

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Robert A. Migliaccio, Esq. - 401-331-5700
B. E-MAIL CONTACT AT FILER (optional) rmigliaccio@cm-law.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="border: 1px solid black; padding: 5px;"> Robert A. Migliaccio, Esq. Cameron & Mittleman, LLP 301 Promenade Street Providence, Rhode Island 02908 rmigliaccio@cm-law.com </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 Middletown Plaza IV, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
316 Lockley Drive	Charlotte	NC	28207	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	CITY	STATE	POSTAL CODE	COUNTRY
One Turks Head Place	Providence	RI	02903	

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

All leases and rents as more particularly set forth on Exhibit A attached hereto and incorporated 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:			6b. 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: File with RI SOS					

EXHIBIT A

All of Debtor's right, title and interest in and to (i) all leases, subleases and tenancies, whether written or oral, now or hereafter existing with respect to any portion or portions of the premises ground leased by the Assignor from Middletown Plaza, LLC, in the Town of Middletown, Rhode Island, situated at 880 West Main Road, which premises may be more particularly described in Exhibit B attached hereto, together with all buildings and improvements now or hereafter constructed thereon (all of such premises being hereinafter collectively referred to as the "Premises"), together with any renewals or extensions thereof and leases, subleases and tenancies in substitution therefor (all of which are hereinafter referred to as the "Assigned Leases"), (ii) all rents and other payments of every kind due or payable and to become due and payable to the Debtor, its successors and assigns, as a result of any use, possession or occupancy of any portion or portions of the Premises, including, but not limited to, security deposits, tax or operating expense escalation payments, percentage rent, additional rent, or any other payments arising from any license, use permit or concession, (iii) all right, title and interest of the Debtor in and to any and all guarantees of the Assigned Leases, and (iv) any awards which may be made in respect of Debtor's interest in any of the Assigned Leases in any bankruptcy, insolvency or reorganization proceedings in any state or federal court.

EXHIBIT B

That certain parcel of land situated westerly of West Main Road, in the Town of Middletown, County of Newport, and State of Rhode Island, and being bounded and as described as follows:

Beginning at a point, said point being the intersection of the westerly line of State Highway Plat Number 952, as established by the Rhode Island Department of Transportation Division of Public Works, and is the northeasterly corner of the parcel described herein;

Thence running south $22^{\circ}38'55''$ west a distance of 18.15 feet to a point;

Thence running north $67^{\circ}21'10''$ west a distance of 100.00 feet to a point;

Thence running south $22^{\circ}38'50''$ west a distance of 120.00 feet to an iron pin;

Thence running south $67^{\circ}21'10''$ east a distance of 100.00 feet to a point;

Thence running south $22^{\circ}38'50''$ west a distance of 83.12 feet to a point;

Thence running north $84^{\circ}54'00''$ west a distance of 665.43 feet to a point;

Thence running south $05^{\circ}06'00''$ west a distance of 125.00 feet to a point;

Thence running south $84^{\circ}54'00''$ west a distance of 50.00 feet to a point;

Thence running north $05^{\circ}06'00''$ east a distance of 150.00 feet to a point;

Thence running south $84^{\circ}54'00''$ east a distance of 122.22 feet to a point;

Thence running north $07^{\circ}28'28''$ east a distance of 236.85 feet to a point;

Thence running north $42^{\circ}48'24''$ west a distance of 20.00 feet to a point;

Thence running north $07^{\circ}28'28''$ east a distance of 194.48 feet to a point;

Thence running south $82^{\circ}30'00''$ east a distance of 308.67 feet to a point;

Thence running north $07^{\circ}23'48''$ east a distance of 193.12 feet to a point;

Thence running south $82^{\circ}31'32''$ west a distance of 149.63 feet to a point;

Thence running north $67^{\circ}21'10''$ west a distance of 141.69 feet to the point and place of beginning.

Containing 237,403 S.F. (5.450 Acres) of land.

Meaning and intending to describe that portion of Lot 55 on Assessor's Plat 107NW, that is identified as Parcel 3 on that Plan entitled, "LEASEHOLD PLAN" Prepared for Middletown Plaza LLC, By Cataldo Associates, Civil Engineers, One Commerce Way, Johnston, Rhode Island, Dated October 17, 2003, Scale 1"-60'.