A. NAME & PHONE OF CONTACT AT FILER (optional)  3. E-MAIL CONTACT AT FILER (optional)  2. SEND ACKNOWLEDGMENT TO: (Name and Address)  Michael K. Davis, Esq. Brown Rudnick LLP 10 Memorial Boulevard Providence, RI 02903  THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY  DEBTOR'S NAME: Provide only gag Debtor name (1s 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 Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)  1a. ORGANIZATION'S NAME Amherst Gardens, L.P.  1b. INDIVIDUAL'S SURNAME  MAILING ADDRESS  6 Chaffee Street  DITY Providence  DEBTOR'S NAME: Provide only gag Debtor name (2s 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 information in item 10 of the Financing Statement Addendum (Form UCC1Ad)  2a. ORGANIZATION'S NAME  FIRST PERSONAL NAME  ADDITIONAL NAME(S)/INITIAL(S)  STATE POSTAL CODE COUN RI 02909  MAILING ADDRESS  CITY STATE POSTAL CODE COUNT MAILING ADDRESS  CITY STATE POSTAL CODE COUNT STATE POSTAL CODE COUNT MAILING ADDRESS  CITY STATE POSTAL CODE COUNT STATE P					
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# ADDENDUM TO UCC-1 FINANCING STATEMENT

Debtor: Amherst Gardens, L.P.

Secured Party: STATE OF RHODE ISLAND HOUSING RESOURCES

COMMISSION

Debtor hereby assigns and pledges to Secured Party, and hereby grants a security interest to Secured Party in, all of Debtor's right, title and interest in and to the following (collectively, the "Personal Property Collateral"):

- (a) all of Debtor's now existing and hereafter acquired and wheresoever located machinery, motor vehicles, aircraft, rolling stock, equipment, ranges, refrigerators, washers, dryers, furniture, furnishings, appliances, fixtures and other goods and property in any form (other than "Inventory", as hereinafter defined), including, without limitation, all "equipment" as such term is defined in the Uniform Commercial Code in effect in any applicable jurisdiction, used or bought for use in Debtor's business, together with all parts thereof, and all improvements, accessions and appurtenances thereto (any and all of the foregoing being the "Equipment");
- (b) all of Debtor's presently existing and hereafter acquired, arising or created accounts, receivables, contract rights, electronic and tangible chattel paper, intangibles and other rights to payment of any kind, whether relating to the sale or lease of goods, or otherwise, whether evidenced by instruments, chattel paper or otherwise and whether or not they have been earned by performance and, in any event, all "accounts" as such term is defined in the Uniform Commercial Code in effect in any applicable jurisdiction and all security agreements, leases, contracts, notes, drafts, instruments, documents and agreements, as amended or otherwise modified from time to time, evidencing, securing or otherwise relating to any of the foregoing (any and all of the foregoing being the "Accounts"), including, without limitation, any and all rights that Debtor may have or acquires under any now existing or hereafter arising Housing Assistance Payments Contract with respect to the premises described on Exhibit A (the "Premises") (including Debtor's rights to receive Assistance Payments in the manner set forth therein);
- (c) all of Debtor's goods, wheresoever located, including, without limitation, goods in transit, whether now existing or hereafter acquired by Debtor, which are held for sale or lease, furnished under any contract of service or held as raw materials, work in process or supplies returned and repossessed goods, and all materials used or consumed in Debtor's business, in all of its forms, and all such property the sale or other disposition of which has given rise to Accounts and which has been returned to or repossessed or stopped in transit by Debtor, and in any event all "inventory" as such term is defined in the Uniform Commercial Code in effect in any applicable jurisdiction, including, without limitation, all goods in which Debtor has an interest in mass or a joint or other interest or right of any kind, and all accessions thereto and products thereof (any and all of the foregoing being the "Inventory");

