

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY:

A. NAME & PHONE OF CONTACT AT FILER [optional] Phone: (800) 331-3282 Fax: (818) 662-4141	
B. SEND ACKNOWLEDGEMENT TO: (Name and Address) 18047 JP MORGAN CHAS	
UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071	10645935 RIRI

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 Rhode Island Health and Educational Building Corporation					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 170 Westminster Street			CITY Providence	STATE RI	POSTAL CODE 02903
1d. SEE INSTRUCTIONS			ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION NPC	1f. JURISDICTION OF ORGANIZATION RI
1g. ORGANIZATIONAL ID #, if any 52919					<input type="checkbox"/> 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
2d. SEE INSTRUCTIONS			ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
2g. ORGANIZATIONAL ID #, if any					<input type="checkbox"/> 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 The Bank of New York Trust Company, N.A.					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 601 Travis Street			CITY Houston	STATE TX	POSTAL CODE 77002

4. This FINANCING STATEMENT covers the following collateral:

Replaces filing #661121 See Attachment A hereto.

5. ALTERNATIVE DESIGNATION [if applicable] <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING			
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 <input type="checkbox"/> (ADDITIONAL FEE) [optional]	
8. OPTIONAL FILER REFERENCE DATA			
10645935		10204689-0	

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The FINANCING STATEMENT is presented to THE SECRETARY OF STATE for filing pursuant to the Uniform Commercial Code.

1. Debtor(s) (Last Name First) and addressee(s)

Rhode Island Health and
Educational Building
Corporation
400 Westminster St., 2nd Fl.
Providence, RI 02903

2. Secured Party(ies) and addressee(s)

Citizens Trust Company, as
Trustee
One Citizens Plaza
Providence, RI 02903

661121

3. This financing statement covers the following types (or items) of property:

See Attachment A hereto.

JAN 7 10 31 AM '97
FOR FILING OFFICER USE

SEE OVERSIZE FILE

Check (X) if covered:



Proceeds of Collateral are also covered



Products of Collateral are also covered

Filed with: STATE OF RHODE ISLAND, SECRETARY OF STATE, UCC DIV. PROVIDENCE, RI

Rhode Island Health and Educational
Building Corporation

By:

Joseph A. Caffrey
Signature(s) of Debtor(s)

Citizens Trust Company, as Trustee

By:

W. DO. RENTZ
Signature(s) of Secured Party(ies)

(1) Filing Officer Copy = Alphabetical

Standard Form - Uniform Commercial Code - Form UCC1

ATTACHMENT A

~~661121~~

Debtor:

Rhode Island Health and Educational Building Corporation

Secured Party:

Citizens Trust Company as Trustee

~~JAN 7 10 51 AM '97~~

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All revenues, as defined and as pledged in the Loan and Trust Agreement dated as of December 1, 1996 by and among the Debtor, the Secured Party and Tockwotton Home (the "Institution") (the "Agreement") executed in connection with the issuance of the Debtor's \$5,405,000 Health Facilities Revenue Bonds Tockwotton Home Issue, Series 1996 to be received from the Institution or derived from any security provided under the Agreement or under a Mortgage and Security Agreement dated as of December 1, 1996 (the "Mortgage and Security Agreement"), given by the Institution in favor of the Secured Party pertaining to real estate described in Exhibit A attached hereto (the "Real Property") and all rights to receive such revenues and the proceeds of such rights, excluding, however, certain rights of the Debtor set forth in the Agreement.

The Mortgage and Security Agreement contains a pledge of Gross Receipts of the Institution consisting of all receipts, revenues, income and other moneys received by or on behalf of the Institution, whether now existing or hereafter acquired by the Institution, including, but without limiting the generality of the foregoing, revenues derived from the operation of the Real Property and from all other facilities of the Institution and all rights to receive the same whether in the form of accounts receivable, contract rights or other rights, and the proceeds of such rights, whether now existing or hereafter coming into existence and whether now owned or held or hereafter acquired by the Institution; provided, however, that gifts, grants, bequests, donations and contributions heretofore or hereafter made, designated at the time of making thereof by the donor or maker as being for certain specific purposes, and the income derived therefrom, to the extent required by such designation, shall be excluded from Gross Receipts.

In addition, the Mortgage and Security Agreement contains a pledge of all the tenements, hereditaments, easements and appurtenances belonging, or in any way appertaining to the Real Property and: all building materials, machinery, apparatus, equipment, fittings, furniture, fixtures and articles of personal property of every kind and nature whatsoever now or hereafter located on the Real Property or in any buildings or improvements on the Real Property, or any part thereof, and used or usable in connection with any present or future occupancy of said buildings and now owned or hereafter acquired by the Institution including, but without limiting the generality of the foregoing, all heating, lighting, laundry, incinerating and power equipment, engines, pipes, pumps, tanks, motors, conduits, switchboards, plumbing, lifting, cleaning, fire prevention, fire extinguishing, refrigerating, ventilating, and communications apparatus, air cooling and air conditioning apparatus, elevators, escalators, shades, awnings, screens, storm doors and windows, stoves, wall beds, refrigerators, attached cabinets, partitions, ducts and compressors.

SCHEDULE A
LEGAL DESCRIPTION CONTINUED

All that certain parcel of land with the buildings thereon situated at 180 George M. Cohan Boulevard (Parcel 1) and at 166 George M. Cohan Boulevard (Parcel 2) both being in the City of Providence, State of Rhode Island, all as more particularly described in Exhibit A, attached hereto.

