

## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) <b>Robert A. Migliaccio, Esq. - 401-331-5700</b>	
B. E-MAIL CONTACT AT FILER (optional) <b>rmigliaccio@cm-law.com</b>	
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div><b>Robert A. Migliaccio, Esq.</b></div> <div><b>Cameron &amp; Mittleman, LLP</b></div> <div><b>301 Promenade Street</b></div> <div><b>Providence, Rhode Island 02908</b></div> <div><b>rmigliaccio@cm-law.com</b></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 <b>Jefferson Hotel Associates, LLC</b>				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS <b>1414 Atwood Avenue</b>		CITY <b>Johnston</b>	STATE <b>RI</b>	POSTAL CODE <b>02919</b>
			COUNTRY <b>USA</b>	

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 <b>Manufacturers and Traders Trust Company</b>				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS <b>One M&amp;T Plaza</b>		CITY <b>Buffalo</b>	STATE <b>NY</b>	POSTAL CODE <b>14203</b>
			COUNTRY <b>USA</b>	

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: <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: <b>RI SOS</b>	

## 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 owned by Debtor in the City of Warwick, Rhode Island, located at 901 Jefferson Blvd., 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

### Parcel One:

THAT CERTAIN lot or parcel of land with all the buildings and improvements thereon situated on the westerly side of Jefferson Boulevard, in the City of Warwick, County of Kent, State of Rhode Island, laid out and designated as Lot No. 1 (ONE), on that certain plat entitled "KENNEY MANUFACTURING COMPANY, SUBDIVISION PLAN OF A.P. 277 LOT 14, SITUATED ON JEFFERSON BOULEVARD, WARWICK, RHODE ISLAND PREPARED FOR PIONEER DEVELOPMENT COMPANY", which said plat is recorded in the Land Evidence Records of the City of Warwick on June 22, 1998 at 11:40 a.m.(copy) on Plat Card 1003.

TOGETHER WITH the benefit of that certain Easement Agreement by and between Marshall Jefferson Blvd., LLC and Waterford of Warwick, Inc. dated November 18, 1998 and recorded in Book 3028 at Page 38 of the Land Evidence Records of the City of Warwick.

### Parcel Two:

That certain tract or parcel of land with all buildings and improvements thereon situated westerly of Jefferson Boulevard and southerly of the Airport Connector, in the County of Kent, City of Warwick, State of Rhode Island is herein bounded and described:

Beginning at the most northeasterly corner of the herein described parcel, said corner being located at station 141+67.34 right two hundred thirty and 28/100 (230.28') feet as shown on Freeway Plat 1220A;

Thence proceeding along the arc of a curve with a radius of one hundred twenty and 00/100 (120.00') feet and a delta angle of 21°44'03" a distance of forty five and 52/100 (45.52') feet to a point opposite station 41+33.42 left thirty and 00/100 (30.00') feet as shown on said Plat 1220A;

Thence proceeding South 25°39'16" west a distance of nineteen and 88/100 (19.88') feet to a point, said point being located at station 41+13.54 left thirty and 00/100 (30.00') feet as shown on plat;

Thence proceeding south 49°44'31" west a distance of three hundred sixty one and 68/100 (361.68') feet to a point, said point being located at station 138+43.21 right two hundred eight and 47/100 (208.47') feet as shown on said plat, the last herein described parcel bounded southwesterly by land now or formerly of Jefferson Hotel Associates, L.L.C.

Thence proceeding south 59°50'43" east a distance of three hundred forty two and 53/100 (342.53') feet to the point and place of beginning.