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 RASHELLE HOBBS  
 Recorder, Salt Lake County, UT  
 COTTONWOOD TITLE  
 BY: eCASH, DEPUTY - EF 5 P.

**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)

Allen Matkins Leck Gamble Mallory & Natsis LLP  
 865 South Figueroa Street, Suite 2800  
 Los Angeles, California 90017-2543  
 Attn: Marc D. Young, Esq.

CT-142320-CAT

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 <b>The Charli QOZB, LLC</b>				
OR	1b. INDIVIDUAL'S SURNAME			
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS <b>1095 E 2100 S. Suite 110</b>		CITY <b>Salt Lake City</b>	STATE <b>UT</b>	POSTAL CODE <b>94106</b>
				COUNTRY <b>USA</b>

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 <b>KW THE CHARLI, LLC</b>				
OR	3b. INDIVIDUAL'S SURNAME			
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c. MAILING ADDRESS <b>c/o Kennedy Wilson, 151 S. El Camino Drive</b>		CITY <b>Beverly Hills</b>	STATE <b>CA</b>	POSTAL CODE <b>90212</b>
				COUNTRY <b>USA</b>

4. COLLATERAL: This financing statement covers the following collateral:  
**All assets of debtor now owned or hereafter acquired relating to the property described in Schedule I attached hereto.**

TIN 15-18-277-021

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

6a. Check only if applicable and check only one box:  Public-Finance Transaction  Manufactured-Home Transaction  A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:  Agricultural Lien  Non-UCC Filing

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

8. OPTIONAL FILER REFERENCE DATA:  
**Salt Lake County, Utah (C/M# 390329.00003); 4811-0770-8903**

# UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

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

9a. ORGANIZATION'S NAME <b>The Charli QOZB, LLC</b>	
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 1b or 2b 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

11.  ADDITIONAL SECURED PARTY'S NAME *or*  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME <b>ALLIED WORLD INSURANCE COMPANY</b>				
OR				
11b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
11c. MAILING ADDRESS <b>95 Wellington Street West, Suite 802</b>	CITY <b>Toronto</b>	STATE <b>ON</b>	POSTAL CODE <b>M5J 2N7</b>	COUNTRY <b>CA</b>

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 fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):  
**City of Salt Lake City**

16. Description of real estate:  
**See Schedule 1 attached hereto**

17. MISCELLANEOUS:

# UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

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

18a. ORGANIZATION'S NAME <b>The Charli QOZB, LLC</b>	
OR	
18b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME			
OR			
19b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
19c. MAILING ADDRESS		CITY	STATE   POSTAL CODE   COUNTRY

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME			
OR			
20b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
20c. MAILING ADDRESS		CITY	STATE   POSTAL CODE   COUNTRY

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME			
OR			
21b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
21c. MAILING ADDRESS		CITY	STATE   POSTAL CODE   COUNTRY

22.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME <b>UNITED STATES FIRE INSURANCE COMPANY</b>			
OR			
22b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c. MAILING ADDRESS <b>95 Wellington Street West, Suite 802</b>		CITY <b>Toronto</b>	STATE   POSTAL CODE   COUNTRY <b>ON   M5J 2N7   CA</b>

23.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME <b>HILLTOP SPECIALTY INSURANCE COMPANY</b>			
OR			
23b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c. MAILING ADDRESS <b>95 Wellington Street West, Suite 802</b>		CITY <b>Toronto</b>	STATE   POSTAL CODE   COUNTRY <b>ON   M5J 2N7   CA</b>

24. MISCELLANEOUS:

# UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

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

18a. ORGANIZATION'S NAME  
**The Charli QOZB, LLC**

OR

18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)      SUFFIX

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19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR

19b. INDIVIDUAL'S SURNAME      FIRST PERSONAL NAME      ADDITIONAL NAME(S)/INITIAL(S)      SUFFIX

19c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME

OR

20b. INDIVIDUAL'S SURNAME      FIRST PERSONAL NAME      ADDITIONAL NAME(S)/INITIAL(S)      SUFFIX

20c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME

OR

21b. INDIVIDUAL'S SURNAME      FIRST PERSONAL NAME      ADDITIONAL NAME(S)/INITIAL(S)      SUFFIX

21c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY

22.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME  
**ZENITH INSURANCE COMPANY**

OR

22b. INDIVIDUAL'S SURNAME      FIRST PERSONAL NAME      ADDITIONAL NAME(S)/INITIAL(S)      SUFFIX

22c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY  
**95 Wellington Street West, Suite 802      Toronto      ON      M5J 2N7      CA**

23.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S SURNAME      FIRST PERSONAL NAME      ADDITIONAL NAME(S)/INITIAL(S)      SUFFIX

23c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY

24. MISCELLANEOUS:

**SCHEDULE 1**

**LEGAL DESCRIPTION**

All that certain real property situated in the City of Salt Lake, County of Salt Lake, State of Utah, and described as follows:

Beginning at the Northwest corner of Lot 11, WALKERS SUBDIVISION of Block 4, Plat "A", Salt Lake City Survey; said point being on the South right-of-way line of 800 South Street; said point also being North 89°56'40" East, along the monument line, 222.87 feet and North 00°03'20" West, 723.61 feet from a Salt Lake City Survey Monument located in the intersection of 900 South Street and West Temple Street; and running thence South 89°55'15" East, along the South right-of-way line of 800 South Street, 141.00 feet to a point on the West right-of-way line of Richards Street; thence South 00°01'41" East, along said West right-of-way line of Richards Street, 245.00 feet to a point on the North line of Lot 13 of said Walkers Subdivision; thence North 89°55'15" West, along said North line of Lot 13, 141.00 feet; thence North 00°01'48" West, 245.00 feet to the point of beginning.

APN: 15-12-277-021