

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT FILER (optional) Jim Kelly- 401-272-5800
B E-MAIL CONTACT AT FILER (optional) jkelly@simmonslltd.com
C SEND ACKNOWLEDGMENT TO (Name and Address) Simmons Associates, Ltd. 56 Pine Street Providence, RI 02903 Attn: JVK

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 525 Company, LLC				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS 214B Main Street		CITY East Greenwich	STATE RI	POSTAL CODE 02818
			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 Bank Rhode Island				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS One Turks Head Place		CITY Providence	STATE RI	POSTAL CODE 02903
			COUNTRY USA	

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

The Collateral consists of all assets of the Debtor, including, without limitation, all Personal Property of the Debtor now or hereafter related or located at the Real Estate known as (a) 1335 North Main Street, a/k/a 1303 North Main Street, City of Providence, State of Rhode Island, and as more particularly described on Exhibit A-1 attached hereto and incorporated herein by reference, (b) 1940 Pawtucket Avenue, City of East Providence, State of Rhode Island, and as more particularly described on Exhibit A-2, attached hereto and incorporated herein by reference, (c) 4120 Quaker Lane, Town of North Kingstown, State of Rhode Island, and as more particularly described on Exhibit A-3 attached hereto and incorporated herein by reference, (d) 525 Prospect Street, in the City of Pawtucket, State of Rhode Island, and as more particularly described on Exhibit A-4, and (e) 1359 Post Road, 403 Maple Street, 411 Maple Street, and Pine Street all in the City of Warwick, State of Rhode Island, and as more particularly described on Exhibit A-5, attached hereto and incorporated herein by reference, and including, but not limited to, the Collateral as more particularly described on Exhibit B attached hereto and incorporated herein 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"/> Lessor/Lessor <input type="checkbox"/> Consignor/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenser	
8. OPTIONAL FILER REFERENCE DATA RI Secretary of State-Term Loan	

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

525 Company, 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

Not Applicable

Street Addresses: (a) 1335 North Main Street, Providence, RI, (b) 1940 Pawtucket Avenue, East Providence, RI, (c) 4120 Quaker Lane, North Kingstown, RI, (d) 525 Prospect Street, Pawtucket, RI, and (e) 1359 Post Road, 403 Maple Street, 411 Maple Street, and Pine Street, Warwick, RI

Legal Descriptions: See Exhibit A-1, Exhibit A-2, Exhibit A-3, Exhibit A-4, and Exhibit A-5 attached hereto and incorporated herein by reference

17 MISCELLANEOUS

EXHIBIT A-1

LEGAL DESCRIPTION FOR:

1335 North Main Street, Providence, Rhode Island

PARCEL ONE

A certain parcel of land with all the buildings and improvements thereon situated at the northeasterly corner of North Main Street and Chace Avenue, in the City of Providence, County of Providence, and State of Rhode Island, bounded and described as follows:

Beginning at a point in the easterly line of said North Main Street which is one hundred and 40/100 (100.40) feet southerly from the corner formed by the intersection of the southerly line of Hillside Avenue with said easterly line of North Main Street, said point of beginning being the southwesterly corner of land now or formerly of the Atlantic Refining Co. and the northwesterly corner of the parcel hereby described; thence easterly, bounding northerly in part on said Atlantic Refining Co. land, in part on land now or formerly of Frederick J. Burns, in part on land now or formerly of Frank and Ida Stein and in part on land now or formerly of A. Noel and Margaret Gagnon, in all one hundred ninety and 76/100 (190.76) feet to land now or formerly of Edna M. Renneberg; thence southerly at an interior angle of 84° 63' 30" and parallel with said easterly line of North Main Street, bounding easterly in part of said Renneberg land, in part on land now or formerly of Herbert T. and Ruth Max, in part on land now or formerly of Samuel and Edith Yolin and in part on land now or formerly of Edward N. and Edith Kay, in all two hundred seventy-two and 30/100 (272.30) feet, more or less, to said Chace Avenue; thence westerly at an interior angle of 99° 69' along the northerly line of said Chace Avenue one hundred ninety-two and 85/100 (192.85) feet, more or less, to said North Main Street; thence northerly at an interior angle of 80° 33' along the easterly line of said North Main Street seven and 40/100 (7.40) feet to an angle; thence continuing at an exterior angle of 180° 32' along said easterly line of North Main Street two hundred eighty and 97/100 (280.97) feet, more or less, to the point of beginning.

