

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT FILER (optional) <b>Scott A. Ritch, Esq. 331-2222</b>
B E-MAIL CONTACT AT FILER (optional)
C SEND ACKNOWLEDGMENT TO: (Name and Address) <b>Ursillo, Teitz &amp; Ritch, Ltd. 2 Williams Street Providence, Rhode Island 02903</b>

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>WAMPANOAG TRAIL OFFICES, LLC</b>				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS <b>95 Sockanosset Cross Road, Suite 203</b>		CITY <b>Cranston</b>	STATE <b>RI</b>	POSTAL CODE <b>02920</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 <b>TIMBER PROPERTIES, LLC</b>				
OR	2b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c MAILING ADDRESS <b>22 Morgan Drive</b>		CITY <b>Narragansett</b>	STATE <b>RI</b>	POSTAL CODE <b>02882</b>
			COUNTRY <b>USA</b>	

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>BRISTOL COUNTY SAVINGS BANK</b>				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS <b>29 Broadway</b>		CITY <b>Taunton</b>	STATE <b>MA</b>	POSTAL CODE <b>02780</b>
			COUNTRY <b>USA</b>	

4 COLLATERAL This financing statement covers the following collateral

See EXHIBIT A attached hereto and made a part hereof.

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/Licensor	
8 OPTIONAL FILER REFERENCE DATA: <b>RI SOS</b>	

# 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 <b>WAMPANOAG TRAIL OFFICES, LLC</b>	
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 <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)	14 This FINANCING STATEMENT <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input checked="" type="checkbox"/> 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  <b>The real estate is commonly known as and numbered 401 WAMPANOAG TRAIL and 501 WAMPANOAG TRAIL, EAST PROVIDENCE, RHODE ISLAND, as more particularly described on EXHIBIT B attached hereto.</b>

17 MISCELLANEOUS

**EXHIBIT A**

**UNIFORM COMMERCIAL CODE  
CONTINUATION OF FINANCING STATEMENT**

**DEBTORS:**                    **WAMPANOAG TRAIL OFFICES, LLC**  
95 Sockanosset Cross Road, Suite 203  
Cranston, Rhode Island 02920

**TIMBER PROPERTIES, LLC**  
22 Morgan Drive  
Narragansett, Rhode Island 02882

**SECURED PARTY:**        **BRISTOL COUNTY SAVINGS BANK**  
29 Broadway  
Taunton, Massachusetts 02780

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 **EAST PROVIDENCE, RHODE ISLAND, commonly known as and numbered 401 WAMPANOAG TRAIL and 501 WAMPANOAG TRAIL**, 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

401 Wampanoag Trail, East Providence, RI

That certain parcel or tract of land with all buildings and improvements thereon situated on the southwesterly side of the Wampanoag Trail and the northeasterly side of the East Shore Expressway in the City of East Providence, County of Providence, State of Rhode Island and is bounded and described, as follows:

Beginning at the most northerly corner of the herein described parcel and the most easterly corner of land now or formerly belonging to Forest M. and Sara W. Gaines said corner being situated on the southwesterly highway line of said Wampanoag Trail;

Thence turning in a southeasterly direction along the southwesterly highway line of the Wampanoag Trail curving to the right along the arc of a curve having a radius of two thousand seven hundred seventy-nine and 27/100 (2779.27) feet, a central angle of  $02^{\circ} 03' 07''$  for an arc distance of ninety-nine and 53/100 (99.53) feet to other land of 501 Wampanoag Trail, L.P. for a corner;

Thence turning an interior angle of  $115^{\circ} 48' 07''$  from the chord of the last described curve and running southwesterly bounding southeasterly on said other land now or lately of 501 Wampanoag Trail, L.P. for a distance of four hundred eight and 6/100 (408.06) feet to a corner and, the northeasterly highway line of the East Shore Expressway;