- all of Debtor's now existing or hereafter acquired, arising or created intangible (d) property, including without limitation, all trademarks, trademark applications, tradenames, goodwill, inventions, designs, patents, patent applications, copyrights, servicemarks, intellectual property, warranties, indemnities, licenses, approvals, leasehold interests in real and personal property, subleases, contracts, plans, specifications and contracts relating to construction of improvements on the Premises, permits, authorizations, accreditations, certifications, franchises, loans, other obligations receivable (other than Accounts), choses in action, causes of action, judgments, tax refunds, tax refund claims, guarantee claims, commercial tort claims, security interests or other security held by, or granted to, Debtor to secure the payment of indebtedness owing to Debtor, contracts of insurance and insurance policies, payment intangibles, software and in any event all "general intangibles" as such term is defined in the Uniform Commercial Code in effect in any applicable jurisdiction; Debtor hereby assigns any trademarks included in the Personal Property Collateral as part of the entire business or portion thereof to which the marks pertain as required by 15 U.S.C. § 1060 (any and all of the foregoing being the "General Intangibles");
- (e) all deposit accounts, letter of credit rights, supporting obligations, money, instruments, securities, documents, credits, claims, demands, income, cash and non-cash proceeds, investment property and any other real or personal property, intangibles, rights and interests of Debtor in real or personal property to the extent assignable;
- all substitutes and replacements for, all accessions, attachments and other (f) additions to, tools, parts and equipment used in connection with, and products, increases and proceeds, in cash or otherwise, of the Personal Property Collateral described in the foregoing clauses (a), (b), (c), (d) and (e) (including, without limitation, the proceeds of any sale or other disposition of such Personal Property Collateral, all condemnation awards and all insurance proceeds of any kind whether or not Secured Party is the loss payee under the applicable insurance policy and all income, profits and benefits resulting from any of the foregoing), all liens (whether possessory, contractual, statutory or otherwise) of Debtor with respect to any of the Personal Property Collateral, all rights, remedies and claims (whether in the nature of indemnities, warranties, guaranties or otherwise) of Debtor with respect to any of the Personal Property Collateral, in each case whether now existing or hereafter at any time or from time to time arising, acquired or created, and all books, correspondence, credit files, records, computer programs, computer tapes, cards, customer lists and other papers and documents in the possession or control of Debtor that evidence or relate to the foregoing or to the Accounts, Inventory, General Intangibles, Equipment or any of the other Personal Property Collateral;

# EXHIBIT A LEGAL DESCRIPTION

ATTACHED

62491686 v1-WorkSiteUS-080412/0264

#### Exhibit A

# 8 Hyat Street, (which may be known as 243-245-247 Manton Avenue), Providence, RI A.P. 63, Lot 350

That certain lot or parcel of land with all buildings and improvements thereon, situated on the north-easterly side of Manton Street and northwesterly side of Hyat Street, City Providence, County of Providence State of Rhode Island. Being bounded and described as follows:

Beginning at the most southerly corner of the parcel herein described, said corner being formed by the intersection of the northeasterly line of Manton Street with the northwesterly line of Hyat Street;

Thence running N 45°27'25" W, along said northeasterly line of Manton Street, a distance of fifty and zero hundredths (50.00) feet to a point for a corner and set drill hole;

Thence turning and running N 44°32'35" E, bounded northwesterly by land now or formerly Olney Village L.P., a distance of one hundred and zero hundredths (100.00) feet to a point for a corner and set drill hole;

Thence turning and running S 45°27'25" E, bounded northeasterly by land now or formerly David & Susan Doyle, a distance of fifty and zero hundredths (50.00) feet to a point for a corner and set drill hole on said northwesterly line of Hyat Street;

Thence turning and running S 44°32'35" W along said northwesterly line of Hyat Street, a distance of one hundred and zero hundredths (100.00) feet to the point and place of beginning and set drill hole.

Area of said parcel is 5000.0 Sq. Ft.

