

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

<b>A NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> <b>Robert A. Migliaccio, Esq. - 401-331-5700</b>
<b>B E-MAIL CONTACT AT FILER (optional)</b> <b>rmigliaccio@cm-law.com</b>
<b>C SEND ACKNOWLEDGMENT TO (Name and Address)</b>  <div style="border: 1px solid black; padding: 5px;"> <b>Robert A. Migliaccio, Esq.</b>  <b>Cameron &amp; Mittleman, LLP</b>  <b>301 Promenade Street</b>  <b>Providence, Rhode Island 02908</b>  <b>rmigliaccio@cm-law.com</b> </div>

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>Thames Brown &amp; Howard, LLC</b>				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS <b>100 Westminster Street</b>		CITY <b>Providence</b>	STATE <b>RI</b>	POSTAL CODE <b>02903</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				
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 <b>Berkshire Bank</b>				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS <b>803 Main Street</b>		CITY <b>Willimantic</b>	STATE <b>CT</b>	POSTAL CODE <b>06226</b>
			COUNTRY <b>USA</b>	

4 COLLATERAL This financing statement covers the following collateral:

All leases and rents as more particularly set forth on Exhibit A attached hereto and incorporated 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 Transmuting 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"/> Consignor/Consignee <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor	
8 OPTIONAL FILER REFERENCE DATA <b>RI SOS</b>	

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## EXHIBIT A

All of Debtor's right, title and interest in and to (i) all leases, subleases and tenancies, whether written or oral, now or hereafter existing with respect to any portion or portions of the premises owned by Debtor in the City of Newport, Rhode Island, situated at 407-411 Thames Street and 19-25 Brown and Howard Wharf, which premises may be more particularly described in Exhibit B attached hereto, together with all buildings and improvements now or hereafter constructed thereon (all of such premises being hereinafter collectively referred to as the "Premises"), together with any renewals or extensions thereof and leases, subleases and tenancies in substitution therefor (all of which are hereinafter referred to as the "Assigned Leases"), (ii) all rents and other payments of every kind due or payable and to become due and payable to the Debtor, its successors and assigns, as a result of any use, possession or occupancy of any portion or portions of the Premises, including, but not limited to, security deposits, tax or operating expense escalation payments, percentage rent, additional rent, or any other payments arising from any license, use permit or concession, (iii) all right, title and interest of the Debtor in and to any and all guarantees of the Assigned Leases, and (iv) any awards which may be made in respect of Debtor's interest in any of the Assigned Leases in any bankruptcy, insolvency or reorganization proceedings in any state or federal court.

## EXHIBIT B

That condominium unit located in the City and County of Newport, State of Rhode Island identified as Unit Number Two (2) (Retail Unit) established pursuant to the Amended and Restated Declaration of Condominium of the Brown and Howard Master Condominium recorded May 25, 2007 in Book 1855, Page 128 in the Records of Land Evidence of the City of Newport and shown on the Plats and Plans recorded therewith.

Together with the undivided percentage interest of the Unit in the common areas and facilities of the Condominium as well as such other rights and easements which are appurtenant to said Unit.

Being the same premises conveyed in Book 2059, Page 138 in said Records.

Address:  
407-411 Thames Street  
Newport, RI 02840