PARCEL TWO

That parcel of land with the buildings and improvements thereon, situated at the southerly corner of North Main Street and Hillside Avenue in the City of Providence and State of Rhode Island, bounded and described as follows:

Beginning at the point of intersection of the southeasterly line of North Main Street with the southwesterly line of Hillside Avenue at the northerly corner of said parcel; thence South 54 degrees East bounding northeasterly on Hillside Avenue 52 feet to a corner at land now or lately of Willis H. White & Sons Company; thence turning a right angle and running southwesterly, compass bearing south 36 degrees West bounding southeasterly on said last named land 100 feet to land now or lately of Ernest W. Tetreault; thence turning a right angle and running northwesterly, compass bearing North 54 degrees West bounding southwesterly on said last named land 60.95 feet to North Main Street; thence turning an interior angle of 84 degrees 53 minutes and running northeasterly, compass bearing North 41 degrees East bounding northwesterly on North Main Street 100.4 feet to Hillside Avenue at the point of beginning.

FOR REFERENCE ONLY

Property Address:
1335 North Main St.
Providence, RI
AP 91, Lot 651

EXHIBIT A-2

LEGAL DESCRIPTION FOR:

1940 Pawtucket Avenue, East Providence, Rhode Island

Those three certain lots of land with all the buildings and improvements thereon situated on the easterly side of Pawtucket Avenue in the Town of East Providence, State of Rhode Island laid out and designated as Lots Nos. 1, 2, and 3 on that plat entitled "Plat of land belonging to Edith A. Whitaker, East Providence, R.I. Sept. 1899 by W.M. Dexter Engr." which plat is recorded in the office of the Town Clerk of said Town of East Providence in Plat Book 9 at Page 26.

Said lots together form one tract bounded westerly on Pawtucket Avenue one hundred fifty one and 103/1000 (151.103) feet more or less northerly on land now or lately of Ella M. Barney one hundred and fifty and 287/1000 (150.287) feet more or less easterly on land now or lately of Marietta Campbell one hundred forty and 15/1000 (140.015) feet more or less and southerly on land now or lately of Gustavus Emerson one hundred forty two and 897/1000 (142.897) feet more or less.

FOR REFERENCE ONLY

Property Address:

0 & 1940 Pawtucket Ave.

East Providence, RI

AP 405, Block 6, Lots 1 & 2

EXHIBIT A-3

LEGAL DESCRIPTION FOR:

4120 Quaker Lane, North Kingstown, Rhode Island

That certain lot or parcel of land, with all the buildings and improvements thereon, situated on the westerly side of Scrabbletown Road, and on the easterly side of Quaker Lane in the Town of North Kingstown, County of Washington, State of Rhode Island, bounded and described as follows:

Beginning at a point in the westerly line of said Scrabbletown Road, at the southeasterly corner of the burying ground; thence northwesterly and northerly by three courses along the line of a stone wall forty and 10/100 (40.10) feet, seventy-one and 90/100 (71.90) feet, seventy-five (75) feet, bounding on said burying ground to land now or formerly of Peter K. Shoener; thence westerly bounding northerly on said land now or formerly of Peter K. Shoener, one hundred seven and 20/100 (107.20) feet to said Quaker Lane; thence southerly along the arc of a curve one thousand one hundred fifty and 46/100 (1,150.46) feet radius bounding westerly on said Quaker Lane five hundred sixty-four and 11/100 (564.11) feet to the tangent point of said curve; thence continuing southerly bounding westerly on Quaker Lane, ninety-seven and 65/100 (97.65) feet to a stone wall at land now or lately of Everett B. Peckham, et al; thence southeasterly bounding southwesterly on said last named land sixty-seven and 83/100 (67.83) feet to said Scrabbletown Road; thence northerly bounding easterly on Scrabbletown Road by four courses measuring two hundred twenty-three (223) feet, eighty and 51/100 (80.51) feet, one hundred eight and 90/100 (108.90) feet and one hundred twenty-six and 10/100 (126.10) feet respectively, to the burying ground at the point of beginning.

