

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

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| A NAME & PHONE OF CONTACT AT FILER (optional) CSC 1-800-858-5294 |
| B E-MAIL CONTACT AT FILER (optional) SPRFiling@cscglobal.com |
| C SEND ACKNOWLEDGMENT TO (Name and Address) 1562 14402 CSC 801 Adlai Stevenson Drive Springfield, IL 62703 Filed In: Rhode Island (S.O.S.) |

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 JOE'S PLACE, INC. | | | | |
| OR | 1b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 1c MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 1744 Cranston Street | Cranston | RI | 02920 | 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 or ASSIGNOR SECURED PARTY) Provide only one Secured Party name (3a or 3b)

| | | | | |
|--|-------------------------|---------------------|-------------------------------|---------|
| 3a ORGANIZATION'S NAME Citizens 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 |
| One Citizens Plaza | Providence | RI | 02903 | USA |

4 COLLATERAL This financing statement covers the following collateral:

All personal property of Debtor of every kind and nature, wherever located, whether now owned or hereafter acquired, including without limitation, the following categories of property as defined in Revised Article 9 of the Uniform Commercial Code: goods (including inventory, equipment, fixtures, farm products, and any accessories thereto), instruments (including promissory notes), documents, accounts (including health-care-insurance receivables), chattel paper (whether tangible or electronic), deposit accounts, letter-of-credit rights (whether or not the letter of credit is evidenced by a writing), commercial tort claims, securities and all other investment property, general intangibles (including payment intangibles and software), supporting obligations and any and all records of, accessions to and products and proceeds of the foregoing.

Any term used herein which is defined in either (i) Article 9 of the Uniform Commercial Code as in effect in the jurisdiction in which this financing statement was signed or authenticated by the Debtor at the time it was so signed or authenticated or (ii) Article 9 of the Uniform Commercial Code as in effect at any relevant time in the jurisdiction in which

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 Consignor/Consignee Seller/Buyer Bailor/Bailee Licensee/Licensor

8 OPTIONAL FILER REFERENCE DATA

1562 14402

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 JOE'S PLACE, INC. | |
| 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)
 this financing statement is filed, has the meaning to be ascribed thereto with respect to any particular item of property under the more encompassing of the two definitions. This financing statement covers, and is intended to cover, all personal property of the Debtor.

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|---|--|
| 13 <input 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 type="checkbox"/> is filed as a fixture financing |
| 15 Name and address of a RECORD OWNER of real estate described in item 15 (if Debtor does not have a record interest) | 16 Description of real estate |

17 MISCELLANEOUS