

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Phone: (800) 331-3282 Fax: (818) 662-4141	
B. E-MAIL CONTACT AT FILER (optional) CLS-CTLS_Glendale_Customer_Service@wolterskluwer.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 33578 - THE	
CT Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	50193600 RIRI

File with: Secretary of State, RI

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 River Place Venture, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 6 Blackstone Valley Place, Suite 206		CITY Lincoln	STATE RI	POSTAL CODE 02895
			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 The Washington Trust Company				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 23 Broad Street		CITY Westerly	STATE RI	POSTAL CODE 02891
			COUNTRY USA	

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

All Debtor's Fixtures, Machinery and Equipment, Premiums, Awards, Leases, Rentals and Other Payments, now owned or hereafter acquired, including, but not limited to those items set forth on Exhibit A attached hereto and incorporated herein by reference, all in connection with the real estate located at 695 George Washington Highway, Lincoln, Rhode Island, as more particularly described on Exhibit B attached hereto and incorporated herein by reference. The owner of the real estate is the Debtor.

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:

50193600 Bethany Lyons

EXHIBIT A TO UCC-1 FINANCING STATEMENT

Debtor:

River Place Venture, LLC
6 Blackstone Valley Place
Suite 206
Lincoln, Rhode Island 02865

Secured Party:

The Washington Trust Company
23 Broad Street
Westerly, Rhode Island 02891
Attn: Bethany A. Lyons
Vice President

The following terms shall have the following meanings:

COLLATERAL: All machinery, equipment, carpets, appliances, Improvements and Fixtures and Personal Property now or at any time hereafter attached to, placed upon, or used in any way in connection with the use, enjoyment, operation, maintenance and occupancy of the real estate located at 695 George Washington Highway in Lincoln, Rhode Island, as more particularly described on Exhibit B attached hereto and incorporated herein by reference (the "Land").

IMPROVEMENTS: All buildings and improvements now or hereafter constructed upon the Land.

FIXTURES AND PERSONAL PROPERTY: All personal property, equipment and fixtures of every kind and nature whatsoever, now or hereafter located or constructed in, upon or about the Land and Improvements, or any part thereof, and used or usable in connection with any present or future occupancy or operation of the Land and Improvements, and all renewals and replacements thereof and additions and accessions thereto (hereinafter collectively referred to as the "Fixtures and Personal Property"); and all the proceeds and products of all Fixtures and Personal Property.

PREMIUMS: All unearned premiums, accrued, accruing or to accrue under insurance policies now or hereafter obtained by Debtor and all proceeds of the conversion, voluntary or involuntary, of the Land, the Improvements, the Fixtures and Personal Property and/or any other property or rights encumbered or conveyed hereby, or any part thereof, into cash or liquidated claims.

AWARDS: All awards or payments, including interest thereon, and the right to receive the same, which may be made with respect to eminent domain, the alteration of the grade of any street, or any other injury to or decrease in the value of the Land, to the extent of all amounts which may be secured by the Mortgage granted by Debtor to Secured Party, at the date of receipt of any such award or payment by Secured Party or Debtor incurred by Secured Party in connection with the collection of such award or payment, and Debtor agrees to execute and deliver, from time to time, such further instruments as may be requested by Secured Party to confirm such assignment to Secured Party of any such award or payment.

LEASES: All existing and future tenancies, subtenancies, leases and subleases of, and agreements now or hereafter affecting or having reference to, the whole or any part of the Land and to which Debtor is a party, and any renewals or extensions thereof or leases or subleases in substitution therefor (all such tenancies, subtenancies, leases, subleases, agreements, renewals

and extensions are herein individually called a "Lease" and collectively called "Leases"), and all of the Rentals and other Payments, hereinafter defined, which are now due and which hereafter may become due or payable to Debtor or to any subsequent owner of the Land from all of the occupants, tenants, lessees, subtenants and sublessees (individually a "Tenant" and collectively "Tenants") now and from time to time hereafter occupying the Land or any portion thereof under or on account of the Leases, to be held as security for the payment and performance of all of the obligations.

RENTALS AND OTHER PAYMENTS: All revenues, rents, issues and profits from the Land and all Leases and all other sums now or hereafter paid or payable to Debtor by Tenants now or hereafter occupying the Land or any portion thereof under or by reason of all existing and future Leases of the whole or any part of the Land, including, without limiting the generality of the foregoing language, any and all sums paid or payable to Debtor by reason of the exercise by any Tenant of any option, preemptive right or right of first refusal to purchase or lease the whole or any portion of the Land, proceeds of rental insurance and business interruption insurance, so-called, proceeds of any insurance or guaranty of any Lease of the whole or any portion of the Land or of the obligations of any Tenant under such Lease, awards of damage or other sums paid or payable to Debtor by reason of the taking of all or any portion of the Land by condemnation or other similar proceedings, all sums paid or payable to Debtor in addition to rental for such items as taxes, utilities and water charges, all sums paid or payable for use and occupancy of the Land or any portion thereof, and all sums paid pursuant to settlement with or judgment against any Tenants relating to any alleged breach of any Lease.

