[redacted]

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Scott A. Ritch, Esq. 331-2222

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Ursillo, Teitz & Ritch, Ltd.
2 Williams Street
Providence, Rhode Island 02903

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
MARLEY PROPERTIES KINGSTON, LLC

OR

1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
204 2nd Avenue	**Waltham**	**MA**	**02451**	**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
TD BANK, N.A.

OR

3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
180 Westminster Street	**Providence**	**RI**	**02903**	**USA**

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

See EXHIBIT A attached hereto and made a part hereof.

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

6b. Check only if applicable and check only one box
☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:
RI SOS

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME

MARLEY PROPERTIES KINGSTON, LLC

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX

10c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. ☑ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:
☐ covers timber to be cut ☐ covers as-extracted collateral ☑ is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

The real estate is commonly known as and numbered 99 FORTIN ROAD, SOUTH KINGSTOWN, RHODE ISLAND, as more particularly described on EXHIBIT B attached hereto.

17. MISCELLANEOUS:

EXHIBIT A

UNIFORM COMMERCIAL CODE
CONTINUATION OF FINANCING STATEMENT

DEBTOR: **MARLEY PROPERTIES KINGSTON, LLC**
204 2nd Avenue
Waltham, Massachusetts 02451

SECURED PARTY: **TD BANK, N.A.**
180 Westminster Street
Providence, Rhode Island 02903

The UCC-1 Financing Statement to which this **Exhibit A** is attached covers:

1. Personal Property - all fixtures, machinery, equipment, and other personal property of every kind, now or hereafter located in or upon or affixed to that certain lot or parcel of real estate, located in **SOUTH KINGSTOWN, RHODE ISLAND,** commonly known as and numbered **99 FORTIN ROAD**, as more particularly described in **Exhibit B** attached hereto (hereinafter called the "Premises") or any and all building and/or improvements (collectively, the "Improvements") now or hereafter used or to be used in connection with any present or future operation of the Premises or Improvements, or any part thereof, and now owned or hereafter acquired by Debtor, or in which Debtor now or hereafter has an interest, including, without limitation, any and all (i) heating, lighting, incinerating, refrigerating, ventilating, air conditioning, air cooling, lifting, fire extinguishing, plumbing, cleaning, communications and power equipment and apparatus; (ii) gas, water and electrical equipment; (iii) elevators, escalators, switchboards, engines, motors, tanks, pumps, partitions, conduits, ducts and compressors; (iv) electrical and/or gas appliances, incinerators, carpeting, furniture and furnishings, draperies, storm windows and doors, and screens and awnings; (v) any and all franchises, licenses and permits, whether issued by national, state and/or local governmental body, department, agency or subdivision having jurisdiction over Debtor, any guarantor of Debtor or the Premises and Improvements, or any part thereof, or any use, operation or occupancy thereof, related to the use, operation or occupancy of the Premises and Improvements or any part thereof; (vi) any and all records and books of account now or hereafter maintained by debtor in connection with the operation of the Premises, Improvements and personal property or any part thereof; and (vii) all of Debtor's right, title and interest in and to any name under which the Premises and/or Improvements may at any time be operated and any variation thereof and the goodwill of Mortgagor in connection therewith.

2. All renewals, replacements of, additions to, substitution for and proceeds of any and all of the foregoing.

3. All condemnation awards and policies of insurance maintained with respect to said real and personal property and all proceeds thereof.

4. All of the right, title and interest of Debtor, in and to all leases, subleases, occupancy agreements, licenses, concession agreements and all other agreements or tenancies,

however denominated, whether written or oral for any purpose, now or hereafter existing with respect to any portion or portions of the Premises and/or Improvements, together with any amendments, renewals or extensions thereof and all leases, subleases and tenancies or other agreements in substitution therefor (all of which are hereinafter collectively sometimes referred to as the "Leases").

5. Any and all rents and other payments of every kind due or payable and to become due or payable to Debtor by virtue of the Leases, or otherwise due or payable and to become due or payable to Debtor as a result of any use, possession or occupancy of any portion or portions of the Premises and/or Improvements.

To the extent any of the personal property described herein is or is to be affixed to real estate, said personal property described herein is or is to be affixed to real estate, said personal property is or is to be affixed to real estate owned by Debtor, which real estate is more particularly described in **Exhibit B** attached hereto.

EXHIBIT B

PROPERTY DESCRIPTION

Real property in the City/Town of South Kingstown, County of Washington, State of Rhode Island, described as follows:

That certain lot or parcel of land with all the buildings and other improvements thereon situated on Chapel Road and Fortin Road in the Town of South Kingstown, County of Washington, State of Rhode Island, bounded and described as follows:

Beginning at a point in the northeasterly line of Fortin Road, said point being 84.50 feet northeasterly, as measured along said northeasterly line of Fortin Road, from a stone bound set at the intersection of said northeasterly line of Fortin Road and the northwesterly line of Chapel Road, said point also being the southwesterly corner of land now or lately of Charles A. Maki et ux; thence running northwesterly, bounded southwesterly by said Fortin Road, 444.28 feet to a point for a corner; thence turning an interior angle of 87°-01'-00" and running northeasterly 153.745 feet to a point for a corner; thence turning an interior angle of 270° and running northwesterly 74.965 feet to a point for a corner; thence turning an interior angle of 90° and running northeasterly 320 feet to a point for a corner at a stone bound in the southwesterly line of Chapel Road, the last three courses bounded northwesterly, southwesterly and northwesterly by land now or lately of the Board of Trustees of State Colleges (University of Rhode Island); thence turning an interior angle of 90° and running southeasterly 149.93 feet to a point for a corner; thence turning an interior angle of 90° and running southwesterly 132.86 feet to a point for a corner at a stone bound; thence turning an interior angle of 275°-03'-30" and running southeasterly 407.92 feet to a point for a corner; thence turning an interior angle of 92°-34' and running southwesterly 151.83 feet to a point for a corner, said point being the northeasterly corner of said Maki Land, the last four courses bounded northeasterly, southeasterly, northeasterly and southeasterly by said Chapel Road; thence turning an interior angle of 85°-21'-30" and running northwesterly 73.10 feet to a point for a corner; thence turning an interior angle of 271°-23'-06" and running southwesterly 200.02 feet to the point and place of beginning, the last course forming an interior angle of 88°-36'-54" with the first described course.

Containing 4.4021 acres or 191,756.5 square feet of land.

Said lot is shown on that plat entitled, "Plat of Land owned by Kingston Emporium Associates, at the Village of Kingston, in the Town of South Kingstown, Rhode Island, December 1985, Joseph W. Frisella, P.E. & R.L.S. Scale: 1"=50'."