NORTH 89°46" EAST ALONG THE SOUTH LINE OF SAID TRACT 6 A DISTANCE OF
220.82

FEET TO A POINT ON AN EXISTING FENCE LINE AND THE TRUE POINT OF BEGINNING;

THENCE NORTH 89°46" EAST 205.01 FEET;

EXHIBIT A

(continued)

THENCE NORTH 11°51" WEST A DISTANCE OF 75.55 FEET TO A POINT IN AN EXISTING FENCE LINE;
THENCE SOUTH 68°28" WEST ALONG SAID FENCE LINE 203.61 FEET TO THE TRUE POINT OF BEGINNING,
AND ALSO EXCEPT THAT PORTION OF THE EAST 1/2 OF TRACT 6, "PLAT OF THE BURLINGTON ACREAGE PROPERTY," AS PER PLAT RECORDED IN VOLUME 1 OF PLATS, PAGE 49, RECORDS OF SKAGIT COUNTY, WASHINGTON, DESCRIBED AS FOLLOWS:
BEGINNING AT THE SOUTHEAST CORNER OF SAID EAST 1/2 OF TRACT 6;
THENCE SOUTH 89°46" WEST ALONG THE SOUTH LINE OF SAID TRACT A DISTANCE OF 120 FEET TO THE TRUE POINT OF BEGINNING FOR THIS DESCRIPTION;
THENCE SOUTH 89°46' WEST A DISTANCE OF 77.14 FEET;
THENCE NORTH 11°51' WEST, A DISTANCE OF 75.55 FEET;
THENCE NORTH 68°28' EAST A DISTANCE OF 98.60 FEET TO A POINT ON THE WEST LINE OF THE EAST 120 FEET OF SAID TRACT 6;
THENCE SOUTH 0°30'15" EAST A DISTANCE OF 109.80 FEET TO THE TRUE POINT OF BEGINNING,
AND ALSO EXCEPT THAT PORTION OF LOTS 6 AND 13, "PLAT OF THE BURLINGTON ACREAGE PROPERTY," AS PER PLAT RECORDED IN VOLUME 1 OF PLATS, PAGE 49, RECORDS OF SKAGIT COUNTY, WASHINGTON, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
BEGINNING AT THE NORTHEAST CORNER OF THE SOUTH 1/2 OF SAID LOT 6;
THENCE SOUTH 89°46'07" WEST ALONG THE NORTH LINE OF SAID SOUTH 1/2 OF LOT 6, 301.91 FEET TO THE TRUE POINT OF BEGINNING;
THENCE CONTINUE SOUTH 89°46'07" WEST ALONG SAID NORTH LINE, 320.39 FEET TO THE NORTHWEST CORNER OF SAID SOUTH 1/2 OF THE EAST 1/2 OF SAID LOT 6;
THENCE SOUTH 0°23'45" EAST ALONG THE WEST LINE OF SAID EAST 1/2, 316.05 FEET TO THE SOUTHWEST CORNER OF SAID SOUTH 1/2 OF THE EAST 1/2 OF LOT 6;
THENCE SOUTH 10°01'02" EAST 81.86 FEET TO AN EXISTING FENCE;
THENCE NORTH 68°28'00" EAST, ALONG SAID EXISTING FENCE LINE 328.83 FEET TO A POINT THAT IS SOUTH 0°23'45" EAST FROM THE TRUE POINT OF BEGINNING,
THENCE NORTH 0°23'45" WEST, PARALLEL WITH SAID WEST LINE, 277.26 FEET TO THE TRUE POINT OF BEGINNING.
SITUATED IN SKAGIT COUNTY, WASHINGTON.
PARCEL C:
THAT PORTION OF THE SOUTH 1/2 OF THE EAST 1/2 OF TRACT 6, "PLAT OF THE BURLINGTON ACREAGE PROPERTY," AS PER PLAT RECORDED IN VOLUME 1 OF PLATS, PAGE 49, RECORDS OF SKAGIT COUNTY, WASHINGTON, DESCRIBED AS FOLLOWS:
BEGINNING AT THE SOUTHEAST CORNER OF SAID TRACT 6;
THENCE NORTH ALONG THE EAST LINE THEREOF TO A POINT 264 FEET NORTH OF THE NORTH LINE OF THE BURLINGTON- SEDRO-WOOLLEY HIGHWAY;
THENCE SOUTHWESTERLY TO A POINT WHICH IS 120 FEET WEST OF THE EAST LINE OF SAID TRACT AND 260 FEET NORTH OF THE SOUTH LINE THEREOF;
THENCE SOUTH TO THE SOUTH LINE OF SAID TRACT 6;
THENCE EAST TO THE POINT OF BEGINNING.
EXCEPT FROM THE ABOVE ANY PORTION LYING SOUTH OF THE FOLLOWING DESCRIBED LINE:
THAT PORTION OF TRACT 6, "PLAT OF THE BURLINGTON ACREAGE PROPERTY," AS PER PLAT RECORDED IN VOLUME 1 OF PLATS, PAGE 49, RECORDS OF SKAGIT COUNTY, WASHINGTON,

EXHIBIT A

(continued)

DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF SAID TRACT 6, WHICH IS 252 FEET NORTH OF THE NORTH LINE OF THE BURLINGTON-SEDRO-WOOLLEY HIGHWAY, AS SAID HIGHWAY EXISTED ON AUGUST 20, 1951;

THENCE WEST 120 FEET;

THENCE NORTH 8 FEET TO THE NORTHWESTERLY CORNER OF A TRACT OF LAND CONVEYED

TO VERNON L. ANDERSON, BY DEED RECORDED SEPTEMBER 15, 1951, UNDER AUDITOR'S FILE

NO. 465729, RECORDS OF SKAGIT COUNTY, WASHINGTON; SAID POINT BEING THE TRUE POINT

OF BEGINNING FOR THE LINE;

THENCE NORTHEASTERLY TO THE EAST LINE OF SAID TRACT 6 TO A POINT WHICH IS 264 FEET

NORTH OF THE NORTH LINE OF THE SAID BURLINGTON-SEDRO-WOOLLEY HIGHWAY AND THE

TERMINAL POINT OF THE LINE.

SITUATE IN THE COUNTY OF SKAGIT, STATE OF WASHINGTON.