

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Michelle MacKnight - 521-7000
B. E-MAIL CONTACT AT FILER (optional) mmacknight@rcfp.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) CT Lien Solutions PO Box 29071 Glendale, CA 91209-9071 Order 56788528

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 OMNI Combined W.E., LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
P.O. Box 856	East Greenwich	RI	02818	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	USA

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

See Exhibit A attached hereto and incorporated herein by reference.

Filed with RI Secretary of State's Office

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, Rem 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/Licenser	
8. OPTIONAL FILER REFERENCE DATA: Our File No. 2116-581	

EXHIBIT A

Debtor: OMNI Combined W.E., LLC
P.O. Box 856
East Greenwich, Rhode Island 02818

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

As collateral security for the payment and performance of all of the Obligations, the Debtor hereby grants, assigns, conveys, pledges and transfers to the Secured Party, a continuing security interest in the following assets and properties of the Debtor, any and all substitutions therefor and replacements thereof, and any and all additions and accessions thereto whether now owned or hereafter acquired or in which the Debtor may now have or hereafter acquire an interest (all of which are hereinafter collectively referred to as the "Collateral"):

PERSONAL PROPERTY AND FIXTURES: All goods, equipment, machinery, tools and other personal property and fixtures of every kind and description now or hereafter owned by the Debtor or in which the Debtor has an interest (but only to the extent of such interest) and situated or to be situated upon or used in connection with the Premises or in any of the improvements, together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products thereof, and now or hereafter located at, or used in connection with the operation of the Premises or the improvements, including without limitation the following:

A. EQUIPMENT, ETC.: All of the Debtor's interest in and to all equipment, fixtures, inventory, goods, materials, supplies, furnishings, accounts, accounts receivable, contract rights, plans, specifications, permits, other rights, bank deposits, warranties, 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 Premises (as hereinafter defined), 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 hereinafter set forth.

C. UTILITY DEPOSITS: All right, title and interest of the Debtor in and to all monetary deposits that the 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.

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

E. NAME AND GOODWILL: The right, in event of foreclosure of the Premises hereunder, to take and use any name by which the Premises is then known or any variation of the words thereof, and the goodwill of the Debtor with respect thereto.

DEFINITIONS

"Code" shall mean the Uniform Commercial Code as the same may be in effect from time to time in the State of Rhode Island.

"Equipment" shall include "equipment" within the meaning of Section 9-102(a)(33) of the Code and, to the extent not otherwise included therein, all machinery, equipment, furniture, parts, tools and dies, of every kind and description, of the Debtor (including automotive equipment), now owned or hereafter acquired by the Debtor, and used or acquired for use in the business of the Debtor, together with all accessions thereto and all substitutions and replacements thereof and parts therefor; all cash or non-cash Proceeds; and including, without limitation, any Equipment.

"Fixtures" shall mean "fixtures" within the meaning of Section 9-102(a)(41) of the Code and, to the extent not otherwise included therein, all goods which are so related to particular real estate that an interest in them arises under real estate law and all accessions thereto, replacements thereof and substitutions therefor, including, but not limited to, plumbing, heating and lighting

apparatus, mantels, floor coverings, furniture, furnishings, draperies, screens, storm windows and doors, awnings, shrubbery, plants, boilers, tanks, machinery, stoves, gas and electric ranges, wall cabinets, appliances, furnaces, dynamos, motors, elevators and elevator machinery, radiators, blinds and all laundry, refrigerating, gas, electric, ventilating, air-refrigerating, air-conditioning, incinerating and sprinkling and other fire prevention or extinguishing equipment of whatsoever kind and nature and any replacements, accessions and additions thereto, Proceeds thereof and substitutions therefor.

"Obligations" means among other things, all indebtedness, obligations and liabilities of the Debtor to the Secured Party of every kind and description, direct or indirect, secured or unsecured, joint or several, absolute or contingent, due or to become due, whether for payment or performance, now existing or hereafter arising, regardless of how the same arise or by what instrument, agreement or book account they may be evidenced, or whether evidenced by any instrument, agreement or book account, including, without limitation, all loans (including any loan by renewal or extension), all indebtedness, all undertakings to take or refrain from taking any action, all indebtedness, liabilities or obligations owing from the Debtor to others which the Secured Party may have obtained by purchase, negotiation, discount, assignment or otherwise, and all interest, taxes, fees, charges, expenses and attorneys' fees chargeable to the Debtor or incurred by the Secured Party under the security agreement giving rise to this financing statement, or any other document or instrument delivered in connection therewith.