Thence turning an interior angle of  $68^{\circ} 49' 30''$  to the chord of the following described curve and running in a general northwesterly direction along the highway line of the East Shore Expressway curving to the right along the arc of a curve having a radius of seven hundred ninety-eight and 64/100 (798.64) feet, a central angle of  $13^{\circ} 34' 20''$  for an arc distance of one hundred eighty-nine and 18/100 (189.18) feet to a point of tangency;

Thence continuing in a northwesterly direction along the northeasterly highway line of the East Shore Expressway for distance of one hundred five and 97/100 (105.97) feet to aforesaid Gaines property for a corner;

Thence turning an interior angle of  $92^{\circ} 37' 52''$  and running northeasterly bounding northwesterly by said Gaines property for a distance of two hundred twenty-eight and 19/100 (228.19) feet to a corner;

Thence turning an interior angle of  $90^{\circ} 00' 00''$  and running southeasterly bounding northeasterly by said Gaines property for distance of twenty (20) feet to a corner;

thence turning an interior angle of  $270^{\circ} 00' 00''$  and running northeasterly bounding northwesterly by said Gaines property for a distance of one hundred fifty and 27/100 (150.27) feet to the point and place of beginning.

Said last described line forms an interior angle of  $89^{\circ} 31' 41''$  with the chord of the first described curve.

501 Wampanoag Trail, East Providence, RI

That certain parcel or tract of land with all buildings and improvements thereon situated on the southwesterly side of the Wampanoag Trail and the northerly side of the East Shore Expressway in the City of East Providence, County of Providence, State of Rhode Island and is bounded and described as follows:

Beginning at the most easterly corner of the herein described parcel, said corner being the most northerly corner of land now or, formerly belonging to Greatrex Corporation, said corner also being located seventy-seven (77) feet northwesterly of a brass pin located at the northeasterly corner of said Greatrex, Corporation land as measured along the southwesterly highway line of the Wampanoag Trail;

Thence running southwesterly bounding southeasterly on said Greatrex Corporation land for a distance of one hundred fifty-four and 71/100 (154.71) feet to a corner and the northerly highway line of the East Shore Expressway;

Thence turning an interior angle of  $100^{\circ} 39' 12''$  and running westerly along the northerly highway line of the East Shore Expressway for a distance of one hundred fifty-two and 36/100 (152.36) feet to an angle;

Thence turning an interior angle of  $161^{\circ} 52' 20''$  to the chord of the following described curve and running northwesterly along the northeasterly highway line of the East Shore Expressway curving to the right along the arc of a curve having a central angle of  $17^{\circ} 32' 07''$  and a radius of seven hundred ninety-eight and 64/100 (798.64) feet for an arc length of two hundred forty-four and 42/100 (244.42) feet to a corner and other land now or lately of 501 Wampanoag Trail, L.P.;

Thence turning an interior angle of  $95^{\circ} 37' 16''$  from the chord of the last described curve and running northeasterly bounding northwesterly on said other land now or lately of 501 Wampanoag Trail, L.P., for a distance of four hundred eight and 06/100 (408.06) feet to a corner and the southwesterly highway line of the Wampanoag Trail;

Thence turning an interior angle of  $59^{\circ} 51' 38''$  to the chord of the following described curve and running southeasterly along the southwesterly highway line of the Wampanoag Trail curving to the right along the arc of a curve having a central angle of  $06^{\circ} 37' 24''$  and a radius of two thousand, seven hundred seventy-nine and 27/100 (2779.27) feet for an arc length of three hundred twenty-one and 29/100 (321.29) feet an angle;

Thence turning an interior angle of  $172^{\circ} 40' 11''$  from the chord of the last described curve and running southeasterly along the southwesterly highway line of the Wampanoag Trail for a distance of one hundred thirty-six and 52/100 (136.52) feet to the point and place of beginning.

Said last described line forms an interior angle of  $129^{\circ} 19' 23''$  with the first described line;