# 11 Appleton Street, Providence, RI A.P. 62 Lot 993

That certain lot or parcel of land with all buildings and improvements thereon, situated on the southerly side of Audrey Street and the northerly side of Appleton, City of Providence, County of Providence, State of Rhode Island and being further described as follows.

Beginning at the northwesterly corner of the parcel herein described, said corner also being the northeasterly corner of land now or formerly Edward J. Wiggins; said corner also being the northwesterly corner of DeWolf Street (abandoned);

Thence running easterly along the southerly line of said Audrey Street and the northerly terminus of said DeWolf Street (abandoned), a distance of Thirty and zero hundredths (30.00) feet to a point for a corner and set drill hole;

Thence turning an interior angle of 90°00'00" and running southerly along the easterly line of DeWolf Street (abandoned) and bounded easterly by land now or formerly Olney Village, L.P., a distance of thirty eight and zero hundredths (38.00) feet to a point for a corner and set spike;

Thence turning an interior angle of 270°00'00" and running easterly, bounded northerly by said Olney Village L.P. land, a distance of forty three and twenty five hundredths (43.25) feet, to a point for a corner;

Thence turning an interior angle of 90°00'00" and running southerly, bounded easterly by said Olney Village L.P. land, a distance of seventy four and zero hundredths (74.00) feet, to a point for a corner, set on the northerly line of said Appleton Street;

Thence turning an interior angle of 90°00'00" and running westerly, along said southerly line of said Appleton Street, a distance of seventy three and twenty five hundredths (73.25) feet, to a point for an angle;

Thence turning an interior angle of 90°00'00" and running northerly along the westerly line of DeWolf Street (abandoned) and bounded westerly by said Wiggins land, a distance of one hundred twelve and zero hundredths (112.00) feet to the point and place of beginning.

The last described course forming an interior angle of 90°00'00" with the intersection of the first described course.

Area of said parcel 6560.5 Sq. Ft.

#### 21 Appleton Street, Providence, RI

A.P. 62, Lot 554

That certain lot or parcel of land with all buildings and improvements thereon, situated on the northerly side of Appleton Street, City Providence, County of Providence, State of Rhode Island, being bounded and described as follows:

Beginning at the southwesterly corner of the parcel herein described, said corner being the south easterly corner of land now or formerly Juan Garcia;

Thence running N 64°44'40" E, along bounded westerly by said Garcia land a distance of sixty and zero hundredths (60.00) feet to a point for a corner and re-bar;

Thence turning and running S 25 15'20"E, bounded northerly by land now or formerly of Edward J. Wiggins, a distance of fifty-one and zero hundredths (51.00) feet to a point for a corner;

Thence turning and running S 64°44'40" W, bounded easterly by land now or formerly Edward J. Wiggins, a distance of three and fifty hundredths (3.50) feet to a point for a corner;

Thence turning and running S 25°15'20" E, bounded northerly by said Edward J. Wiggins, a distance of thirty five and zero hundredths (35.00) feet to a point for a corner;

Thence turning and running S 64°44'40" W, bounded easterly by said Edward J. Wiggins, a distance of fifty-six and fifty hundredths (56.50) feet to a point for a corner set on said northerly line of Appleton Street;

Thence turning and running N 25°15'20" W along said northerly line of Appleton Street, a distance of eighty six and zero hundredths (86.00) feet to the point and place of beginning.

Area of said parcel is 5,037.5 Sq. Ft.