Excepting therefrom that parcel of land conveyed to the Town of North Kingstown for highway purposes by deed from Rodger P. Booth and Honor M. Booth, recorded in the Records of Land Evidence of the Town of North Kingstown in Book 209 and Page 569.

Property Address:
4120 Quaker Ln.
North Kingstown, RI
AP 112, Lot 2

EXHIBIT A-4

LEGAL DESCRIPTION FOR:

525 Prospect Street, Pawtucket, Rhode Island

That certain tract or parcel of land, with all buildings and improvements thereon, designated as Parcel RV-1-9 in the Riverview Urban Renewal Area, Project R.I. A-1, situated on the northerly side of Service Road and the westerly side of Prospect Street, in the City of Pawtucket, County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point on the northerly line of Service Road, said point being a distance of Seventeen and $17/100$ (17.17) feet southwesterly of the westerly line of Prospect Street; thence running southwesterly bounded southeasterly by said Service Road, a distance of Seventy-Four and $82/100$ (74.82) feet to a point of curvature on the northerly line of said Service Road; thence turning an interior angle of $179^{\circ} 22' 30''$ and running southwesterly along the chord of a curve to the right having a radius of Six Thousand Seven Hundred Ninety-Two (6,792) feet, bounded southeasterly by said Service Road, a distance of One Hundred Forty-Eight and $18/100$ (148.18) feet to a corner and land now or lately of the Pawtucket Redevelopment Agency; thence turning an interior angle of $88^{\circ} 22' 30''$ and running northwesterly bounded southwesterly by said Agency land, a distance of One Hundred Ninety-One and $26/100$ (191.26) feet to a corner and land now or formerly of Arrow Transportation Company Incorporated; thence turning an interior angle of $90^{\circ} 00' 20''$ and running northeasterly bounded northwesterly by said Arrow Transportation Company Incorporated land, a distance of Two Hundred Thirty and $97/100$ (230.97) feet to a corner and the westerly line of aforesaid Prospect Street; thence turning an interior angle of $92^{\circ} 49' 40''$ and running southeasterly bounded northeasterly by said Prospect Street, a distance of One Hundred Sixty-Six and $52/100$ (166.52) feet to a point on said westerly line of Prospect Street; thence turning an interior angle of $134^{\circ} 42' 30''$ and running southwesterly bounded southeasterly by said Prospect Street and aforesaid Service Road, a distance of Twenty-Four and $16/100$ (24.16) feet to the point of beginning. The last described course forms an interior angle of $134^{\circ} 42' 30''$ with the first described course.

FOR REFERENCE ONLY

Property Description:

525 Prospect Street

Pawtucket, RI

AP 36, Lot 197

EXHIBIT A-5

LEGAL DESCRIPTION FOR:

1359 Post Road, 403 Maple Street, 411 Maple Street, and Pine Street, Warwick, Rhode Island

PARCEL ONE

That certain parcel or tract of land, with all buildings and improvements thereon, situated on the northwesterly side of Post Road (formerly called Apponaug Road) and the southwesterly side of Maple Street, in the City of Warwick, County of Kent, State of Rhode Island, laid out and designated as Lots Numbered 2 (Two), 3 (Three), 4 (Four), 6 (Six), 7 (Seven), 10 (Ten) and 11 (Eleven) on that plat entitled "THE CAMBRIDGE PARK PLAT OF HOUSE LOTS AT NORWOOD IN THE TOWN OF WARWICK RHODE ISLAND DRAWN BY J.A. LATHAM MAY 1889", which plat is recorded in the Records of Land Evidence in said City of Warwick in Plat Book 3 at page 14 and on Plat Card 104, with the excepting of any portion of said Lot Numbered 2 (Two) taken in the widening or relocation of Post Road.

