

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) John J. Garrahy, Esquire (401) 453-3600
B. E-MAIL CONTACT AT FILER (optional) jgarrahy@marlawri.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Moses Afonso Ryan Ltd. 160 Westminster Street Suite 400 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 Pioneer Shoppe, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
253 South Main Street	Providence	RI	02903	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 Providence Economic Development Partnership, Inc.				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
444 Westminster Street	Providence	RI	02903	USA

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

All Accounts Receivable, Equipment, Inventory, Intangible Property and Licenses, whether now owned or hereafter acquired, all as further defined and described on Exhibit A attached hereto.

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor	
8. OPTIONAL FILER REFERENCE DATA: Rhode Island Secretary of State	

Exhibit A

DEBTOR:

Pioneer Shoppe, LLC
253 South Main Street
Providence, Rhode Island 02903
Attn: Ms. Natalie Morello

SECURED PARTY:

Providence Economic Development
Partnership, Inc.
444 Westminster Street, Suite 3A
Providence, Rhode Island 02903
Attention: Mr. James S. Bennett,
Executive Director

“Accounts Receivable” includes all accounts, contract rights, notes, drafts, acceptances and all forms of obligations and receivables now or hereafter owed or belonging to Debtor for Inventory sold or for services rendered or pursuant to a license or similar agreement, all guaranties and security therefor, all right, title and interest of Debtor in the Inventory which gave rise thereto, including the right of stoppage in transit, and all rights of the Debtor, earned or yet to be earned under contracts to sell Inventory and/or other goods or to render services or pursuant to a license or similar agreement and also includes Accounts and Supporting Obligations as defined in the UCC.

“Inventory” includes all inventory, including, all goods, merchandise, raw materials, work in process, finished goods, supplies, materials used or consumed in connection with the production thereof, and other tangible property now owned or hereafter acquired by Debtor and held for sale or lease or furnished or to be furnished under contracts of service or used or consumed in the business of Debtor as well as contracts and contract rights with respect thereto, documents representing the same, and the proceeds thereof and also includes Inventory as defined in the UCC.

“Equipment” includes all machinery, equipment, furniture and fixtures now owned or hereafter acquired by Debtor and all spare and replacement parts and tools therefor (including, without limiting the generality of the foregoing, all equipment listed on any schedule attached hereto) and any other goods other than inventory and consumer goods and also includes Equipment as defined in the UCC.

“Intangible Property” includes all Instruments (as defined by the UCC), notes, documents of title, warehouse receipts, bills of lading, policies and certificates of insurance, securities, Investment Property (as defined by the UCC), letters of credit, Chattel Paper (as defined by the UCC), deposits, deposit accounts, cash, patents, trademarks, copyrights, trade secrets, income tax refunds, proceeds of insurance, contract rights, choses in action, books and records (wherever located and in whatever form they are evidenced or stored), General Intangibles (as defined in the UCC) and all other property now or hereafter owned by Debtor or in which it may have an interest.

“Licenses” includes all municipal, state and federal licenses and permits on which Debtor is named or in which Debtor has an interest, but only to the extent assignable and to the extent a security interest may be granted therein without violating the terms thereof or causing a default or grounds for termination thereunder.

“UCC” means the Uniform Commercial Code of the State of Rhode Island.