# 42 Chaffee Street, Providence, RI

A.P. 62, Lot 616

That certain lot or parcel of land with all buildings and improvements thereon, situated on the northerly side of Chaffee Street and the easterly side of Capron Street, City Providence, County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at a the southwesterly corner of the parcel herein described, said corner being formed easterly of the intersection of the northerly line of Chaffee Street with the easterly line of Capron Street;

Thence running N 39°11'49" W, along the easterly line of said Capron Street, a distance of ninety three and fifty hundredths (93.50) feet to a point for a corner;

Thence turning and running N 55°53'35" E, bounded northerly by land now or formerly Michael J. Czerwein, a distance of seventy three and twenty five hundredths (73.25) feet to a point for a corner;

Thence turning and running S 30°01'25" E, bounded easterly by land now or formerly, Olneyville Housing Corporation, a distance of ninety seven and forty four hundredths (97.44) feet to a point for an angle set on the said northerly line of Chaffee Street.;

Thence turning and running S 59°53'44" W, along the said northerly line of Chaffee Street a distance of fifty eight and sixteen hundredths (58.16) feet to the point and place of beginning.

Area of said parcel is 6,244.5 Sq. Ft.

# 44 Chaffee Street, Providence, RI

A.P. 62, Lot 617

That certain lot or parcel of land with all buildings and improvements thereon, situated on the northerly side of Chaffee Street, City Providence, County of Providence, State of Rhode Island.

Being bounded and described as follows:

Beginning at a the southwesterly corner of the parcel herein described, said corner being 58.16" easterly of the intersection of the northerly line of Chaffee Street with the easterly line of Capron Street;

Thence running N 59°53'44" E, along said northerly line of Chaffee Street, a distance of eighty eight and eighteen hundredths (88.18) feet to a point for a corner;

Thence turning and running N 27°06'46" W, bounded easterly by land now or formerly New Polish National Home LLC, a distance of ninety nine and thirty three hundredths (99.33) feet to a point for a corner;

Thence turning and running S 59°59'52" W, bounded northerly in part by land now or formerly, Peter Marinucci and in part by now or formerly Olneyville Housing Corporation, a distance of sixty six and twenty nine hundredths (66.29) feet to a point for an angle;

Thence turning and running S 55°53'35" W, bounded northerly by land now or formerly Olneyville Housing Corp., a distance of twenty seven and zero hundredths (27.00) feet for an angle;

Thence turning and running S 30°01'25" E bounded westerly by land now or formerly Nickerson Community Center, a distance of ninety seven and forth four hundredths (97.44) feet to the point and place of beginning and set drill hole.

Area of said parcel is 8,979.5 Sq. Ft.

#### 45 Joslin Street, Providence, RI

A.P. 63, Lot 184

That certain lot or parcel of land with all buildings and improvements thereon, situated on the northerly side of Amherst Street and the westerly side of Joslin Street, City Providence, County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at the southeasterly corner of the parcel herein described, said corner being formed by the intersection of the northerly line of Amherst Street with the westerly line of Joslin Street;

Thence running S 85°09'49" W, bounded southerly by the said Amherst Street a distance of forty two and zero hundredths (42.00) feet to a point for a corner;

Thence turning and running N 04°50'06" W, bounded westerly by land now or formerly Williams Nunez a distance of eighty and zero hundredths (80.00) feet to a point for a corner;

Thence turning and running N 85°09'49" E, bounded northerly by land now or formerly Jairo R. Portillo a distance of forty two and zero hundredths (42.00) feet to a point for a corner on said westerly line of Joslin Street;

Thence turning and running S 04°50'11" E along said westerly line of Joslin Street, a distance of eighty and zero hundredths (80.00) feet to the point and place of beginning.

Area of said parcel is 3359.9 Sq. Ft.

#### 55 Julian St, Providence, RI

A.P. 62, Lot 614

That certain lot or parcel of land with all buildings and improvements thereon, situated on the westerly side of Appleton Street and southerly side of Julian Street, City Providence, County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at a the northwesterly corner of the parcel herein described, said corner being the intersection of the easterly line of Ryan's Lane with the southerly line of Julian Street;

Thence running N 41°27'02" E, along said southerly line of Julian Street, a distance of eighty four and thirty three hundredths (84.33) feet to a point for a corner;

Thence turning and running S 56°03'57" E, bounded easterly by Appleton Street a distance of seventy five and zero hundredths (75.00) feet to a point for corner;

Thence turning and running S 33°56'03" W, bounded southerly by land now or formerly Andrew J. Johnson a distance of ninety eight and zero hundredths (98.00) feet to a point for a corner located on the easterly line of Ryan's Lane;

Thence turning and running N 46°34'02" W bounded westerly by said Ryan's Lane a distance of eighty seven and twenty three hundredths (87.23) feet to the point and place of beginning.

