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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Joseph Raheb 401-333-3377	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Joseph Raheb, Esq. 650 Washington Hwy. Lincoln, RI 02865	

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 Lincoln Mills Properties, LLC				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 9 Old Jenckes Hill Road		CITY Lincoln	STATE RI	POSTAL CODE 02865
COUNTRY USA				
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 162805
				<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
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
				<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 CREDIT UNION CENTRAL FALLS				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 1005 DOUGLAS PK.		CITY SMITHFIELD	STATE RI	POSTAL CODE 02917
COUNTRY USA				

4. This FINANCING STATEMENT covers the following collateral:

SEE ATTACHED EXHIBIT A.

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. 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 Rec'd in Sec. of State only							

DESCRIPTION OF PERSONAL PROPERTY

EXHIBIT "A"

UNIFORM COMMERCIAL CODE CONTINUATION OF FINANCING STATEMENT
STATE OF RHODE ISLAND

DEBTOR: **Lincoln Mills Properties, LLC**
a Rhode Island limited liability company
9 Old Jenckes Hill Rd., Lincoln, RI 02865

SECURED PARTY: **CREDIT UNION CENTRAL FALLS**
1005 Douglas Pike
Smithfield, Rhode Island 02917

The financing statement covers the following types of property:

1. Personal Property - all fixtures, machinery, equipment, inventory, general intangibles and contract rights and any other personal property of every kind whatsoever, now or hereafter located in or upon or affixed to those certain parcels of land known as 52 Summer St., Lincoln, RI (the "Property") and any and all buildings and/or improvements now or hereafter constructed on 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, and now owned or hereafter acquired by Debtor, including, without limiting the generality of the foregoing: 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; and (iv) electrical and/or gas appliances, incinerators, carpeting, furniture and furnishings, draperies, storm windows and doors, and screens and awnings; it being understood that all such fixtures, machinery, apparatus, equipment and other personal property are a part of and are declared to be a portion of the security, whether physically attached to the improvements or not; and all records and books of account now or hereafter maintained by Debtor in connection with the operation of the Property, the buildings and improvements now or hereafter constructed thereon and/or the aforelisted personal property.

2. All renewals, replacements of, additions to, substitutions for and proceeds of the foregoing.

3. All condemnation awards and policies of insurance maintained with respect to the Property and said personal property and all proceeds thereof.

4. All rents and other income from the operation of any and all leases and tenancies with respect to the Property and said personal property, and all proceeds thereof.

Lincoln Mills Properties, LLC

By: 
Robert S. Jensen, member

By: 
Linda S. Bessette, member

By: 
Denise R. Jensen, member

By: 
Michael Bessette, member