



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Scott A. Ritch, Esq. (401) 331-2222
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Ursillo, Teitz & Ritch, Ltd. 2 Williams Street Providence, Rhode Island 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 DRF Arena, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS P.O. Box 7725			CITY Cumberland	STATE RI	POSTAL CODE 02864	COUNTRY USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Limited Liability Co	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 000129249		<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	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any		<input checked="" 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 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:

See EXHIBIT 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 checked="" 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) [ADDITIONAL FEE] [optional]		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

RI SECRETARY OF STATE

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME DRF Arena, LLC			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

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	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME						
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	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:

The real estate is commonly known as and located at 1186 EDDIE DOWLING HIGHWAY, NORTH SMITHFIELD, RHODE ISLAND, as more particularly described on Exhibit B attached hereto.

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

16. Additional collateral description:

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

EXHIBIT A

**UNIFORM COMMERCIAL CODE
CONTINUATION OF FINANCING STATEMENT**

DEBTOR: **DRF ARENA, LLC**
P.O. Box 7725
Cumberland, Rhode Island 02864

SECURED PARTY: **BANK RHODE ISLAND**
One Turks Head Place
Providence, Rhode Island 02903

The UCC-1 Financing Statement to which this **Exhibit A** is attached covers:

1. Personal Property - all fixtures, machinery, equipment, and other personal property of every kind, now or hereafter located in or upon or affixed to those certain lots or parcels of real estate, located in **NORTH SMITHFIELD, RHODE ISLAND, commonly known as and numbered 1186 EDDIE DOWLING HIGHWAY**, as more particularly described in **Exhibit B** attached hereto (hereinafter called the "Premises") or any and all building and/or improvements (collectively, the "Improvements") now or hereafter used or to be used in connection with any present or future operation of the Premises or Improvements, or any part thereof, and now owned or hereafter acquired by Debtor, or in which Debtor now or hereafter has an interest, including, without limitation, 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; (iv) electrical and/or gas appliances, incinerators, carpeting, furniture and furnishings, draperies, storm windows and doors, and screens and awnings; (v) any and all franchises, licenses and permits, whether issued by national, state and/or local governmental body, department, agency or subdivision having jurisdiction over Debtor, any guarantor of Debtor or the Premises and Improvements, or any part thereof, or any use, operation or occupancy thereof, related to the use, operation or occupancy of the Premises and Improvements or any part thereof; (vi) any and all records and books of account now or hereafter maintained by debtor in connection with the operation of the Premises, Improvements and personal property or any part thereof; and (vii) all of Debtor's right, title and interest in and to any name under which the Premises and/or Improvements may at any time be operated and any variation thereof and the goodwill of Mortgagor in connection therewith.

2. All renewals, replacements of, additions to, substitution for and proceeds of any and all of the foregoing.

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

4. All of the right, title and interest of Debtor, in and to all leases, subleases, occupancy agreements, licenses, concession agreements and all other agreements or tenancies, however denominated, whether written or oral for any purpose, now or hereafter existing with respect to any portion or portions of the Premises and/or Improvements, together with any amendments, renewals or extensions thereof and all leases, subleases and tenancies or other agreements in substitution therefor (all of which are hereinafter collectively sometimes referred to as the "Leases").

5. Any and all rents and other payments of every kind due or payable and to become due or payable to Debtor by virtue of the Leases, or otherwise due or payable and to become due or payable to Debtor as a result of any use, possession or occupancy of any portion or portions of the Premises and/or Improvements.

To the extent any of the personal property described herein is or is to be affixed to real estate, said personal property is or is to be affixed to real estate owned by Debtor, which real estate is more particularly described in **Exhibit B** attached hereto.

