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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
North Attleboro Marketplace, L.L.C.

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1414 Atwood Avenue Johnston RI 02919 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 RI 89912 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 Acknowledgment TO REQUEST A SEARCH REPORT, FILE A UCC11

7. [if applicable]

8. OPTIONAL FILER REFERENCE DATA

To be filed with the RI 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 owned by Debtor in the Town of North Attleboro, Massachusetts, situated on Route 1, 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

That certain lot or parcel of land, with all the buildings and improvements thereon, situated in North Attleboro, County of Bristol, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at the southwesterly corner of Lot 1B on the easterly sideline of South Washington Street (U.S. Route 1) further described as P.O.B. (Lot 1B) on "Title Plan of Land Wal-Mart at South Washington Street in North Attleborough, MA" dated October 4, 1996, latest revision date of 11/20/96, prepared by Baylor Consulting Group, Inc.

Thence N 18°-30'-03" E: along US Route 1 (South Washington Street) six hundred thirty-three and thirty-four hundredths (633.34) feet along Route 1 to a point;

Thence N 20°-38'-18" E: Ninety-five and eight hundredths (95.08) feet to a point;

Thence S 68°-32'-59" E: Along Lot 1C one hundred forty-six and eighty-six hundredths (146.86) feet to a point;

Thence S 37°-33'-18" E: Nineteen and no hundredths (19.00) feet to a point;

Thence S 69°-21'-42" E: Ninety-four and twenty-seven hundredths (94.27) feet to a point;

Thence S 37°-33'-18" E: Nineteen and eighty-nine hundredths (19.89) feet to a point;

Thence N 52°-26'-42" E: Forty-Five and no hundredths (45.00) feet to a point;

Thence N 37°-33'-18" W: Twenty-two and fifty-four hundredths (22.54) feet to a point;

Thence N 41°-54'-39" E: One hundred twenty-nine and eighty-nine hundredths (129.89) feet to a point;

Thence N 35°-20'-19" E: Forty-eight and seventy-seven hundredths (48.77) feet to a point;

Thence N 54°-39'-41" W: Three hundred nine and ninety-four hundredths (309.94) feet to a point;

Thence northeasterly on a curve to the right with a radius of eighty-one and no hundredths (81.00) feet and an arc length of thirty-two and seventy-seven hundredths (32.77) feet to a point;

Thence N 20°-38'-18" E: Eighty-five and no hundredths (85.00) feet to a point;

Thence N 07°-40'-39" W: One hundred forty-five and forty-seven hundredths (145.47) feet to a point;

Thence S 54°-39'-41" E: Along Lot 1A one hundred eighty-three and fifty-five hundredths (183.55) feet to a point;

Thence S 35°-20'-19" W: Twenty-eight and ninety hundredths (28.90) feet to a point;

Thence S 54°-39'-41" E: Five hundred seventy-two and eighty-two hundredths (572.82) feet to a point;

Thence S 07°-02'-25" E: One hundred three and twenty-four hundredths (103.24) feet to a point;

Thence S 35°-20'-19" W: One hundred thirty-six and forty-one hundredths (136.41) feet to a point;

Thence S 49°-46'-57" E: One hundred fifty-two and seven hundredths (152.07) feet to a point on the Attleboro and North Attleborough Town Line;

Thence S 52°-32'-54" W: One thousand one hundred eighteen and ninety-three hundredths (1,118.93) feet to a point;

Thence N 30°-07'-34" W: Three hundred forty-five and forty-four hundredths (345.44) feet to the point of beginning.

Together with the benefit of and subject to the burden of the Easements with Covenants and Restrictions Agreement by and between Wal-Mart Stores, Inc. and Alfred Carpionato recorded with the Bristol County Northern District Registry of Deeds in Book 6267 at Page 179; as affected by Amendment to Easements with Covenants and Restrictions Affecting Land recorded in Book 9630 at Page 342, as may be amended from time to time.

Together with the benefit of and subject to the burden of the Reciprocal Easement Agreement by and between Alfred Carpionato and North Attleboro Marketplace, LLC dated November 20, 1996 and recorded in Book 6957 at Page 217 with the Bristol County Northern District Registry of Deeds; as may be amended from time to time in and to such portions of Parcels B and C as shown on the hereinabove described plan; as corrected by Corrective Deed from Alfred Carpionato to North Attleboro Marketplace II, LLC recorded with the Bristol County Northern District Registry of Deeds in Book 8784 at Page 166; as corrected by Second Corrective Deed from Alfred Carpionato to North Attleboro Marketplace II, LLC recorded in Book 8847 at Page 99 in the Bristol County Northern District Registry of Deeds; as affected by Amendment to Reciprocal Easement Agreement dated May 11, 2001 and recorded in Book 9630 at Page 333.