

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [Optional] David M. Gilden, Esq. (401) 861-8200, Ext. 230	
B. SEND ACKNOWLEDGMENT TO: [Name and Address] Partridge Snow & Hahn LLP 180 South Main Street 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 Panteleos Properties, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS One All American Way			CITY North Kingstown,	STATE RI	POSTAL CODE 02852	COUNTRY USA
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION DLLC	1f. JURISDICTION OF ORGANIZATION Rhode Island		1g. ORGANIZATIONAL ID #, if any 100843 ☐ 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 Debtor's Fixtures, Machinery, Equipment and Materials, Premiums, Awards, Leases, Rentals and Other Payments, now owned or hereafter acquired, including but not limited to the items set forth in Exhibit A attached hereto and incorporated herein by reference, all in connection with the real estate located at One All American Way, North Kingstown, Rhode Island, and more particularly described in Exhibit B attached hereto and incorporated herein by reference ("Premises").

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:

909476 - To be filed with the Rhode Island Secretary of State

EXHIBIT A TO UCC FINANCING STATEMENT

Debtor:

Panteleos Properties, LLC
One All American Way
North Kingstown, RI 02852

Secured Party:

Bank Rhode Island
One Turks Head Place
Providence, Rhode Island 02903
Attn: James P. Tiernan,
Senior Vice President

The following terms shall have the following meanings:

FIXTURES, MACHINERY, EQUIPMENT AND MATERIALS: All fixtures of every kind and nature whatsoever owned by Debtor, now or hereafter located in, upon or about or constructed upon the real estate located at One All American Way, North Kingstown, Rhode Island, as more particularly described on Exhibit B attached hereto and incorporated herein by reference (the "Premises"), or any part thereof, and used or usable in connection with any present or future occupancy or operation of the Premises, and all renewals and replacements thereof and additions, substitutions and accessions thereto (herein collectively referred to as the "Fixtures"). The Fixtures shall be deemed to include, but without limiting the generality of the foregoing, all heating, lighting, laundry, incineration and power equipment, engines, pipes, pumps, tanks, motors, dynamos, boilers, fuel, conduits, switchboards, plumbing, lifting, refrigerating, ventilating, and communications apparatus, sprinkler system and other fire prevention and fire extinguishing apparatus, air cooling and air conditioning apparatus, elevators, escalators, shades, blinds, awnings, screens, storm doors, and windows, stoves, refrigerators, refrigerating plant, attached cabinets, partitions, ducts and compressors, gas and electric fixtures, ranges, stoves, disposals and rugs.

All machinery, equipment and materials of every kind and nature whatsoever owned by Debtor, now or hereafter located in or upon the Premises, or any part thereof, and all renewals and replacements thereof and additions, substitutions and accessions thereto (herein collectively called the "Machinery, Equipment and Materials"). The Machinery, Equipment and Materials shall be deemed to include, without limitation of the generality of the foregoing, all right, title and interest of Debtor in and to all machinery, equipment, furnishings, furniture, carpets, appliances, cabinets, and improvements now or anytime hereafter attached to, placed upon, constructed upon, or used in any way in connection with the use, enjoyment, operation, maintenance and occupancy of the Premises.

All cash and non-cash proceeds of any of the foregoing Fixtures, Machinery, Equipment and Materials, including insurance proceeds, claims and settlements; and all proceeds and products of any Fixtures, Machinery, Equipment and Materials, including but not limited to any deposits or payments now or hereafter made by Debtor on any of the foregoing to be acquired by Debtor.

PREMIUMS: All unearned premiums, accrued, accruing or to accrue under insurance policies now or hereafter obtained by Debtor and all proceeds of the conversion, voluntary or

involuntary, of the Premises, the Fixtures, the Machinery, Equipment and Materials, the improvements, the Mortgaged Property (as defined in the Mortgage and Security Agreement dated contemporaneously with the filing hereof), and/or any other property or rights described herein, or any part thereof, into cash or liquidated claims.

AWARDS: All awards or payments, including interest thereon, and the right to receive the same, which may be made with respect to eminent domain, the alteration of the grade of any street, or any other injury to or decrease in the value of the Premises, the Fixtures, the Machinery, Equipment and Materials, said Mortgaged Property, the improvements and/or any other property or rights described herein.

LEASES: All existing and future tenancies, subtenancies, ground leases, leases and subleases of, and agreements now or hereafter affecting or having reference to, the whole or any part of the Premises and to which Debtor is a party, and any renewals or extensions thereof or ground leases, leases or subleases in substitution therefor.

