

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Scott A. Ritch, Esq. 331-2222	
B. E-MAIL CONTACT AT FILER (optional)	
C. 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 NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME OCEAN STATE PROPERTY MANAGEMENT, LLC			
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
1c. MAILING ADDRESS 50 Niantic Avenue		CITY Providence	STATE POSTAL CODE COUNTRY RI 02907 USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME			
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
2c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME RBS CITIZENS, N.A.			
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
3c. MAILING ADDRESS One Citizens Plaza RDC-160		CITY Providence	STATE POSTAL CODE COUNTRY RI 02903 USA

4. COLLATERAL: This financing statement covers the following collateral:

See EXHIBIT A attached hereto and made a part hereof.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

RI SEC OF STATE

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME OCEAN STATE PROPERTY MANAGEMENT, LLC	
OR	
9b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME				
OR				
10b. INDIVIDUAL'S SURNAME				
INDIVIDUAL'S FIRST PERSONAL NAME				
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				SUFFIX
10c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)	14. This FINANCING STATEMENT: <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input checked="" type="checkbox"/> is filed as a fixture filing
15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):	16. Description of real estate: The real estate is commonly known as and numbered 50 NIANTIC AVENUE, PROVIDENCE, RHODE ISLAND, as more particularly described on EXHIBIT B attached hereto.
17. MISCELLANEOUS:	

EXHIBIT A

**UNIFORM COMMERCIAL CODE
CONTINUATION OF FINANCING STATEMENT**

DEBTOR: **OCEAN STATE PROPERTY MANAGEMENT, LLC**
50 Niantic Avenue
Providence, Rhode Island 02907

SECURED PARTY: **RBS CITIZENS, N.A.**
One Citizens Plaza RDC-160
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 **PROVIDENCE, RHODE ISLAND, commonly known as and numbered 50 NIANTIC AVENUE**, 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 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

That certain lot or parcel of land, with all the buildings and improvements thereon, lying easterly of Niantic Avenue and southerly of the New York, New Haven and Hartford Railroad and westerly of Road: "A", so called, in the City of Providence, County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at the northwesterly corner of the parcel herein described, said corner being the intersection of the southerly boundary line of the New York, New Haven and Hartford Railroad and the easterly line of Niantic Avenue;

Thence southerly along the southerly boundary line of New York, New Haven and Hartford Railroad following the arc of a curve having a radius of one thousand four hundred eighty-two and 19/100 (1,482.19) feet and subtended by a central angle of four degrees, thirty minutes and four seconds ($4^{\circ} 30' 04''$) an arc distance of one hundred sixteen and 44/100 (116.44) feet to a point of compound curvature in said line;

Thence southerly along said line following the arc of a curve having a radius of one thousand eight hundred sixty-seven and 89/100 (1,867.89) feet and subtended by a central angle of six degrees, twenty-two minutes and ten seconds ($6^{\circ} 22' 10''$) an arc distance of two hundred-seven and 65/100 (207.65) feet to a point of tangency in said line;

Thence S $65^{\circ} 46' 11''$ E along said line a distance of four hundred sixty-eight and 84/100 (468.84) feet to a point in the westerly line of Road "A", so called;

Thence turning an interior angle of eighty-nine degrees, fifty-nine minutes and forty one seconds ($89^{\circ} 59' 41''$) and running S $24^{\circ} 14' 00''$ W along the westerly line of Road "A", so called, a distance of seventeen and 26/100 (17.26) feet to a point in said line;

Thence turning an interior angle of one hundred seventy-nine degrees, thirty-seven minutes and ten seconds ($179^{\circ} 37' 10''$) and running S $24^{\circ} 36' 58''$ W along said westerly line of Road "A", so called, a distance of two hundred ninety and 5/100 (290.05) feet to a point in said line;

Thence turning an interior angle of one hundred twelve degrees, forty-five minutes and forty-nine seconds ($112^{\circ} 44' 49''$) and running N $88^{\circ} 07' 51''$ W a distance of three hundred ninety-six and 33/100 (396.33) feet to a point in the easterly line of Niantic Avenue;

Thence turning an interior angle of ninety degrees, two minutes and thirty-one seconds ($90^{\circ} 02' 31''$) and running N $1^{\circ} 49' 38''$ E along the easterly line of Niantic Avenue a distance of eight and 65/100 (8.65) feet to a point in said line;

Thence turning an interior angle of one hundred eighty-four degrees, eight minutes and twenty seconds ($184^{\circ} 08' 20''$) and running N $2^{\circ} 18' 42''$ W along said line a distance of one hundred ninety-four and 07/100 (194.07) feet to an angle point in said line;

Thence turning an interior angle of two hundred degrees, fifty-four minutes and thirteen seconds ($200^{\circ} 54' 13''$) and running N $23^{\circ} 12' 55''$ W along said line a distance of four hundred fifty-one and 66/100 (451.66) feet to the point and place of beginning in the easterly line of Niantic Avenue.