Area of said parcels is 7350.7 Sq. Ft.

## 198 Amherst Street, Providence, RI

A.P. 63, Lot 245

That certain lot or parcel of land with all buildings and improvements thereon, situated on the southerly side of Amherst Street, City Providence, County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at the northeasterly corner of the parcel herein described, said corner being 96.63' westerly from a granite bound found at the intersection of the southerly line of Amherst Street with the westerly line of Florence Street;

Thence running S 05°45'26" W, bounded easterly line in part by land now or formerly Angel Madera and in part by land now or formerly of Lillian F. Augustyn, a distance of sixty four and eighty three hundredths (64.83) feet to a point for a corner;

Thence turning and running N 84°14'34" W, bounded southerly by land now or formerly Ronald L. Dabreu a distance of thirty six and sixty three hundredths (36.63) feet to a point for a corner;

Thence turning and running N 03°50'29" W, bounded westerly by other land of said Ronald L. Dabreu a distance of fifty seven and zero hundredths (57.00) feet to a point for a corner on said southerly line of Amherst Street;

Thence turning and running N 85°09'49" E along said southerly line of Amherst Street, a distance of forty six and ninety three hundredths (46.93) feet to the point and place of beginning.

Area of said parcel is 2524.7 Sq. Ft.

#### 238 Amherst Street, Providence, RI

A.P. 63, Lot 269

That certain lot or parcel of land with all buildings and improvements thereon, situated on the southerly side of Amherst Street and the westerly side of Hyat Street, City Providence, County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at the northeasterly corner of the parcel herein described, said corner being formed by the intersection of the southerly line of Amherst Street with the westerly line of Hyat Street;

Thence running S 05°39'06" W, bounded easterly by the said Hyat Street a distance of seventy two and sixty four hundredths (72.64) feet to a point for a corner;

Thence turning and running N 84°15'35" W, bounded southerly by land now or formerly Tania Olsen a distance of forty and zero hundredths (40.00) feet to a point for a corner;

Thence turning and running N 05°39'06" E, bounded westerly by land now or formerly Victor I. Samoyoa a distance of sixty five and eighteen hundredths (65.18) feet to a point for a corner set on said southerly line of Amherst Street;

Thence turning and running N 85°09'49" E along said southerly line of Amherst Street, a distance of forty and sixty eight hundredths (40.68) feet to the point and place of beginning.

Area of said parcel is 2756.3 Sq. Ft.

#### 3 Handy Street, Providence, RI

A.P. 63, Lot 138

That certain lot or parcel of land with all buildings and improvements thereon, situated on the northerly side of Amherst Street and the easterly side of Handy Street, City of Providence County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at the southwesterly corner of the parcel herein described, said corner being formed by the intersection of the northerly line of Amherst Street with the easterly line of Handy Street;

Thence running N 04°53'25" W, along said easterly line of Handy Street, a distance of seventy five and fifty hundredths (75.50) feet to a point for a corner and set drill hole; Thence turning and running N 85°06'35" E, bounded northerly by land now or formerly Hail Mary Realty LLC a distance of forty and zero hundredths (40.00) feet to a point for a corner and set re-bar;

Thence turning and running S 04°53'25" E, bounded easterly by other land of the grantor, a distance of seventy five and fifty hundredths (75.50) feet to a point for a corner on said northerly line of Amherst Street;

Thence turning and running S 85°06'35" W along said northerly line of Amherst Street, a distance of forty and zero hundredths (40.00) feet to the point and place of beginning.

