

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Jim Kelly- 401-272-5800
B. E-MAIL CONTACT AT FILER (optional) jkelly@simmonsLtd.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div>Simmons Associates, Ltd.</div> <div>56 Pine Street</div> <div>Providence, RI 02903</div> <div>Attn: JVK</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 Women's Care Realty, L.L.C.				
OR 1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS 21 Division Street		CITY Pawtucket	STATE RI	POSTAL CODE 02860
			COUNTRY 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 Bank Rhode Island				
OR 3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c. MAILING ADDRESS One Turks Head Place		CITY Providence	STATE RI	POSTAL CODE 02903
			COUNTRY USA	

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

The Collateral consists of all assets of the Debtor, including, without limitation, all fixtures, work in progress, materials on site, rents, leases, personal property, equipment, inventory, contract rights, general intangibles, permits, licenses, approvals, and other properties, and assets of the Debtor now or hereafter related or located at the Real Estate located in the City of Providence, County of Providence, State of Rhode Island, having a street address at 18 Imperial Place, and consisting of existing commercial office condominium units in the condominium complex known as "The Basset Street Condominium", being identified as Units 2D, 2E, 2F and 2G, and as more particularly described on Exhibit A attached hereto and incorporated herein by reference, and including, but not limited to, the Collateral described on Exhibit B attached hereto and incorporated herein by reference.

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: RI Secretary of State-Term Loan	

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

Women's Care Realty, L.L.C.

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

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. ☒ 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:

Not Applicable

Street Address:

18 Imperial Place, Providence, Rhode Island

Legal Description:

See Exhibit A, attached hereto and incorporated herein by reference

17. MISCELLANEOUS:

EXHIBIT A

LEGAL DESCRIPTION FOR:

**Condominium Units 2D, 2E, 2F, and 2G in "The Bassett Street Condominium"
18 Imperial Place, Providence, Rhode Island**

Units No. 2D, 2E, 2F and 2G within the Bassett Street Condominium, and the appurtenant undivided percentage interest in and to the Common Elements within the Condominium Property, as the same are established and identified in the Declaration dated October 6, 1998, and recorded in Book 1902 at Page 201 as amended further of record and the Plat for the Condominium recorded in the Records of Land Evidence of the City of Providence on October 13, 1988 at 8:36 am and 8:37 am respectively.

TOGETHER WITH:

1. An exclusive easement to use the Limited Common Elements appurtenant to said Unit.
2. The benefit of the other covenants, restrictions, easements and provisions of the Declaration (including the schedules and exhibits thereto), as it may be amended from time to time and parking rights as set forth in Book 1980 at Page 60.

SUBJECT TO:

1. The covenants, restrictions, easements and other provisions set forth in the Declaration (including the schedules and exhibits thereto), as it may be amended from time to time.
2. The term "Unit", "Common Elements", "Limited Common Elements" and any similar terms of art as they are used are more particularly defined as set forth in the Declaration.

EXHIBIT B
TO UCC-1 FINANCING STATEMENT

Debtor: **Women's Care Realty, L.L.C.**
21 Division Street
Pawtucket, RI 02860

Secured Party: **Bank Rhode Island**
One Turks Head Place
Providence, RI 02903

All the tangible and intangible personal property (including goods, equipment, machinery, tools and other personal property described herein) and fixtures of every kind and description now or hereafter owned by Debtor or in which Debtor has an interest (but only to the extent of such interest), situated or to be situated upon or used in connection with the real property described below (the "Premises") or in any of said buildings and improvements, and relating to the Premises and the Improvements (as defined in the Mortgage Deed, Security Agreement and Fixture Filing from Debtor to the Secured Party (the "Mortgage")), together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products of, and now or hereafter located at, or used in connection with the operation of the Premises or the improvements thereon, including without limitation the following:

A. EQUIPMENT, ETC.: All of Debtor's interest in and to all equipment, fixtures, inventory, goods, materials, supplies, furnishings, accounts, accounts receivable, contract rights, plans, specifications, permits, licenses, other rights, bank deposits and other accounts, cash, and general intangibles, whether now or hereafter existing, for use on or in connection with the Premises.

B. PROCEEDS FOR DAMAGE TO THE MORTGAGED PROPERTY: All proceeds (including without limitation, insurance and condemnation proceeds) including interest thereon, paid for any damage done to the Mortgaged Property (as defined in the Mortgage) or any part thereof, or for any portion thereof appropriated for any character of public or quasi-public use in accordance with the provisions, terms and conditions set forth in the Mortgage.

C. LEASES AND RENTS: All of the Debtor's right, title and interest in and to any leases or other agreements for use of any of the Premises or Improvements and all rents, security deposits, and other proceeds, products, offspring or profits of such leases and other agreements, in each case whether now or hereafter existing, relating to the Premises or Improvements, as provided in a Collateral Assignment of Rents and Leases of even date herewith delivered by the Debtor to the Secured Party.

D. UTILITY DEPOSITS: All right, title and interest of the Debtor in and to all monetary deposits which Debtor has been or will be required to give to any public or private utility with respect to utility services furnished or to be furnished to the Premises.

E. RECORDS: All of the records and books of account now or hereafter maintained by Debtor in connection with the operation of the Premises.

F. NAME AND GOODWILL: The right, in event of foreclosure under the Mortgage of the Mortgaged Property, to take and use any name by which the Mortgaged Property is then known or any variation of the words hereof, and the goodwill of Debtor with respect thereto.

The Premises located in the City of Providence, County of Providence, State of Rhode Island, having a street address at 18 Imperial Place, and consisting of existing commercial office condominium units in the condominium complex known as "The Basset Street Condominium", and identified as Units 2D, 2E, 2F and 2G.