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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Robert A. Migliaccio, Esq.
Cameron & Mittleman, LLP
56 Exchange Terrace
Providence, RI 02903

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME						
Commerce Way Development Co., LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
c/o Blish & Cavanaugh, 30 Exchange Terrace		Providence		RI	02903	USA
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any		
		LLC	Rhode Island	134795 ☐ NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
2d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any		
				☐ NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME						
Citizens Bank of Rhode Island						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
One Citizens Plaza		Providence		RI	02903	USA

4. This FINANCING STATEMENT covers the following collateral:

All leases and rents as more particularly set forth on Exhibit A attached hereto and incorporated by reference.

5. ALTERNATIVE DESIGNATION [if applicable]	☐ LESSEE/LESSOR	☐ CONSIGNEE/CONSIGNOR	☐ BAILEE/BAILOR	☐ SELLER/BUYER	☐ AG. LIEN	☐ NON-UCC FILING
6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]						
7. TO REQUEST A SEARCH REPORT, FILE A UCC11						
8. OPTIONAL FILER REFERENCE DATA						

To be filed with the Rhode Island Secretary of State.

EXHIBIT A

All of Debtor's right, title and interest in and to (i) all leases, subleases and tenancies, whether written or oral, now or hereafter existing with respect to any portion or portions of the premises ground leased by Debtor in the Town of Plymouth, Massachusetts situated at the intersection of McNair Way and Commerce Way, which premises may be more particularly described in Exhibit B attached hereto, together with all buildings and improvements now or hereafter constructed thereon (all of such premises being hereinafter collectively referred to as the "Premises"), together with any renewals or extensions thereof and leases, subleases and tenancies in substitution therefor (all of which are hereinafter referred to as the "Assigned Leases"), (ii) all rents and other payments of every kind due or payable and to become due and payable to the Debtor, its successors and assigns, as a result of any use, possession or occupancy of any portion or portions of the Premises, including, but not limited to, security deposits, tax or operating expense escalation payments, percentage rent, additional rent, or any other payments arising from any license, use permit or concession, (iii) all right, title and interest of the Debtor in and to any and all guarantees of the Assigned Leases, and (iv) any awards which may be made in respect of Debtor's interest in any of the Assigned Leases in any bankruptcy, insolvency or reorganization proceedings in any state or federal court.

EXHIBIT "B"

**(LEGAL DESCRIPTION OF LAND
SUBJECT TO GROUND LEASE BETWEEN
WATUPPA ENTERPRISES, INC. AND COMMERCE WAY DEVELOPMENT CO., LLC)**

Premises: A portion of Map 104, Lot 14K-152
 Commerce Way & Plaza Way
 Plymouth, MA

That certain lot or parcel of land with all the improvements thereon situated on the westerly side of Commerce Way and the Southerly side of Plaza Way, in the Town of Plymouth, County of Plymouth, and Commonwealth of Massachusetts, being shown and set forth as "Lease Area" on a plan entitled, "LEASE EXHIBIT B HAMPTON INN OUTPARCELS PLAZA WAY PLYMOUTH, MA" Dated November 6, 2006, by Cubellis Associates Inc., said lot consisting of a total area of 275,810 S.F. (6.33 Acres) which said Plan is recorded in the Land Evidence Records in the Plymouth County Registry of Deeds on November 14, 2006 at *11:07^{AM}* as Plan Number 06-*1016*