RENTALS AND OTHER PAYMENTS: All rents, issues and profits from the Premises and all other sums now or hereafter paid or payable to Debtor by tenants now or hereafter occupying the Premises or any portion thereof, under or by reason of all existing and future tenancies, leases and subleases of the whole or any part of the Premises, proceeds of rent insurance and business interruption insurance, so-called, proceeds of any insurance or guaranty of any lease or sublease of the whole or any portion of the Premises or of the obligations of any tenant under such lease, awards of damage or other sums paid or payable to Debtor by reason of the taking of all or any portion of the Premises by condemnation or other similar proceedings, all sums paid or payable to Debtor in addition to rental for such items as taxes, utilities and water charges, all sums paid or payable for use and occupancy of the Premises or any portion thereof, and all sums paid pursuant to settlement with or judgment against any tenant relating to any alleged breach of any lease, sublease or agreement.

EXHIBIT B

Legal Description

Parcel 1

That certain lot or parcel of land located on a portion of the former Davisville Naval Construction Battalion Center in the West Davisville Industrial Park, in the Town of North Kingstown, County of Washington, State of Rhode Island. Said parcel being located on the southerly side of a road now or formerly called Foliage Drive and designated as 3.4 acres on a plan entitled "Survey of Land for Rhode Island Economic Development Corporation for Conveyance to Panteleos - Lucier Properties, LLC A.P. 180 Lot 8, 2.04 Ac. Parcel & A.P. 180 Lot 18, 3.4 Acre Parcel Foliage Drive", in North Kingstown, Rhode Island by Garofalo & Associates, Inc., Drawing Number 25879, dated November 25, 2002, a copy of which plan has been recorded in the Records of Land Evidence of North Kingstown, Rhode Island on December 5, 2003 at 11:25 A.M. on Plat Card 1761, Hanging File 320.

Said parcel being further bounded and described as follows:

Beginning at a point in the southerly line of a road now or formerly called Foliage Drive at a point marked by a drill hole;

Thence running northeasterly along the southerly line of said road a distance of three hundred ninety three and 74/100 (393.74') to a point;

Thence turning an interior angle of 82° 06' 06" and running southeasterly, bounded easterly by land now or formerly of the Rhode Island Port Authority & Economic Development Corporation (the "Corporation") a distance of four hundred sixty seven and 11/100 (467.11') feet to a point;

Thence turning an interior angle of 90°- 00'- 00" and running westerly a distance of two hundred seventy four and 70/100 (274.70') feet to a point marked by a granite bound, bounded southerly by land now or formerly of the Corporation;

Thence turning an interior angle of 105° 35' 55" and running northerly bounded westerly by land now or formerly of John Michael DiRaimo a distance of four hundred twenty eight and 79/100 (428.79') feet to the point and place of beginning, the last herein described course forms an interior angle of 82° 17' 59" with the first herein described course.

Parcel 2

That certain lot or parcel of land located on a portion of the former Davisville Naval Construction Battalion Center in the West Davisville Industrial Park, in the Town of North Kingstown, County of Washington, State of Rhode Island. Said

parcel being located on the southerly side of a road now or formerly called Foliage Drive and designated as 2.04 acres on a plan entitled "Survey of Land for Rhode Island Economic Development Corporation for Conveyance to Panteleos - Lucier Properties, LLC A.P. 180 Lot 8, 2.04 Ac. Parcel & A.P. 180 Lot 18, 3.4 Acre Parcel Foliage Drive", in North Kingstown, Rhode Island by Garofalo & Associates, Inc., Drawing Number 25879, dated November 25, 2002, which plan was recorded in the Records of Land Evidence of North Kingstown, Rhode Island on December 5, 2003 at 11:25 A.M. on Plat Card 1761, Hanging File 320.

Said parcel being further bounded and described as follows:

Beginning at a point in the southerly line of a road now or formerly called Foliage Drive;

Thence running southeasterly along the arc of a curve with a radius of fifty and 00/100 (50.00') feet and a delta angle of $65^{\circ} 10' 30''$ a distance of fifty six and 88/100 (56.88') feet to a point on the westerly line of a road now or formerly called All American Way;

Thence turning an interior chord angle of $113^{\circ} 59' 35''$ and running southeasterly along the westerly line of a road now or formerly called All American Way a distance of two hundred and 00/100 (200.00') feet to a point;

Thence turning an interior angle of $90^{\circ} 00' 00''$ and running westerly a distance of one hundred forty six and 00/100 (146.00') feet to a point;

Thence turning an interior angle of $270^{\circ} 00' 00''$ and running southerly a distance of forty and 00/100 (40.00') feet to a point;

Thence turning an interior angle of $90^{\circ} 00' 00''$ and running in a westerly direction a distance of one hundred twenty nine and 00/100 (129.00') feet to a point;

Thence turning an interior angle of $270^{\circ} 00' 00''$ and running southerly a distance of one hundred sixty six and 00/100 (166.00') feet to a point;