"Premises" shall mean the real estate of the Debtor located at 19, 50 and 100 Cedar Street, 1 West Exchange Center, 214 a/k/a 220 West Exchange Street and 300 West Exchange Street, all in Providence, Rhode Island, which real estate is more particularly described on Exhibit B attached hereto and incorporated herein by reference.

"Proceeds" shall mean "proceeds" as defined in the Code and, to the extent not otherwise included therein, (a) any and all proceeds of any insurance, indemnity, warranty, guaranty, or other agreement, instrument or undertaking similar to any of the foregoing, payable to the Debtor from time to time with respect to any of the Collateral, (b) any and all payments (in

any form whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of all or any part of the Collateral, (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral, and (d) any products or rents of any of the Collateral.

2116-581/3131493

EXHIBIT B

PARCEL ONE

100 Cedar Street, Providence, RI
(Address given for reference only)

ALL THAT CERTAIN LOT, or parcel of land, with the buildings and improvements thereon, situated on Cedar Street, in the City of Providence, County of Providence, State of Rhode Island, being bounded and described as follows:

BEING laid out and designated as Parcel A on that certain plat of land entitled: "ADMINISTRATIVE SUBDIVISION PREPARED FOR OMNI COMBINED W.E., LLC PROVIDENCE, RHODE ISLAND DATE: FEBRUARY 18, 2016 SCALE 1" = 30", which said plat is recorded in the Providence Land Evidence Records in Plat Book 89 at Page 82.

BEING designated as Lot 382 on Tax Assessor's Plat 26 of the City of Providence, as presently constituted, for reference purposes only.

PARCEL TWO

50 Cedar Street, Providence, RI
(Address given for reference only)

ALL THAT CERTAIN LOT, or parcel of land, with the buildings and improvements thereon, situated on Cedar Street, in the City of Providence, County of Providence, State of Rhode Island, being bounded and described as follows:

BEING laid out and designated as Parcel B on that certain plat of land entitled: "ADMINISTRATIVE SUBDIVISION PREPARED FOR OMNI COMBINED W.E., LLC PROVIDENCE, RHODE ISLAND DATE: FEBRUARY 18, 2016 SCALE 1" = 30"; which said plat is recorded in the Providence Land Evidence Records in Plat Book 89 at Page 82.

BEING designated as Lot 383 on Tax Assessor's Plat 26 of the City of Providence, as presently constituted, for reference purposes only.

PARCEL THREE

1 West Exchange Street, Providence, RI
(Address given for reference only)

ALL THAT CERTAIN LOT, or parcel of land, with the buildings and improvements thereon, located on the northerly side of Cedar Street in the City and County of Providence, State of Rhode Island, being bounded and described as follows:

Beginning at the northeasterly corner of the intersection of Brayton Avenue and the said Cedar Street, said point of beginning being also a drill hole at the southwesterly corner of the parcel herein described;

Thence northerly along the easterly street line of said Brayton Avenue a distance of two hundred eighteen and 41/100 (218.41) feet to a railroad spike set at the southeasterly corner of the intersection of West Exchange Street and the said Brayton Avenue;

Thence easterly at an interior angle of 90 degrees 04 30" and along the said southerly street line of West Exchange Street a distance of five hundred forty-four and 65/100 (544.65) feet to a railroad spike set at the northwesterly corner of land now or formerly of Modern Store Fixture Company;

Thence southerly at an interior angle of 90 degrees 00 00" a distance of one hundred nineteen and 12/100 (119.12) feet to a corner;

Thence easterly at an interior angle of 269 degrees 54 32" a distance of one hundred twelve and 76/100 (112.76) feet to a railroad spike set at the westerly street line of Bradford Street, the last two described courses being bounded easterly and northerly by the said Modern Store Fixture Company land;

Thence southerly at an interior angle of 89 degrees 52 41" and along the said westerly street line of said Bradford Street a distance of ninety-nine and 87/100 (99.87) feet to a tack in a stake set at the northwesterly corner of the intersection of said Bradford and Cedar Streets;

Thence westerly at an interior angle of 90 degrees 08 47" and along the northerly street line of said Cedar Street a distance of six hundred fifty-seven and 32/100 (657.32) feet to the point and place of beginning, the last-described course forming an interior angle of 89 degrees 59 30" with the first-described course.

BEING delineated as Lot 279 on an unrecorded drawing entitled: "Plan of Land Known as Lots 171, 176, 182, 237 & 279 on A.P. 26 Providence, Rhode Island Scale 1"=40 September 10, 1986 by Allen & Demurjian, Inc."

BEING designated as Lot 279 of Tax Assessor's Plat 26 of the City of Providence, as presently constituted, for reference purposes only.

