

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

| |
|---|
| A. NAME & PHONE OF CONTACT AT FILER (optional) |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) |
| <div><div>Karen G. DelPonte, Esq. Cameron & Mittleman LLP 301 Promenade Street Providence, RI 02908</div></div> |

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 Ashley Real Estate, LLC | | | |
| OR 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 1c. MAILING ADDRESS 3116 South County Trail | CITY East Greenwich | STATE RI | POSTAL CODE 02818 |
| COUNTRY | | | |

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 The Stork's Nest Child Academy, Inc. | | | |
| OR 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 2c. MAILING ADDRESS 3116 South County Trail | CITY East Greenwich | STATE RI | POSTAL CODE 02818 |
| 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 Small Business Administration | | | |
| OR 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 3c. MAILING ADDRESS 10 Causeway Street | CITY Boston | STATE MA | POSTAL CODE 02222 |
| COUNTRY | | | |

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

Certain of Debtor's assets as more particularly set forth on Exhibit A attached hereto and incorporated by reference, including without limitation, equipment and fixtures of every kind and description now or hereafter owned by the Debtor or in which the Debtor has an interest (but only to the extent of such interest) and situated or to be situated upon or used in connection with the real estate described on Exhibit A attached hereto and incorporated by reference (the "Premises"), together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products thereof, and now or hereafter located at, or used in connection with the operation of the Premises.

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

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

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

8. OPTIONAL FILER REFERENCE DATA:

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

Ashley Real Estate, LLC

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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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

Ocean State Business Development Authority, Inc.

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

155 South Main Street, Suite 403

CITY

Providence

STATE

RI

POSTAL CODE

02903

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☐ covers timber to be cut

☐ covers as-extracted collateral

☐ 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:

17. MISCELLANEOUS:

EXHIBIT A

Debtor: Ashley Real Estate, LLC
The Stork's Nest Child Academy, Inc.
3116 South County Trail
East Greenwich, RI 02818

Secured Party: Ocean State Business Development Authority, Inc.
155 South Main Street, Suite 403
Providence, Rhode Island 02903

As collateral security for the payment and performance of all of the Obligations (hereinafter defined), the Debtor hereby grants, assigns, conveys, pledges and transfers to the Secured Party, a continuing security interest in all of the personal property of the Debtor, including, but not limited to, the following assets and properties of the Debtor, any and all substitutions therefor and replacements thereof, and any and all additions and accessions thereto whether now owned or hereafter acquired or in which the Debtor may now have or hereafter acquire an interest, wherever located (all of which are hereinafter collectively referred to as the "Collateral")(capitalized terms not otherwise defined herein shall have the meanings ascribed to (a) those terms in Section 9-102(a) of the Uniform Commercial Code as the same may be in effect from time to time in the State of Rhode Island (the "Code"), or (b) those terms defined elsewhere in the Code and referred to in Section 9-102(b) of the Code):

All Equipment; all Fixtures; and to the extent not otherwise included, all Proceeds (including all Cash Proceeds and Noncash Proceeds) and products of either of the foregoing.

"Obligations" shall mean, among other things, all indebtedness, obligations and liabilities of the Debtor to the Secured Party of every kind and description, direct or indirect, secured or unsecured, joint or several, absolute or contingent, due or to become due, whether for payment or performance, now existing or hereafter arising, regardless of how the same arise or by what instrument, agreement or book account they may be evidenced, or whether evidenced by any instrument, agreement or book account, including, without limitation, all loans (including any loan by renewal or extension), all indebtedness, all undertakings to take or refrain from taking any action, all indebtedness, liabilities or obligations owing from the Debtor to others which the Secured Party may have obtained by purchase, negotiation, discount, assignment or otherwise, and all interest, taxes, fees, charges, expenses and attorneys' fees chargeable to the Debtor or incurred by the Secured Party under the security agreement giving rise to this financing statement, or any other document or instrument delivered in connection therewith.

The Collateral (which includes Fixtures, as aforesaid) is located at 3116 South County Trail, East Greenwich, Rhode Island, which real estate is owned by Ashley Real Estate, LLC and is more particularly described on Exhibit A attached hereto. This Financing Statement is intended to be a fixture filing and as such, it shall also be filed for record in the Land Evidence Records for the Town of East Greenwich, Rhode Island.

EXHIBIT "A"

That certain tract or parcel of land, with all buildings and improvements thereon, situated on the southeasterly side of South County Trail, in the Town of East Greenwich, County of Kent and State of Rhode Island, bounded and described as follows:

Beginning at the northerly corner thereof at a stone bound set in the southeast line of said highway, said point being the westerly corner of land now or lately of Carl Maiwald et ux; thence running southeasterly, bounded northeasterly by said Maiwald land, five hundred (500) feet to a stone bound at land now or lately of Albert D. Miner Estate; thence turning and running southwesterly, bounded southeasterly by said Miner land to a stone bound at land now or lately of Walter J. Lukowicz et ux; thence turning and running northwesterly, bounded southwesterly, by said Lukowicz land, to a stone bound at South County Trail; thence turning and running northeasterly on South County Trail, two hundred (200) feet to the place of beginning

Property Address:

3116 South County Trail
East Greenwich, RI 02818
PLAT 17 LOT 17-53