

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER [optional]
781-894-8800
B. E-MAIL CONTACT AT FILER [optional]
cvanauken@allianceenergy.com
C. SEND ACKNOWLEDGEMENT TO: (Name and Address)
Legal Department Alliance Energy LLC P.O. Box 549290 800 South Street, Suite 500 Waltham, MA 02454-9290

THIS 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				
LRN, Inc.				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)INITIAL(S)	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
1892 Kingston Road		Wakefield	RI	02879

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				
Northup's Enterprises Real Estate Corporation				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
112 Omer Drive		Wakefield	RI	02879

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

3a. ORGANIZATION'S NAME				
Alliance Energy LLC				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)INITIAL(S)	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
800 South Street, Suite 500		Waltham	MA	02453

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

Any and all tangible and intangible real and personal property, assets, and rights of the Debtors, wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof: all personal property and fixtures of every kind and nature including all goods (including inventory, equipment, and any accessories thereto), instruments (including promissory notes), documents (including, if applicable, electronic documents), accounts, leases, subleases, chattel paper (whether tangible or electronic), deposit accounts, accounts receivable and proceeds thereof, letter-of-credit rights (whether or not the letter of credit is evidenced by writing), commercial tort claims, securities (including all stockholder, membership, and partnership interests in the Debtors and any other entities, and all certificates thereof), and all other investment property, supporting obligations, and any other contract rights or rights to the payment of money, including claims and proceeds, and all general intangibles (including all payment intangibles), and all goodwill and rights under any contracts and agreements. This Financing Statement shall constitute notice of, and secure, any and all rights of first refusal granted to Secured Party (or its affiliates) by Debtors.

Including, but not limited to, collateral located at: 1892 Kingston Road, Wakefield, RI 02879

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in 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	<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				

9. SIGNATURE(S): LRN, INC.	NORTHUP'S ENTERPRISES REAL ESTATE CORP.
x <i>Louis C. Northup</i>	x <i>Rachel E. Northup</i>
By: Louis C. Northup, Sr., President	By: Rachel Northup, President