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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Russell R. Sicard, Esquire (401) 467-7766	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Russell R. Sicard, Esquire 400 Reservoir Avenue, Suite 1K Providence, Rhode Island 02907	

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 Potter Hill Preserve, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 1150 Oaklawn Avenue			CITY Cranston	STATE RI	POSTAL CODE 02920	COUNTRY USA
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Limited Liab. Co.	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 152099		☐ 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 BANK RHODE ISLAND						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS One Turks Head Place			CITY Providence	STATE RI	POSTAL CODE 02903	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All fixtures, equipment and other personal property and assets of Debtor described on Exhibit A attached hereto and incorporated by reference herein located at and/or used in connection with the real estate of Debtor located on Randeau Passage, Westerly, Rhode Island, or wherever else the same may be located from time to time.

5. ALTERNATIVE DESIGNATION [if applicable]:		☐ LESSEE/LESSOR	☐ CONSIGNEE/CONSIGNOR	☐ BAILEE/BAIOLR	☐ 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		7. ☐ TO REQUEST A SEARCH REPORT, FILE A UCC11					
8. OPTIONAL FILER REFERENCE DATA							

EXHIBIT A

"UCC I - FINANCING STATEMENT" STATE OF RHODE ISLAND

DEBTOR: Potter Hill Preserve, LLC
1150 Oaklawn Avenue
Cranston, RI 02920

**SECURED
PARTY:** Bank Rhode Island
One Turks Head Place
Providence, Rhode Island 02903

This financing statement covers the following type of property:

1. Deposited Funds: Any and all sums deposited with Secured Party pursuant to the Mortgage and Security Agreement (the "Mortgages") executed in connection herewith for payment of any and all taxes, assessments, water and sewer charges, and any other charges of whatever nature which may at any time be assessed against, levied upon or constitute a lien on the whole or any part of the property mortgaged in connection herewith and more particularly described in Exhibit B (the "Property"), or which otherwise might become a lien prior to the Mortgage or otherwise have priority in the distribution of the proceeds of a judicial sale, and any and all interest, costs or penalties with respect to any and all unpaid taxes, assessments or charges, and insurance premiums.
2. Lease: Each and every agreement providing for use or occupancy of all or any part of the Property, whether written or oral, whether now existing or hereafter arising, and any and all amendments, renewals and extensions thereof.
3. Licenses: Any and all franchises, licenses, permits, approvals and assents, whether issued by any national, state, or local governmental body, department, agency or subdivision having jurisdiction over Debtor or the Property or any part thereof or any use, operation or occupancy thereof or otherwise, relating to construction on the Property or any part thereof, or the use, operation or occupancy of the Property or any part thereof.
4. Fixtures/Personal Property: Any and all fixtures, machinery, equipment and other personal property of every kind, now or hereafter located in or upon or affixed to the Property, or any part thereof, or now or hereafter used or to be used in connection with any present or future operation of the Property, or any part thereof, and now owned or hereafter acquired by Debtor, or in which Debtor now or hereafter has an interest, including, without limitation, any and all (i)

heating, lighting, incinerating, refrigerating, ventilating, air-conditioning, air-cooling, lifting, fire extinguishing, plumbing, cleaning, communications and power equipment and apparatus,, (ii) gas, water and electrical equipment, (iii) elevators, escalators, switchboards, engines, motors, tanks, pumps, partitions, conduits, ducts and compressors, (iv) electrical and/or gas appliances, incinerators, carpeting, furniture and furnishings, draperies, storm windows and doors, and screens and awnings, (v) all licenses, permits or approvals of any kind from any governmental or quasi-governmental authority, all contracts, including, without limitation, any construction contracts, management contracts, engineer's contracts, subcontractor's contracts, architect's contracts, guaranties, warranties, plans and specifications, payment and performance bonds, and any other rights and benefits in the nature of the foregoing; and (vi) any and all renewals of, replacements, accessions or additions to, substitutions for and proceeds and products of any and all of the foregoing.

5. Proceeds: Any and all proceeds payable or paid for or with respect to or as a result of damage or loss to the Property and Personal Property, or any part thereof, including, without limitation, insurance proceeds, and all awards in connection with any condemnation or other taking of the Property and Personal Property, or any part thereof, or for conveyance in lieu thereof.

6. Rents: Any and all rents and other payments of every kind due or payable and to become due or payable to Debtor by virtue of the Leases, or otherwise due or payable and to become due or payable to Debtor as the result of any use, possession or occupancy of all or any part of the Property.

7. Any and all issues, benefits and profits of the Property, including, but not limited to:

- (a) the Leases and Rents;
- (b) the Proceeds;
- (c) the Deposited Funds.

8. Any and all records and books of account now or hereafter maintained by Debtor in connection with the operation of the Property and Personal Property or any part thereof.

9. All of Debtor's right, title and interest in and to any name under which the Property may at any time be operated and any variation thereof and the goodwill of Debtor in connection therewith.

Exhibit B

Those certain lots or parcel of land with all the buildings and improvements thereon, situated on Randeau Passage, in the Town of Westerly, County of Washington, State of Rhode Island, laid out and designated as lots numbered five (5) through seven (7), inclusive and lots numbered ten (10) through seventeen (17) inclusive, on that plat entitled "Final Submission, PERIMETER RECORD PLAN POTTER HILL PRESERVE Assessors PLAT 19 LOT 58 WESTERLY, RHODE ISLAND PREPARED BY DiPrete Engineering Associates, Inc. ENGINEERING, SURVEYING AND PLANNING CONSULTANTS TWO STAFFORD COURT CRANSTON, RI. 02920 (401) 943-1000 FAX: (401)464-6006 PREPARED FOR GeoSolutions, LLC 48 Oak Street Westerly, RI 02891 (401) 315-2926" which plan is recorded in the Land Evidence Records of the Town of Westerly as Document Number 20060021.

Subject to covenants, conditions, restrictions, easements and reservations of record.