Area of said parcel is 3020.0 Sq. Ft.

#### 267-271-273 Amherst Street, Providence, RI

A.P. 63, Lot 597

That certain lot or parcel of land with all buildings and improvements thereon, situated on the northerly side of Amherst Street and the westerly side of Hannah Street, City Providence County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at the southeasterly corner of the parcel herein described, said corner being formed by the intersection of the northerly line of Amherst Street with the westerly line of Hannah Street;

Thence running N 81°06'29" W, along said northerly line of Amherst Street, a distance of eighty and twenty six hundredths (80.26) feet to a point for a corner and re-bar;

Thence turning and running N 04°13'18" E, bounded westerly by land now or formerly Brian M. Loffredi a distance of seventy three and two hundredths (73.02) feet to a point for a corner and set re-bar;

Thence turning and running S 86°13'40" E, bounded northerly by land now or formerly Frank & Eileen Sangermano, a distance of eighty and zero hundredths (80.00) feet to a point set on said westerly line of Hannah Street;

Thence turning and running S 04°13'18" W along said westerly line of Hannah Street, a distance of eighty and eighteen hundredths (80.18) feet to the point and place of beginning and set drill hole.

Area of said parcel is 6128.0 Sq. Ft.

### 270 Amherst Street, Providence, RI

A.P. 63, Lot 615

That certain lot or parcel of land with all buildings and improvements thereon, situated on the southerly side of Amherst Street and the northwesterly side of Steere Avenue, City Providence County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at the most easterly corner of the parcel herein described, said corner being formed by the intersection of the southerly line of Amherst Street with the northwesterly line of Steere Avenue;

Thence running S 43°49'31" W, along said northwesterly line of Steere Avenue, a distance of one hundred three and sixty five hundredths (103.65) feet to a point for a corner and set drill hole;

Thence turning and running N 46°10'29" W, bounded southwesterly by land now or formerly Manuel A. Centeio, a distance of sixty eight and zero hundredths (68.00) feet to a point for a corner and set re-bar;

Thence turning and running N 84°09'26" E, bounded northerly by land now or formerly Pierre P. Pinheiro, a distance of forty five and seventy hundredths (45.70) feet to a point for a corner;

Thence turning and running N 24°55'52" E, bounded westerly by land now or formerly Pierre P. Pinheiro, a distance of thirty five and seventy nine hundredths (35.79) feet to a point for a corner and set drill hole on said southerly line of Amherst Street;

Thence turning and running S 81°06'29" E along said southerly line of Amherst Street, a distance of sixty one and zero hundredths (61.00) feet to the point and place of beginning and set drill hole.

Area of said parcel is 4224.3 Sq. Ft.

# 241 Amherst Street, Providence, RI A.P. 63, Lot 139

That certain lot or parcel of land with all buildings and improvements thereon, situated on the northerly side of Amherst Street, City of Providence, County of Providence, State of Rhode Island. Being bounded and described as follows:

Beginning at the southwesterly corner of the parcel herein described, said corner being 40.00 easterly from the intersection of the northerly line of Amherst Street with the easterly line of Handy Street;

Thence running N 04° 53'25" W, bounded westerly by other land of the grantor a distance of seventy five and fifty hundredths (75.50) feet to a point for a corner and set re-bar;

Thence turning and running N 85°06'35" E, bounded northerly by land now or formerly Hail Mary Realty LLC a distance of forty and zero hundredths (40.00) feet to a point for a corner and set re-bar;

Thence turning and running S 04°53'25" E bounded easterly by land now or formerly Joslin Community Development Corp. a distance of seventy five and fifty hundredths (75.50) feet to a point for a corner on said northerly line of Amherst Street;

Thence turning and running S 85°06'35" W along said northerly line of Amherst Street, a distance of forty and zero hundredths (40.00) feet to the point and place of beginning.

Area of said parcel is 3020.0 Sq. Ft.