PARCEL FOUR

214 West Exchange Street, Providence, RI
(Address given for reference only)

ALL THAT CERTAIN LOT, or parcel of land, with the buildings and improvements thereon, located on the southerly side of West Exchange Street in the City and County of Providence, State of Rhode Island, being bounded and described as follows:

BEGINNING at a point in the southerly line of West Exchange Street, just one hundred eleven and $33/100$ (111.33) feet westerly, as measured along the southerly line of West Exchange Street, from the westerly line of Fox Place, formerly known as Aborn Street; thence running southerly at right angles with the southerly line of West Exchange Street through the center of a gangway, bounding easterly on land now or lately of Richard Nemrow, a distance ninety-nine and $58/100$ (99.58) feet; thence turning and running westerly, bounding southerly on said Nemrow land, a distance of nine and $17/100$ (9.17) feet to a corner; thence turning and running southerly, bounding easterly on said Nemrow land, a distance of fifty-two and $42/100$ (52.42) feet to land now or formerly of Stephen Goulding; thence turning a right angle and running westerly, bounding southerly in part on said Goulding land and in part on land now or formerly of C.J. Fox Co., a distance of one hundred thirty-three and $14/100$ (133.14) feet to a corner; thence turning an interior angle of 90 degrees 01' 20" and running northerly, bounding westerly on land now or formerly of Two Thirty Two Building, LLC, a distance of fifty (50) feet; thence turning an interior angle of 89 degrees 56' 40" and running easterly, bounding northerly on said last-named land, a distance of one (1) foot; thence turning an interior angle of 270 degrees 01' 25" and running northerly bounding westerly on said last-named land, a distance of one hundred two (102) feet to the southerly line of West Exchange Street; thence turning an interior angle of 89 degrees 58' 35" and running easterly, bounding northerly on said West Exchange Street, a distance of one hundred forty-one and $45/100$ (141.45) feet to the point and place of beginning.

BE ALL SAID MEASUREMENTS, more or less, or however otherwise the same may be bounded and described.

BEING designated as Lot 314 on Tax Assessor's Plat 26 of the City of Providence, as presently constituted, for reference purposes only.

PARCEL FIVE

300 West Exchange Street, Providence, RI
(Address given for reference only)

ALL THAT CERTAIN LOT, or parcel of land, with the buildings and improvements thereon, located at the southwesterly corner of West Exchange Street and Brayton Avenue in the City and County of Providence, State of Rhode Island, being bounded and described as follows:

BEGINNING at the point of intersection of the southerly line of West Exchange Street with the westerly line of Brayton Avenue at the northeasterly corner of said parcel; thence southerly bounding easterly on Brayton Avenue ninety-three and 61/100 (93.61) feet, more or less, to land now or formerly of RI Bar Foundation; thence westerly bounding southerly on said last-named land one hundred ten (110) feet to a corner; thence northerly bounding westerly on said last-named land ninety-three and 61/100 (93.61) feet to West Exchange Street; thence easterly bounding northerly on West Exchange Street one hundred ten (110) feet to Brayton Avenue and the point and place of beginning.

BE ALL SAID MEASUREMENTS, more or less, or however otherwise the same may be bounded and described.

BEING designated as Lot 363 on Tax Assessor's Plat 26 of the City of Providence, as presently constituted, for reference purposes only.

PARCEL SIX

19 Cedar Street, Providence, RI
(Address given for reference only)

ALL THAT CERTAIN LOT, or parcel of land, with the buildings and improvements thereon, located at the northeasterly corner of Bradford Street and Cedar Street, in the City of Providence, and County of Providence, State of Rhode Island, being bounded and described as follows:

BEGINNING at the point of intersection of the easterly line of Bradford Street and the northerly line of Cedar Street; thence easterly bounding southerly on Cedar Street one hundred forty-three and 33/100 (143.33) feet to land now or formerly of O.B. Realty Co., Inc., thence northerly bounding easterly on the last-named land sixty-seven and 51/100 (67.51) feet, more or less, to land now or formerly of Gibson Realty Company, Inc.; thence westerly bounding northerly in part on the last-named land and in part on land now or formerly of Ernest A. Ring, et al about one hundred forty-three and 30/100 (143.39) feet to Bradford Street; thence southerly bounding westerly on Bradford Street sixty-seven and 31/100 (67.31) feet, more or less, to Cedar Street and the point and place of beginning.

BEING ALL SAID MEASUREMENTS, more or less, or however otherwise the same may be bounded and described.

BEING designated as Lot 63 on Tax Assessor's Plat 26 of the City of Providence, as presently constituted, for reference purposes only.