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William M. Gardner
Secretary of State

State of New Hampshire

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Total fees: $100.00
Use black print or type.

Form FLLC-1
RSA 304-C:175

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS of the New Hampshire Limited Liability Company laws, the undersigned hereby applies for registration to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the limited liability company is NEP Keene CY (NH) Owner, LLC.

SECOND: The name which it proposes to register and do business in New Hampshire is _____.

THIRD: It is formed under the laws of Delaware.

FOURTH: The date of its formation is March 11, 2015.

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire is Real Estate Investment and Finance.

SIXTH: The name of its registered agent **in New Hampshire** is Corporation Service Company d/b/a Lawyers Incorporating Service.

and the **street address**, town/city (including zip code and post office box, if any) of its registered office is (agent's business address **in New Hampshire**) 14 Centre Street, Concord, NH 03301.

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

State of New Hampshire
Form FLLC 1 - Application for Foreign Registration FLLC 3 Page(s)

T1507945014

*Signature: _____

Print or type name: Jenny B. Neslin

Title: Associate Gen. Counsel & Assistant Secretary

Date signed: March 17, 2015

Complete address of person signing: 399 Park Avenue, 18th Floor
New York, NY 10022

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here: _____.

* Shall be executed on behalf of the foreign limited liability company by a person with authority to do so under the laws of the state or other jurisdiction of its formation, or, if the foreign limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL AND FORM SRA to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.

Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: NEP Keene CY (NH) Owner, LLC

Business Address (include city, state, zip): 399 Park Avenue, 18th Floor, New York, NY 10022

Telephone Number: (212) 547-2621 E-mail: cmayers@nsamgroup.com

Contact Person: Carol Mayers

Contact Person Address (if different): _____

Part II – Check *ONE* of the following items in Part II. If more than one item is checked, the form will be rejected. [***PLEASE NOTE:*** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. ***However,*** you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ____ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ***ALL*** of the following three requirements:
   A) This business has ***10 or fewer owners***; and
   B) Advertising ***relating to the sale of ownership interests*** has not been circulated; and
   C) Sales of ownership interests – if any – will be ***completed within 60 days*** of the formation of this business.

2. ____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.

3. ____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.

4. ✓ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check *ONE* of the following items in Part III:

1. ✓ This business ***is not being*** formed in New Hampshire.

2. ____ This business ***is*** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures ***only***)

Name (print): Jenny B. Neslin Signature: _____
Date signed: March 17, 2015

Name (print): _____ Signature: _____
Date signed: _____

Name (print): _____ Signature: _____
Date signed: _____