EXHIBIT B

PARCEL I

A certain tract of land with all the buildings and improvements thereon situated on the southerly side of Manville Road and northeasterly from Louisquisset Pike in the Town of North Smithfield, County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at a point in the southerly line of said Manville Road at a corner of land now or formerly of James H. Higgins and wife, and the northeasterly corner of the tract hereby described; thence southerly on a curve to the right having a radius of eighteen hundred sixty and $08/100$ (1860.08) feet, bounding easterly on said Higgins land, two hundred forty-six and $5/10$ (246.5) feet, more or less, to the southwesterly corner of said Higgins land; thence easterly, bounding northerly on said Higgins land, eighty-three one hundredths (0.83) feet to land now or formerly of John and Alberta Dauphinais; thence S. $2^{\circ} 47'$ E one hundred seventy-two and $61/100$ (172.61) feet; thence S $1^{\circ} 45'$ W two hundred and $81/100$ (200.81) feet; thence S $8^{\circ} 49'$ W two hundred and $99/100$ (200.99) feet; thence S $14^{\circ} 42'$ W two hundred and $71/100$ (200.71) feet; thence S $19^{\circ} 11'$ W three hundred fifty-eight (358) feet, more or less, to land now or formerly of Roland Cournoyer and Evelyn Cournoyer, the last five lines bounding easterly on said Dauphinais land; thence S $54^{\circ} 55'$ W, bounding southeasterly in part on said Cournoyer land and in part on land now or formerly of Albani and Cora F. Girard, in all four hundred four (404) feet, more or less, to land now or formerly of Joseph Marzini; thence N $19^{\circ} 32'$ W one hundred seventy-five and $35/100$ (175.35) feet; thence S $84^{\circ} 55'$ W seventy five (75) feet to land now or formerly of Christiano Silva Brilhante, the last two lines bounding on said Marzini land; thence N $19^{\circ} 32'$ W bounding southwesterly in part on said Brilhante land in part on land now or formerly of Noel and Rose Peloquin and in part on land now or formerly of John F. and Gertrude H. Shea, in all three hundred twenty-five (325) feet to land now or formerly of Joseph and Emily Datilio; thence N $86^{\circ} 17'$ E sixty-five and $74/100$ (65.74) feet; thence N $18^{\circ} 47'$ W one hundred eighteen and $02/100$ (118.02) feet to land now or formerly of Aldor and Hattie St. Pierre, the last two lines bounding on said Datilio land; thence N $86^{\circ} 17'$ E two hundred thirty-four and $21/100$ (234.21) feet; thence N $18^{\circ} 49'$ W five and $86/100$ (5.86) feet; thence N $71^{\circ} 11'$ E two hundred (200) feet, thence N $18^{\circ} 49'$ W four hundred (400) feet to land now or formerly of Joseph C. and Alice Guertin, the last four lines bounding on said St. Pierre land; thence N $71^{\circ} 11'$ E forty-five and $90/100$ (45.90) feet; thence N $18^{\circ} 49'$ W one hundred eighty-eight and $44/100$ (188.44) feet to other land now or formerly of James H. Higgins and wife; the last two lines bounding on said Guertin land; thence S $88^{\circ} 06'$ E two hundred nineteen and $23/100$ (219.23) feet to an old stone bound; thence N $89^{\circ} 50'$ E two hundred thirty-one and $97/100$ (231.97) feet; thence northerly on a curve to the left having a radius of eighteen hundred ten and $08/100$ (1810.08) feet two hundred thirty (230) feet, more or less, to said Manville Road, the last three lines bounding on said last named Higgins land; thence easterly, bounding northerly on said Manville Road, sixty-five and $48/100$ (65.48) feet to the point of beginning.

Excepting, however, from the above-described premises the portions thereof which have heretofore been conveyed by Vincent and Stella Balon by the following three deeds, viz:

(1) To Harry G. Milner and Thelma R. Milner, his wife, as Joint Tenants, dated April 9, 1958 and recorded in the Registry of Deeds in said Town of North Smithfield in Deed Book 62 at Page 316.

(2) To Anthime Gauthier dated December 28, 1960 and recorded in said Registry of Deeds in Deed Book 64 at Page 584.

(3) To Jostar Realty Company, Inc. dated June 4, 1971 and recorded in said Registry of Deeds in Deed Book 79 at Page 702.

And also excepting, however, from the above-described premises the portions conveyed thereof by the following deeds, viz:

(4) To the City of Woonsocket dated October 14, 1997 and recorded October 24, 1997 in Deed Book 181 at Page 755.

(5) To Madelyn Mainelli dated January 28, 1991 and recorded January 29, 1991 in Deed Book 132 at Page 45.

