

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Phone: (800) 331-3282 Fax: (818) 662-4141	
B. E-MAIL CONTACT AT FILER (optional) CLS-CTLS_Glendale_Customer_Service@wolterskluwer.com	
C. SEND ACKNOWLEDGMENT TO (Name and Address) 36043 - BROOKLINE	
Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	66419793 RIRI FIXTURE
File with: Secretary of State, RI	

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 G B N PROPERTY INVESTMENT LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 45 Dike Street		CITY Providence	STATE RI	POSTAL CODE 02909
			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:

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:

66419793

Providence

Kevin Burns

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

G B N PROPERTY INVESTMENT 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 45 DIKE STREET, PROVIDENCE, RHODE ISLAND, as more particularly described on EXHIBIT B attached hereto.

17. MISCELLANEOUS: 66419793-RI-0 36043 - BROOKLINE BANK C/O U

BANK RHODE ISLAND

File with Secretary of State, RI

Providence Kevin Butts

EXHIBIT A

**UNIFORM COMMERCIAL CODE
CONTINUATION OF FINANCING STATEMENT**

DEBTOR:

G B N PROPERTY INVESTMENT LLC

45 Dike Street

Providence, Rhode Island 02909

SECURED PARTY:

BANK RHODE ISLAND

One Turks Head Place

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 those certain lots or parcels of real estate, located in **PROVIDENCE, RHODE ISLAND, commonly known as and numbered 45 DIKE STREET**, 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.

6. Notwithstanding any provision herein or in the UCC-1 Financing Statement, Secured Party does not claim any interest in any tangible personal property of Debtor or E N A JEWELRY, LLC ("Co-Borrower") located on any part of the land which lies in a federal flood hazard zone other than fixtures, and any use of the term "property" or "Personal Property" shall be deemed to exclude all tangible personal property of Debtor and Co-Borrower located on the land which lies in a federal flood hazard zone other than fixtures.

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

PARCEL ONE:

That certain tract or parcel of land with all the buildings and improvements thereon, situated in the City and County of Providence, State of Rhode Island, at the northeastern corner of Troy Street and Olive Street, bounding southerly on Olive Street thirty-eight and $5/10$ (38.5) feet; bounding westerly on Troy Street; northerly on land now or formerly of the Church of the Messiah; and easterly on land now or formerly of Katarzyna Krupowicz. Said parcel comprises the westerly thirty-eight and $5/10$ (38.5) feet in width by the entire depth of Lot No. 87 (eighty-seven) on that plat ended, "PLOT OF THE EAGLE STEAM MILL ESTATE IN OLNEYVILLE BELONGING TO JOHN WATERMAN & CO. SURVEYED AND PLATTED OCT. 18, 1898 BY ATWATER & SCHUBARTH", which plat is recorded in the Land Evidence Records of the City of Providence on Plat Card 853.

PARCEL TWO:

That certain tract or parcel of land with all the buildings and improvements thereon, situated on the northerly side of Olive Street, in the City and County of Providence, State of Rhode Island, bounded and described as follows:
Beginning at a point on the northerly side of Olive Street, thirty-eight and $5/10$ (38.5) feet easterly from Troy Street at the southeastern corner of land now or formerly of Joseph A. Inderlin; thence running easterly bounding southerly on Olive Street thirty-nine and $25/100$ (39.25) feet to land now or formerly of Julia Zaccodewicz; thence running northerly forty-five (45) feet; thence running easterly three and $636/100$ (3.036) feet; thence running northerly fifty-five (55) feet to land now or formerly of the Church of the Messiah, the last three (3) courses bounding on said Zaccodewicz land; thence running westerly bounding northerly on said Church of the Messiah land to said Inderlin land; thence running southerly bounding on said Inderlin land one hundred (100) feet to the starting point at said Olive Street.
EXCEPTING any land taken by the City of Providence for Highway purposes.

PARCEL THREE:

All right, title and interest in that certain tract or parcel of land with all the buildings and improvements thereon, situated in the City and County of Providence, State of Rhode Island, shown as cross hatched area and designated by the letters C-O-E-F-G-H-C on that plan ended, "PROVIDENCE, RI, P.W. DEPT. - ENGINEERING, OFFICE, CITY PROPERTY SECTION PLAN NO. 064123, DATE: MARCH 27, 1981", which plan was recorded on June 8, 1981 at 1:50 PM in Book 1228 at Page 318, bounded and described as follows:
Beginning at a point on the northerly side of Olive Street, said point being a point on a curve having a radius of 27 feet on a central angle of $52^{\circ}17'36''$ and being further identified by the letter "C" on the above mentioned plan; thence northerly bounding westerly on land now or formerly of Joseph A. Inderlin forty-two and $84/100$ (42.84) feet to point marked "D" on the above mentioned plan; thence easterly making an interior angle of $90^{\circ}00'00''$ with the last described line, and continuing three and $4/100$ (3.04) feet to a point marked "X" on the above mentioned plan; thence northerly making an interior angle of $270^{\circ}00'00''$ with the last described line and continuing fifty-five (55) feet to a corner and point marked "F" on the above mentioned plan; thence easterly making an interior angle of $90^{\circ}00'00''$ with the last described line and bounding northerly on land now or formerly of Church of the Messiah forty-three and $44/100$ (43.44) feet to the westerly line of Service Road No. 3 and point marked "G" on the above mentioned plan; thence southerly making an interior angle of $79^{\circ}23'30''$ with the last described line and continuing along the westerly line of Service Road No. 3 to the T.P. of a curve and point marked "H" on the above mentioned plan; thence on a curve to the left having a radius of twenty-seven (27) feet and a central angle of $52^{\circ}17'36''$ and an arc of curve of twenty-four and $63/100$ (24.63) feet to point marked "C" on the above mentioned plan, said point being the point and place of beginning.

Said parcel of land is excess condemnation property of Olneyville Expressway (Area "L", Plat No. 2).