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KAREN ELLISON, RECORDER

**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)
<div style="border: 1px solid black; padding: 5px;"> <b>First American Title Insurance Company</b>  <b>UCC Division</b>  <b>5 First American Way</b>  <b>Santa Ana, CA 92707</b> </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						
<b>Zephyr Photonics, LLC</b>						
OR	1b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
<b>215 Elks Point Rd.</b>			<b>Zephyr Cove</b>	<b>NV</b>	<b>89448</b>	<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>CELTIC CAPITAL CORPORATION</b>						
OR	3b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
<b>23622 CALABASAS RD., SUITE 323</b>			<b>CALABASAS</b>	<b>CA</b>	<b>91302</b>	<b>USA</b>

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

**ALL ASSETS**

Pursuant to Debtor's agreements with Secured Party, Debtor is prohibited from selling, disposing of, or granting liens on, any of its assets without Secured Party's consent.

APN: 1320-04-001-003

Legal: 2561 Business Parkway, Suite E,F &amp;G, Minden, NV 89423

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:

**Fixture Filing Douglas County, NV**

# 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>Zephyr Photonics, 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					
OR					
11b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

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):  
**Borges Brothers**

16. Description of real estate:  
**See Attached Exhibit A Legal Description**

17. MISCELLANEOUS:

**EXHIBIT "A"**

**LEGAL DESCRIPTION**

ESCROW NO.: 050700394

The land referred to herein is situated in the State of Nevada, County of Douglas described as follows:

Description of Lot 6 of Block B of the Official Map of Carson Valley Business Park Phase 1, recorded as Document No. 318019, Douglas County Records, including a portion of Mid-Valley Parkway abandoned per Document No. 369679, Douglas County records; said Parcel also being known as Assessor's Parcel No. 23-310-29; being a portion of the N.W. 1/4 Section 4, T.13N., R.20E, M.D.B.&M., Douglas County, Nevada and being more particularly described as follows:

COMMENCING at the Southwest corner of Lot 6, as shown on the Carson Valley Business Park Phase 1 Map, recorded as Document No. 318019; said point being on the Northerly right of way line of Business Parkway; said point being the TRUE POINT OF BEGINNING; thence North 40°08'16" East, 302.30 feet; thence North 43°49'52" East, 60.00 feet; thence from a tangent bearing of South 46°10'08" East along a curve to the left with a radius of 1000.00 feet, a tangent length of 32.24 feet, a delta angle of 03°41'36" and arc length of 64.46 feet; thence South 49°51'44" East, 152.72 feet; thence South 40°08'16" West, 359.99 feet; thence North 49°51'44" West, 209.00 feet; thence along a curve to the left with a radius of 760.00 feet, a tangent length of 6.00 feet, a delta angle of 00°54'16" and arc length of 12.00 feet to the TRUE POINT OF BEGINNING.

REFERENCE is made to Record of Survey filed for record with the Douglas County Recorder on February 2, 1999 in Book 299 of Official Records, at Page 437, as Document No. 460142.

APN 1320-04-001-003

"IN COMPLIANCE WITH NEVADA REVISED STATUTE 111.312, THE HEREIN ABOVE LEGAL DESCRIPTION WAS TAKEN FROM INSTRUMENT RECORDED FEBRUARY 8, 1999, AS FILE NO. 460521, RECORDED IN THE OFFICIAL RECORDS OF DOUGLAS COUNTY, STATE OF NEVADA."