

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [Optional] Kristen Blaquiere (401) 861-8200 (klb@psh.com)	
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 The Housing Authority of the City of Pawtucket, Rhode Island					
1b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 214 Roosevelt Avenue		CITY Pawtucket		STATE RI	POSTAL CODE 02860
				COUNTRY USA	
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Housing Authority	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 78752 <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					
2b. INDIVIDUAL'S LAST NAME					
2c. MAILING ADDRESS					
2d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND					
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 Wells Fargo Bank, N.A., as Trustee					
3b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 10 Orms Street, Suite 325		CITY Providence		STATE RI	POSTAL CODE 02904
				COUNTRY USA	

4. This FINANCING STATEMENT covers the following collateral:

All right, title and interest of the Debtor in and to all monies, interest and Property held under or pledged pursuant to the Pledge and Security Agreement dated as of July 1, 2010, such monies, interest and Property being more particularly described on Schedule A attached hereto and made a part hereof.

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: (1228140) 4553-3 RI Secretary of State	

FILING OFFICE COPY— RHODE ISLAND UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/01/06)

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9a. ORGANIZATION'S NAME

OR

9b. INDIVIDUAL'S LAST NAME	
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FIRST NAME

MIDDLE NAME, SUFFIX	
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10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11d. TAX ID #: SSN OR EIN
NOT REQUIRED IN
RHODE ISLAND

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

111. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID #, if any

☐ NONE

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE	
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COUNTRY

13. This FINANCING STATEMENT Covers ☐ timber to be cut or ☐ as extracted collateral, or is filed as a ☐ fixture filing.

14. Description of real estate:

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY

☐ Filed in connection with a Manufactured-Home Transaction—effective 30 years

☒ Filed in connection with a Public-Finance Transaction—effective 30 years

SCHEDULE A

**TO UCC-1 FINANCING STATEMENT THE HOUSING
AUTHORITY OF THE CITY OF PAWTUCKET, RHODE
ISLAND, AS DEBTOR, TO WELLS FARGO BANK, N.A., AS
TRUSTEE, AS SECURED PARTY**

The Housing Authority of the City of Pawtucket, Rhode Island (the "Authority") and Wells Fargo Bank, N.A., as trustee (the "Trustee") for the holders from time to time of the Authority's Capital Funds Housing Revenue Bonds, Series 2010 in the aggregate principal amount of \$6,175,000 (the "Series 2010 Bonds") have entered into a Pledge and Security Agreement dated as of July 1, 2010 (the "Pledge and Security Agreement"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Pledge and Security Agreement.

Pursuant to the Pledge and Security Agreement, the Authority has granted to the Trustee a pledge of and security interest in the following property (herein referred to as the "Collateral"):

- (a) all right, title and interest of the Authority in an amount of Capital Fund Grants equal to the Annual Debt Service on the Series 2010 Bonds granted to, and to be received by, the Authority each Fiscal Year from HUD beginning with the Federal Fiscal Year ending September 30, 2010;
- (b) all right, title and interest of the Authority in and to all Funds and Accounts established under the Indenture (other than the Rebate Fund) and all moneys (including the proceeds of the Bonds), securities, certificates or other instruments and the earnings thereon held by the Trustee in such Funds and Accounts (other than the Rebate Fund);
- (c) proceeds of the Collateral; and
- (d) all substitutions, replacements and successors thereto, to secure the payment and performance of the Obligations.