Excepting herefrom that portion taken in Book 731, at Page 166 for the widening of Tockwotton Street.

EXHIBIT "A"

PARCEL I

PARCEL I:

Beginning at the northwesterly corner of Front Street and East Street as laid out in a lay out of the Brook Street District approved November 13, 1876 at the southeasterly corner of lot thence in a westerly direction in the northerly line of said Front Street for a distance of one hundred forty & 93/100 (140.93) feet thence in a northerly direction making an interior angle of one hundred seven (107) degrees and fifty-two (52') minutes for a distance of ninety one & 100 (91.01) feet thence in an easterly direction making an interior angle of eighty-eight (88) degrees and fifty-seven & 1/2 (57 1/2') minutes for a distance of one hundred forty & 32/100 (140.32) feet to a point in the westerly line of said East Street thence in a southerly direction in the said westerly line of East Street making an interior angle of eighty-eight (88) degrees and twenty-one and 1/2 (21 1/2') minutes for a distance of one hundred thirty-one & 85/100 (131.85) feet to the point of beginning. And also in and to another certain lot of land situated in said City of Providence and bounded and described as follows: Beginning at the southeasterly corner of Front Street and Hope Street as laid out in a lay out of the Brook Street District approved November 13, 1876 at the northwesterly corner of lot thence in an easterly direction in the southerly line of Front Street for a distance of one hundred sixty-two & 78/100 (162.78) feet to an angle in the said southerly line of Front Street thence continuing in an easterly direction in the said southerly line of Front Street for a distance of eighteen & 08/100 (18.08) feet thence in a southerly direction making an interior angle of one hundred nine (109) degrees and fifty-two (52') minutes for a distance of one hundred one and 64/100 (101.64) feet to a point in the northerly line of said Hope Street thence in a westerly direction in the said northerly line of Hope Street making an interior angle sixty-four (64) degrees and forty-nine (49') minutes for a distance of one hundred eighty-eight & 76/100 (188.76) feet to an angle in the said northerly line of Hope Street thence in a northerly direction in the easterly line of said Hope Street for a distance of seventy & 02/10 (70.2) feet to the point of beginning.

PARCEL II:

That certain lot of land with all the buildings and improvements thereon situated at the south-east corner of Hope Street and Armstrong Avenue in said Providence, bounded and described as follows: Beginning at said south-east corner of Hope Street and Armstrong Avenue and running easterly, bounded northerly on said Armstrong Avenue eighty-five and 12/100 (85.12) feet, more or less, to land now or formerly owned by

EXHIBIT "A" CONTINUED

Daniel Hayes and wife Margaret; then turning a right angle with said Armstrong Avenue and running southerly, bounded easterly on said Hayes land, seventy and 64/100 (70.64) feet, more or less, to other land of this grantee; then turning an angle of 88°-50'-50" with the last named line and running westerly, bounded southerly on said land of this grantee, eighty-five and 25/100 (85.25) feet, more or less, to said Hope Street; and then turning and running northerly, bounded westerly on said Hope Street, sixty-eight and 94/100 (68.94) feet, more or less, to the point of beginning, and comprising lots numbered 17 (seventeen) and 111 (one hundred eleven) on Plat No. 17 made for the use of the Tax Assessors of said City of Providence, as said plat appeared May 1914.

PARCEL III:

That lot of land with all buildings and improvements thereon, situated in the City of Providence and State of Rhode Island, bounding northerly on Armstrong Avenue sixty (60) feet, easterly on East Street seventy two and 64/100 (72.64) feet; southerly on land now or lately of the Home for Aged Women fifty six and 47/100 (56.47) feet and westerly on land now or lately of Antonio P. Nicolan and wife seventy one and 42/100 (71.42) feet.

Excepting herefrom that portion taken in Book 731, at Page 166 for the widening of Tockwotton Street.

EXHIBIT "A" CONTINUED

PARCEL 2

Parcel 1:

That certain lot or parcel of land with all the buildings and improvements thereon, situated at the northwesterly corner of George M. Cohan Boulevard and Hope Street, in the City and County of Providence, and State of Rhode Island, bounded and described as follows:

Beginning at the northwesterly corner of George M. Cohan Boulevard and Hope Street, said point of beginning being the southeasterly corner hereof; thence westerly bounding southerly on said Boulevard sixty and 25/100 (60.25) feet to land now or lately of Flaminio Silva et ux; thence northerly bounding westerly on said Silva land sixty-five and 22/100 (65.22) feet to land now or lately of Aldina T. Mello; thence easterly bounding northerly by said Mello land in part and in part on land now or lately of Manuel A. Lourenco et ux forty-seven and 55/100 (47.55) feet to Hope Street; thence southerly bounding easterly on Hope Street sixty-six and 5/10 (66.5) feet to said Boulevard and the point of beginning.

Parcel 2:

That certain lot or parcel of land with all the buildings and improvements thereon situated at the southwesterly corner of Armstrong Avenue (formerly Coles Street) and Hope Street in the City and County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at said corner and running southerly, bounding easterly on said Hope Street seventy and 52/100 (70.52) feet to land now or lately of Josephine Recello et als; thence turning an interior angle of 77° 49' and running westerly bounded southerly on said Recello land forty-five and 92/100 (45.92) feet to land now or lately of Arnold Mello et ux; thence turning an interior angle of 102° 16' 30" and running northerly bounding westerly on said Mello land sixty and 83/100 (60.83) feet to said Armstrong Avenue; thence easterly bounding northerly by said Armstrong Avenue forty-five (45) feet to point and place of beginning.