Thence turning an interior angle of $270^{\circ} 00' 00''$ and running easterly a distance of two hundred five and 00/100 (205.00') feet to a point;

Thence turning an interior angle of $90^{\circ} 00' 00''$ and running southerly a distance of seventy four and 00/100 (74.00') feet to a point, the last six (6) courses bounded southerly, easterly, southerly, easterly, northerly and easterly by land now or formerly of Panteleos-Lucier Properties, LLC;

Thence turning an interior angle of $90^{\circ} 00' 00''$ and running westerly, bounded southerly by land now or formerly of The Rhode Island Port Authority & Economic Development Corporation a distance of two hundred thirty and 00/100 (230.00') feet to a point;

Thence turning an interior angle of $90^{\circ} 00' 00''$ and running northerly bounded westerly by land now or formerly of The Rhode Island Port Authority & Economic Development Corporation a distance of four hundred sixty seven and $11/100$ (467.11') feet to a point;

Thence turning an interior angle of $97^{\circ} 53' 54''$ and running northwesterly along the southerly line of a road now or formerly called Foliage Drive a distance of two hundred fifty three and $20/100$ (253.20') feet to the point and place of beginning, the last herein described course forms an interior chord angle of $148^{\circ} 06' 31''$ with the first herein described course.

Parcel 3

That certain lot or parcel of land, with all buildings and improvements thereon, located on a portion of the former Davisville Naval Construction Battalion Center in the West Davisville Industrial Park, in the Town of North Kingstown, County of Washington and State of Rhode Island, located on the westerly side of Benson Road, and designated Parcel 1 on that certain plan of survey entitled, "Survey for Land for Rhode Island Economic Development Corporation Portion of Lot 6 Parcel 1 - 1.301 Ac. Benson Road North Kingstown, Rhode Island by Garofalo & Associates, Inc Drawing No. 25615 Date 1-8-99", which plan has been recorded in the Land Evidence Records of the Town of North Kingstown on October 21, 1999 at 8:55 A.M. on Plat No. 1623, H.F. 246, said lot being further bounded and described as follows:

Beginning at a point in the westerly line of Benson Road, said point being located eight hundred fifty one and $17/100$ (851.17) feet southerly of the intersection of the southerly line of Compass Drive with the westerly line of Benson Road, said point being the most northeasterly corner of the herein described parcel;

Thence running southeasterly, bounded easterly by Benson Road, two hundred eighty and $00/100$ (280.00) feet to a point;

Thence turning an interior angle of $90^{\circ} - 00' - 00''$ and running southwestly, bounded southerly by land now or formerly of the Rhode Island Port Authority and Economic Development Corporation (the "Corporation"), seventy and $00/100$ (70.00) feet to a point;

Thence turning an interior angle of $90^{\circ} - 00' - 00''$ and running northeasterly, bounded westerly by land of the Corporation, seventy four and $00/100$ (74.00) feet to a point;

Thence turning an interior angle of $270^{\circ} 00' 00''$ and running southwestly bounded southerly by land of the Corporation, two hundred five and $00/100$ (205 .00) feet to a point;

Thence turning an interior angle of $90^{\circ} - 00' - 00''$ and running northwesterly, bounded westerly by land of the Corporation, one hundred sixty-six and $00/100$ (166.00) feet to a point;

Thence turning an interior angle of $90^{\circ} - 00' - 00''$ and running northeasterly, bounded northerly by land of the Corporation, one hundred twenty-nine and $00/100$ (129.00) feet to a point;

Thence turning an interior angle of 270° 00' 00" and running northwesterly, bounded westerly by land of the Corporation, forty and 00/100 (40.00) feet to a point;

Thence turning an interior angle of 90°- 00'- 00" and running northeasterly, bounded northerly by land of the Corporation, one hundred forty-six and 00/100 (146.00) feet to the point and place of beginning, the last herein described course forms an interior angle of 90°- 00'- 00" with the first herein described course.

Parcel 4

Rights of access as set forth in the following Agreements: (a) Terms and provisions of the Quonset Access and Services Agreement between the United States of America and the Rhode Island Port Authority and Economic Development Corporation dated November 20, 1978 and recorded November 28, 1978 at 1:04 P.M. in Book 317 at page 97, and (b) Quonset-Davisville Access and Services Agreement between the United States of America and the Rhode Island Port Authority and Economic Development Corporation dated September 11, 1980 and recorded September 12, 1980 at 1:16 P.M. in Book 348 at page 289, as modified by Modification No. 1 to Quonset-Davisville Access and Services Agreement dated September 17, 1996 and recorded April 17, 1997 at 11:47 A.M. in Book 1033 at page 41, as affected by Release of Easement of the United States of America dated October 31, 2000 and recorded December 19, 2000 at 12:31 P.M. in Book 1290 at page 237.