

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [Optional] Betty Desrochers 401-521-7000
B. SEND ACKNOWLEDGMENT TO: [Name and Address] Edward G. Avila, Esquire Roberts, Carroll, Feldstein & Peirce 10 Weybosset Street Providence, Rhode Island 02703

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 One Social Street, LLC				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS c/o Heartwood Group, Inc., 165 Evergreen Street				
CITY Providence		STATE RI	POSTAL CODE 02906	COUNTRY USA
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited liability co.	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 164084 <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 Rockland Trust Community Development Corporation II				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 288 Union Street				
CITY Rockland		STATE MA	POSTAL CODE 02370	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and incorporated herein by reference.

Filed with the Rhode Island Secretary of State.

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. TO REQUEST A SEARCH REPORT, FILE A UCC11
8. OPTIONAL FILER REFERENCE DATA: Our File No. 4292-7	

EXHIBIT A

Secured Party: Rockland Trust Community Development Corporation II
 288 Union Street
 Rockland, MA 02370

Debtor: One Social Street LLC
 c/o Heartwood Group, Inc.
 165 Evergreen Street
 Providence, Rhode Island 02906

All fixtures, machinery, equipment, furniture, inventory, building supplies, appliances and other articles of personal property (hereinafter collectively referred to as the "Personal Property"), including, but not limited to, all gas and electric fixtures, radiators, heaters, furnaces, engines and machinery, boilers, ranges, ovens, elevators and motors, bathtubs, sinks, commodes, basins, pipes, faucets and other plumbing, heating and air conditioning equipment, mirrors, refrigerating plant, refrigerators, iceboxes, dishwashers, carpeting, floor coverings, furniture, light fixtures, signs, lawn equipment, water heaters, and cooking apparatus and appurtenances, and all other fixtures and equipment now or hereafter owned by Debtor and located in, on or about, or used or intended to be used with or in connection with the use, operation, or enjoyment of the real property described in Exhibit B attached hereto ("Mortgaged Property"), whether installed in such a way as to become a part thereof or not, including all extensions, additions, improvements, betterments, renewals and replacements of any of the foregoing and all the right, title and interest of Debtor in and to any of the foregoing now owned or hereafter acquired by Debtor, all of which are hereby declared and shall be deemed to be fixtures and accessions to the freehold and a part of the Improvements as between the parties hereto and all persons claiming by, through or under them;

All right, title and interest of Debtor in and to all policies of insurance, licenses, franchises, permits, service contracts, maintenance contracts, property management agreements, equipment leases, tradenames, trademarks, servicemarks, logos, goodwill, accounts, chattel paper, whether tangible or electronic, payment intangibles, payment obligations arising out of the sale, lease or license of tangible and intangible property, health care insurance receivables, credit card receivables, letter-of-credit rights, supporting obligations, software, commercial tort claims, tax refunds, and general intangibles as defined in the Uniform Commercial Code as enacted in the State of Rhode Island, which in any way now or hereafter belong, relate or appertain to the Mortgaged Property or the Personal Property or any part thereof now owned or hereafter acquired by Debtor, including, without limitation, all condemnation payments, insurance proceeds and escrow funds;

All the right, title, interest of Debtor in and to all contracts, agreements, labor, material and payment bonds, guaranties and warranties, and plans and specifications, whether now or hereafter existing, including, without limitation (i) any architectural or engineering agreement other architectural or engineering services, (ii) the plans and specifications for the construction of any improvements on the Mortgaged Property, and (iii) any construction manager's agreement

entered into with respect to construction of improvements on the Mortgaged Property;

All proceeds, products, substitutions and accessions of the foregoing of every type.

All proceeds of the above property, including such as may be in the possession of Debtor at any time or in the possession of any representative person on behalf of Debtor, including a Trustee, receiver, custodian or other similar official under any action seeking reorganization, arrangement, adjustment, liquidation, dissolution or composition of Debtor under any law relating to bankruptcy, insolvency, reorganization or relief of debtors, whether such proceeds have been paid to or recovered by Debtor or any of said representatives.

The Debtor acknowledges and agrees that, with respect to any term used herein that is defined in either (a) Article 9 of the Uniform Commercial Code as in force in the jurisdiction in which this financing statement was signed by the Debtor at the time it was signed or (b) Article 9 as in force at any relevant time in the jurisdiction in which this financing statement is filed, the meaning to be ascribed thereto with respect to any particular item of property shall be that under the more encompassing of the two definitions.

The Debtor further acknowledges and agrees that this financing statement covers, and is intended to cover, all assets of the Debtor.

4292-7/324343

EXHIBIT B

A certain piece or parcel of land situated on the southeasterly side of Social Street, in the City of Woonsocket, County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at the corner formed by the intersection of the southeasterly line of Social Street and the southwesterly line of Worrall Street, and which point is the most northwesterly corner of the parcel hereby described; thence southeasterly, with the southwesterly line of Worrall Street, on a course of S-54°-14'-45"-E, one hundred ninety and twelve one hundredths (190.12) feet to an angle point; thence still southeasterly with the southwesterly line of Worrall Street, on a course of S-66°-40'-3"-E, forty-two and twelve one hundredths (42.12) feet to a corner at Federal Street; thence southerly, with the westerly line of Federal Street, on a course of S-23°-19'-30"-W, one hundred thirteen and two one hundredths (113.02) feet to a corner at land now or formerly of Stadium Realty Corporation; thence northwesterly, on a course of N-57°-06'-20"-W, eighty-nine and sixty-nine one hundredths (89.69) feet to an angle; thence still northwesterly, on a course of N-64°-44'-55"-W, one hundred sixty-eight and ninety-five one hundredths (168.95) feet to a corner on the southeasterly line of Social Street; the last two described lines bound southwesterly on land now or formerly of Stadium Realty Corporation; thence northeasterly, with the southeasterly line of Social Street, on a course of N-36°-48'-E, one hundred thirty-six and sixty one-hundredths (136.60) feet to the southwesterly line of Worrall Street and the point of beginning.

This parcel contains 28,462 square feet, more or less.

Subject to easement to Narragansett Electric Company recorded Book 1294 Page 175 of Woonsocket Land Evidence Records.

Being the same premises conveyed in Book 1474 at Page 681 in the Land Evidence Records of the City of Woonsocket, Rhode Island.