Reference is made to unrecorded plan entitled, "Land for Sale by Roland and Evelyn Cournoyer, North Smithfield, R.I. December, 1954. Scale: 1 inch equals 100 feet G. Bertrand Bibeault Civil Engineering Woonsocket, R.I."

PARCEL II

A certain lot or parcel of land with all the buildings and improvements thereon situated on the northeasterly side of Louisquisset Pike, in said Town of North Smithfield, bounded and described as follows:

Beginning at an iron pipe in the northeasterly line of said Louisquisset Pike at a corner of land now or formerly of Charles E. and Catherine A. Ruppert and at the most southerly corner of the lot hereby described; thence N 21° 19' W, bounding southwesterly on said Pike, one hundred eighteen and 49/100 (118.49) feet to land now or formerly on said Alwar Equities, Inc.; thence N 73° 45' E, bounding northwesterly on said Alwar Equities, Inc. land, one hundred twenty-nine and 7/10 (129.7) feet; thence N 21° 19' W, bounding southwesterly on said Alwar Equities, Inc. land, seventy-five (75) feet to land now or formerly of Normand A. and Marie V. Berthiaume, at a point which is the southeasterly corner of lot numbered 4 (four) on a plat entitled, "Lots for Sale by Christiano Silva Brilhante, North Smithfield, R.I. July, 1947 Scale 1 inch = 20 feet G. Bertrand Bibeault, Civil Engineering, Woonsocket, R.I.", which plat is duly recorded in the Registry of Deeds in said Town of North Smithfield; thence N 73° 45' E seventy-five (75) feet; thence S 12° 19' E, one hundred seventy-five and 35/100 (175.35) feet to said Ruppert land, the last two lines bounding on said Berthiaume land, thence S 68° 41' W, bounding southeasterly on said Berthiaume land, two hundred three and 9/10 (203.9) feet to said Louisquisset Pike at the point of beginning.

PARCEL III

A certain lot or parcel of land with the buildings and improvements thereon situated on the northeasterly (or easterly) side of Louisquisset Pike, also called Eddie Dowling Highway, in the Town of North Smithfield, County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at a point in the northeasterly line of said Louisquisset Pike at the most southerly corner of land now or formerly of Charles and Mary Ventry and the most westerly corner of the lot hereby described; thence N 68° 45' E, bounding northwesterly in part on said Ventry land and in part on land of Normand A. and Marie V. Berthiaume, now or formerly, in all five hundred twenty-eight and 80/100 (528.80) feet to land of John and Alverta Dauphinais, now or formerly, thence S 19° 15' W, bounding easterly on said Dauphinais land, two hundred sixty-two and 95/100 (262.95) feet to land now or formerly of Augustus and Mary Techiera; thence S 68° 45' 30" W, bounding southeasterly on said Techiera land, three hundred sixty-eight and 30/100 (368.30) feet to said Louisquisset Pike; thence N 21° 19' W, bounding southwesterly on said Louisquisset Pike, two hundred four and 35/100 (204.35) feet to the point of beginning.

Excepting, however, from the above-described premises the portion thereof bounded and described as follows:

Beginning at a point in the division line between the above-described premises and land of John and Rose Netro that is one hundred fifty (150) feet easterly from the Louisquisset Pike; thence N 68° 45' 30" E two hundred eighteen and 30/100 (218.30) feet; thence N 19° 15' E one hundred forty-nine and 96/100 (149.96) feet, bounding on the last two lines on said Netro land, thence S 68° 45' 30" W two hundred eleven and 49/100 (211.49) feet to point of curve; thence on the arc of a curve to the left having a radius of thirty (30) feet, forty-seven and 16/100 (47.16) feet to point of tangent; thence S 68° 41' W six (6) feet; thence S 21° 19' E sixty-nine (69) feet to point of curve; thence on the arc of a curve to the right having a radius of twenty-five (25) feet, twenty (20) feet to point of tangent; thence S 61° 45' 30" W fifty-two and 50/100 (52.50) feet to the point of beginning.

Also excepting, however, from the above-described premises the portions conveyed thereof by the following deed:

To the City of Woonsocket dated October 14, 1997 and recorded October 24, 1997 in Deed Book 181 at Page 755.

Address for reference purposes only: 1186 Eddie Dowling Highway, North Smithfield, Rhode Island