EXHIBIT B

That certain parcel of land situated on the southerly side of George Washington Highway in the Town of Lincoln, Rhode Island designated as A.P. 29 LOT 290 NEW TOTAL S.F. 434, 634 ON THAT PLAT ENTITLED: "LINCOLN, R.I. MINOR SUBDIVISION OF LAND OWNED BY THOMAS M. & JUDITH G. CULLEN CLASS 1 SURVEY A.P. 29 LOTS 290 & 287 OLD RIVER ROAD & GEORGE WASHINGTON HWY. SURVEYED BY EARL R. MARSH ASSOC. 840 SMITHFIELD AVE., LINCOLN, R.I. APRIL 29, 1996 1"=50' " AND RECORDED ON SD CARD 231, bounded and described as follows:

Beginning at a point in the southerly line of Geo. Washington Highway at the northeasterly corner of the parcel herein described, said point being also the northwesterly corner of land now or lately of Roland Montigny; thence running southeasterly along a stone wall a distance of one hundred thirty five and 34/100 (135.34) feet to an angle; thence turning an interior angle of $180^{\circ} 30' 08''$ and continuing southeasterly along said stone wall a distance of one hundred forty six and 04/100 (146.04) feet to an angle; thence turning an interior angle of $179^{\circ} 23' 45''$ and continuing southeasterly along said stone wall a distance of two hundred five and 44/100 (205.44) feet to a corner, the last 3 courses bounded northeasterly by said Montigny land; thence turning an interior angle of $58^{\circ} 30' 43''$ and running westerly bounded southerly by other land of the grantor a distance of five hundred fifty three and 96/100 (553.96) feet to an angle; thence turning an interior angle of $210^{\circ} 18' 44''$ and continuing westerly bounded southerly by said other land of the grantor a distance of four hundred twenty four and 53/100 (424.53) feet to an iron pipe set for a corner in the easterly line of Old River Road; thence turning an interior angle of $20^{\circ} 16' 15''$ and running northeasterly bounded northwesterly by land now or lately of Karen K. Bouthillette a distance of one hundred eleven and 41/100 (111.41) feet to an iron pipe set at an angle; thence turning an interior angle of $213^{\circ} 51' 16''$ and running northerly bounded westerly by said Bouthillette land a distance of forty eight and 00/100 (48.00) feet to an angle; thence turning an interior angle of $191^{\circ} 25' 30''$ and continuing northerly bounded westerly by said Bouthillette land a distance of sixty two and 00/100 (62.00) feet to an iron pipe at an angle; thence turning an interior angle of $191^{\circ} 33' 00''$ and continuing northerly bounded westerly by said Bouthillette land and in part by land now or lately of Harry E. Whewell et ux a distance of two hundred fifteen and 00/100 (215.00) feet to an angle; thence turning an interior angle of $195^{\circ} 14' 30''$ and running northwesterly bounded southwesterly by said Whewell land and in part by land now or lately of Darlene M. Harbeck along a stone wall a distance of one hundred seven and 98/100 (107.98) feet to an angle; thence turning an interior angle of $189^{\circ} 20' 23''$ and continuing northwesterly along said stone wall a distance of one hundred five and 07/100 (105.07) feet to an angle; thence turning an interior angle of $175^{\circ} 30' 23''$ and continuing northwesterly a distance of thirty two and 30/100 (32.30) feet to an iron pipe set for a corner at the end of a stone wall, the last 2 courses bounded southwesterly by said Harbeck land; thence turning an interior angle of $184^{\circ} 04' 54''$ and continuing northwesterly along said stone wall and bounded southwesterly by land now or lately of Donald P. Quinn et ux a distance of two hundred thirty six and 72/100 (236.72) feet to a corner; thence turning an interior angle of $97^{\circ} 48' 50''$ and running northeasterly along a stone wall and bounded northwesterly by land now or lately of Adelaide M. Hood, Trustee, a distance of forty one and 25/100 (41.25) feet to a corner in said southerly line of Geo. Washington Highway; thence turning an interior angle of $118^{\circ} 27' 18''$ and running easterly along said southerly line of Geo. Washington Highway a distance of six hundred seventeen and 43/100 (617.43) feet to the beginning of a curve having a radius of 2177.62 feet and a central angle of $8^{\circ} 53' 55''$; thence continuing easterly along said southerly line of Geo. Washington Highway and curving slightly to the left along the arc of said curve a distance of three hundred thirty eight and 21/100 (338.21) feet to the point or place of beginning and contains by computation 9.97 acres of land.

Property Address:

695 Geo. Washington Hwy., Lincoln, RI 02865

Assessors Plat: 29 Lot: 290