PARCEL TWO

That certain parcel or tract of land, situated along the northwesterly side of Post Road, so-called, in the City of Warwick, County of Kent, State of Rhode Island, delineated as Parcel No. 1 (One) on Plat No. 1783 by the Rhode Island Department of Transportation, Division of Public Works, bounded and described as follows:

Beginning at a point at the intersection of the northwesterly State Freeway Line of the said Post Road and the northeasterly State Highway Line of Pine Street, so-called, in said City and County, both said State Freeway Line and State Highway Line established by Plat No. 1166 by the former Rhode Island Department of Public Works, Division of Roads and Bridges now the Rhode Island Department of Transportation, Division of Public Works, said Plat No. 1166 being filed in the Office of the City Clerk of the said City of Warwick on December 29, 1960, said point of beginning also being radially opposite and Fifty-Five (55) feet, more or less, northwesterly from Station 24+44, more or less, from the centerline of the said Post Road as established by said Plat No. 1166; thence northwesterly along the said northeasterly State Highway Line of the said Pine Street as established by said Plat No. 1166 to a point opposite and One Hundred Twenty-Three (123) feet, more or less, northwesterly from said centerline at Station 24+53, more or less; thence northeasterly along the State Highway Line established by said Plat No. 1166 to a point opposite and One Hundred Five (105) feet, more or less, from said centerline at Station 25+62, more or less; thence southeasterly along said State Highway Line established by said Plat No. 1166 to a point opposite and Forty (40) feet, more or less, from said centerline at Station 25+53, more or less, to the northwesterly State Freeway line of the said Post Road as established by said Plat No. 1166; thence southwesterly along said northwesterly State Freeway Line of the said Post Road to the point and place of beginning. Said parcel of land containing Seven Thousand Two Hundred (7,200) square feet of land to be the same more or less and all as shown as Parcel No. 1 on Plat No. 1783 by the Rhode Island Department of Transportation, Division of Public Works.

Said conveyance as to Parcel Two is together with the rights appurtenant thereto and excepting and reserving therefrom the right of the light, air or access, as set forth in deed of the State of Rhode Island and Providence Plantations dated September 25, 1974 and recorded in the Records of Land Evidence in the City of Warwick on October 9, 1974 in Book 458 at page 945, and further subject to the covenants and agreements as to the use of said land and interest as more fully set forth in said deed of said State of Rhode Island and Providence Plantations, all of which are included herein by reference thereto.

FOR REFERENCE ONLY

Property Address:

1359 & 0 Post Rd., 0 Pine St., 404 & 411 Maple St.

Warwick, RI

AP 297, Lots 287, 578, 556, 285, and 286

EXHIBIT B
TO UCC-1 FINANCING STATEMENT

Debtor: **525 Company, LLC**
 214 Main Street
 East Greenwich, RI 02818

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

All the tangible and intangible personal property (including goods, equipment, machinery, tools and other personal property described herein) and fixtures of every kind and description now or hereafter owned by Debtor or in which Debtor has an interest (but only to the extent of such interest), situated or to be situated upon or used in connection with the real property described below (the "Premises") or in any of said buildings and improvements, and relating to the Premises and the Improvements (as defined in the Mortgage Deeds, Security Agreements, Assignments of Leases and Rents, and Fixture Filings from Debtor in favor of the Secured Party (collectively, the "Mortgages")), together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products of, and now or hereafter located at, or used in connection with the operation of the Premises or the improvements thereon, including without limitation the following:

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

C. **LEASES AND RENTS:** All of the Debtor's right, title and interest in and to any leases or other agreements for use of any of the Premises or Improvements and all rents, security deposits, and other proceeds, products, offspring or profits of such leases and other agreements, in each case whether now or hereafter existing, relating to the Premises or Improvements, as provided in the Mortgages.

D. **UTILITY DEPOSITS:** All right, title and interest of the Debtor in and to all monetary deposits which 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.

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

F. NAME AND GOODWILL: The right, in event of foreclosure under the Mortgages of the Mortgaged Property, to take and use any name by which the Mortgaged Property is then known or any variation of the words hereof, and the goodwill of Debtor with respect thereto.

The Premises are located as follows:

- a. City of East Providence, State of Rhode Island, and having a street address of 1940 Pawtucket Avenue, East Providence, Rhode Island.
- b. City of Providence, State of Rhode Island, and having a street address of 1335 North Main Street, a/k/a 1303 North Main Street, Providence, Rhode Island.
- c. Town of North Kingstown, State of Rhode Island, and having a street address of 4120 Quaker Lane, North Kingstown, Rhode Island.
- d. City of Pawtucket, State of Rhode Island, and having a street address of 525 Prospect Street, Pawtucket, Rhode Island.
- e. City of Warwick, State of Rhode Island, and having street addresses of 1359 Post Road, 403 Maple Street, 411 Maple Street, and Pine Street, Warwick, Rhode Island.