

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>Robert A. Migliaccio, Esq.</div> <div>Cameron & Mittleman, LLP</div> <div>301 Promenade Street</div> <div>Providence, Rhode Island 02908</div> <div>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 Whitney's William Properties, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS PO Box 1348		CITY Newport	STATE RI	POSTAL CODE 02840
			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 Manufacturers and Traders Trust Company				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS One M&T Plaza		CITY Buffalo	STATE NY	POSTAL CODE 14203
			COUNTRY USA	

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 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:

6b. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility ☐ 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:

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 owned by Debtor in the City of Newport, Rhode Island, situated at 82 William Street, 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
LEGAL DESCRIPTION

All that certain lot or parcel of land, together with the buildings and improvements thereon, situated in the City and County of Newport, State of Rhode Island and bounded and described as follows:

SOUTHERLY: on William Street, thirty-seven and one half (37.5) feet;
EASTERLY: by land now or formerly of William R. Heydt, sixty-two (62) feet;
NORTHERLY: partly by land now or formerly of LD Properties, LLC, and partly by land
 now or formerly of Fitz-Star, LLC, thirty-seven and one-half (37.5) feet;
 and
WESTERLY: by land now or formerly of William Street Properties, LLC, sixty-two (62)
feet.

BE ALL said measurements more or less or however otherwise the same may be bounded and described.

BEING also designated as Plat 28 Lot 141 of the Newport Tax Assessor's Plats as presently constituted, for reference purposes only.

MEANING AND INTENDING TO BE the same premises conveyed to these mortgagors by deed of 82 William Street, Inc. dated June 27, 2016 and recorded July 1, 2016 in Book 2598 at Page 299 in the Newport Land Evidence Records.

Location:

82 William Street
Newport, Rhode Island 02840