

UCC-1 Form

FILER INFORMATION

Full name:

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SEND ACKNOWLEDGEMENT TO

Contact name: ORSON AND BRUSINI LTD.

Mailing Address: 144 WAYLAND AVENUE

City, State Zip Country: PROVIDENCE, RI 02906 USA

DEBTOR INFORMATION

Org. Name: THE LARES GROUP II, LLC

Mailing Address: 333 STRAWBERRY FIELD ROAD

City, State Zip Country: WARWICK, RI 02886 USA

SECURED PARTY INFORMATION

Org. Name: STRAWBERRY FIELD ESTATES INC.

Mailing Address: 445 WARWICK INDUSTRIAL DRIVE

City, State Zip Country: WARWICK, RI 02886 USA

TRANSACTION TYPE: STANDARD

CUSTOMER REFERENCE: RISOS (\$650M AMENDED AND RESTATED LEASEHOLD MORTGAGE & SA - BK 2316, PG 124)

COLLATERAL

SEE SCHEDULE A ATTACHED HERETO AND MADE A PART HEREOF. THIS FINANCING STATEMENT REFERS TO REAL PROPERTY MORE FULLY DESCRIBED IN THAT CERTAIN NOTICE OF GROUND LEASE RECORDED WITH THE WARWICK LAND EVIDENCE RECORDS ON DECEMBER 20, 1994, AT 2:05 PM (THE "PREMISES"). RECORD OWNER OF LAND AND LESSOR OF LAND IS SECURED PARTY. MORTGAGOR OF LAND AND LESSEE OF LAND IS DEBTOR. RECORD OWNER OF IMPROVEMENTS ON THE PREMISES IS DEBTOR. THIS FINANCING STATEMENT COVERS GOODS WHICH ARE OR WHICH MAY BECOME FIXTURES AND IS TO BE FILED WITH THE REAL ESTATE RECORDS. THIS FINANCING STATEMENT IS INTENDED TO DESCRIBE THE SAME COLLATERAL AS UCC-1 FINANCING STATEMENTS RECORDED IN THE LAND EVIDENCE RECORDS OF THE CITY OF WARWICK (I) IN BOOK 2316 AT PAGE 244 ON DECEMBER 21, 1994; AND (II) IN BOOK 2323 AT PAGE 223 ON JANUARY 5, 1995.

SCHEDULE A

UCC-1 Financing Statement

Debtor:

The Lares Group II, LLC
333 Strawberry Field Road
Warwick, RI 02886

Secured Party:

Strawberry Field Estates Inc.
445 Warwick Industrial Drive
Warwick, RI 02886

This financing statement covers all of the Debtor's right, title and interest, whether now owned or hereafter acquired, whether now existing or hereafter arising and wherever located, in and to the following types of property, such security interest granted to Secured Party pursuant to that certain \$650,000 Amended and Restated Leasehold Mortgage and Security Agreement dated December 20, 1994, by and between the Debtor and Secured Party recorded in the Land Evidence Records of the City of Warwick in Book 2316 at Page 124 on December 20, 1994 (the "Mortgage"):

All fixtures, chattels and personal property relating to the Mortgaged Property, and all replacements thereof, substitutions therefor, additions thereto and proceeds thereof; all policies of insurance maintained with respect to the Mortgaged Property and all proceeds thereof; all awards and claims for damages, direct or consequential, in connection with any condemnation or other taking of the Mortgaged Property or any part thereof or for conveyance in lieu of condemnation, and the Rents.

As used herein,

"Improvements" shall mean all buildings and improvements now or hereafter situated upon the Premises and all fixtures now or hereafter owned by the Debtor or in which Debtor has an interest (but only to the extent of such interest) and placed in or upon the Premises or the buildings or improvements thereon.

"Mortgaged Property" shall mean the Premises, the Improvements and all of such other property granted and conveyed to Secured Party by the Mortgage.

"Premises" shall have the meaning ascribed to such term on the cover page to this UCC-1 financing statement.

"Rents" shall mean all of the rents, issues, benefits and profits of the Mortgaged Property as may now or hereafter be paid to the Debtor.

This financing statement is intended to describe the same collateral as UCC-1 Financing Statements recorded in the Land Evidence Records of the City of Warwick (i) in Book 2316 at Page 244 on December 21, 1994; and (ii) in Book 2323 at Page 223 on January 5, 1995.