

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> Name: Wolters Kluwer Lien Solutions Phone: 800-331-3282 Fax: 818-662-4141	
<b>B. E-MAIL CONTACT AT FILER (optional)</b> uccfilingreturn@wolterskluwer.com	
<b>C. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> 33578 - THE	
Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	72355284  RIRI
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 The Whitney Group, Inc.				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS		CITY	STATE	POSTAL CODE
187 North Main Street, P.O. Box 1384		Providence	RI	02903
				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 THE WASHINGTON TRUST COMPANY				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS		CITY	STATE	POSTAL CODE
23 BROAD STREET		WESTERLY	RI	02891
				COUNTRY
				USA

4 COLLATERAL: This financing statement covers the following collateral:  
 All Debtor's Fixtures, Machinery and Equipment, Premiums, Awards, Leases, Rentals and Other Payments, now owned or hereafter acquired, including, but not limited to those items set forth on Exhibit A attached hereto and incorporated herein by reference, all in connection with the real estate located at 1764 Warwick Avenue and 345 Providence Street, Warwick, Rhode Island, as more particularly described on Exhibit B attached hereto and incorporated herein 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 Transmitting Utility	<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/Licenser	
8. OPTIONAL FILER REFERENCE DATA 72355284 Laurel L. Bowerman	

## UCC-1 FINANCING STATEMENT

Debtor:

The Whitney Group, Inc.  
187 North Main Street  
P.O. Box 1384  
Providence, Rhode Island 02901  
Attn: Alex Kaufman, President

Secured Party:

The Washington Trust Company  
23 Broad Street  
Westerly, Rhode Island 02891  
Attn: Laurel L. Bowerman  
Vice President

The following terms shall have the following meanings:

**FIXTURES, MACHINERY AND EQUIPMENT:** All fixtures of every kind and nature whatsoever, now or hereafter located in, upon or about the real estate located at 1764 Warwick Avenue and 345 Providence Street, Warwick, Rhode Island, as more particularly described on Exhibit B attached hereto and incorporated herein by reference (the "Real Estate"), all buildings, structures, improvements and tenements of every kind or nature whatsoever now or hereinafter erected on the Real Estate and the land lying in the bed of any street, road or avenue, opened or proposed, and any and all sidewalks, plazas, alleys, strips and gores, in front of, adjoining or adjacent to the Real Estate; and all and singular the privileges, tenements, hereditaments, licenses, easements, party wall agreements, rights, royalties, mineral, oil and gas rights, rents, issues and profits, water, water rights, water stock, and appurtenances, reversion or reversions and remainder or remainders belonging or in any way appertaining to the Real Estate or any other location for incorporation into improvements located or to be located on the Real Estate, and all renewals and replacements thereof and additions, substitutions and accessions thereto (the "Fixtures"). The Fixtures shall be deemed to include, but without limiting the generality of the foregoing, all heating, lighting, laundry, incineration and power equipment, engines, pipes, pumps, tanks, motors, dynamos, boilers, fuel, conduits, switchboards, plumbing, lifting, refrigerating, ventilating, and communications apparatus, sprinkler system and other fire prevention and fire extinguishing apparatus, air cooling and air conditioning apparatus, elevators, escalators, shades, blinds, awnings, screens, storm doors, and windows, stoves, refrigerators, refrigerating plant, attached cabinets, partitions, ducts and compressors, gas and electric fixtures, ranges, stoves, disposals, rugs.

All machinery and equipment of every kind and nature whatsoever, now or hereafter located in or upon the Real Estate, or any part thereof, and all renewals and replacements thereof and additions, substitutions and accessions thereto (the "Machinery and Equipment"). The Machinery and Equipment shall be deemed to include, without limitation of the generality of the foregoing, all right, title and interest of Debtor in and to all machinery, fixtures, equipment, tools, construction materials, bricks, steel, wood, windows, window frames, glass, concrete, mortar, furnishings, furniture, carpets, appliances, cabinets, sinks, tubs, toilets, shower stalls, landscaping materials and improvements, now or any time hereafter attached to, placed upon, or used in any way in connection with the use, enjoyment, operation, maintenance and occupancy of the Real Estate.

All cash and non-cash proceeds of any of the foregoing Fixtures and/or Machinery and Equipment, including insurance proceeds, claims and settlements; and all proceeds and products of any Fixtures and/or Machinery and Equipment, including but not limited to any deposits or payments now or hereafter made by Debtor on any of the foregoing to be acquired by Debtor.

**PREMIUMS:** All unearned premiums, accrued, accruing or to accrue under insurance policies now or hereafter obtained by Debtor and all proceeds of the conversion, voluntary or involuntary, of the Real Estate or the Fixtures, Machinery and Equipment, and/or any other property or rights described herein, or any part thereof, into cash or liquidated claims.

**AWARDS:** All awards or payments, including interest thereon, and the right to receive the same, which may be made with respect to eminent domain, the alteration of the grade of any street, or any other injury to or decrease in the value of the Real Estate or the Fixtures, Machinery and Equipment, and/or any other property or rights described herein.

**LEASES:** All existing and future tenancies, subtenancies, leases and subleases of, and agreements now or hereafter affecting or having reference to, the whole or any part of the Real Estate and to which Debtor is a party, and any renewals or extensions thereof or leases or subleases in substitution therefor, whether oral or written, together with and including the Debtor's entire right, title and interest in such leases and subleases, including, but not limited to, all the right, power and authority of Debtor to alter, modify or change such leases and subleases, or to terminate the term thereof or accept a surrender thereof or to cancel the same or to waive or release the tenant from the performance or observance by the tenant of any obligation or condition thereof.

**RENTALS AND OTHER PAYMENTS:** All rents, issues and profits from the Real Estate and all other sums now or hereafter paid or payable to Debtor by tenants now or hereafter occupying the Real Estate or any portion thereof, under or by reason of all existing and future tenancies and leases and subleases of the whole or any part of the Real Estate, including, without limiting the generality of the foregoing language, any and all sums paid or payable to Debtor by reason of the exercise by any tenant, of any option, preemptive right or right of first refusal to purchase or lease the whole or any portion of the Real Estate, proceeds of rent insurance and business interruption insurance, so-called, proceeds of any insurance or guaranty of any lease or sublease of the whole or any portion of the Real Estate or of the obligations of any tenant under such lease, awards of damage or other sums paid or payable to Debtor by reason of the taking of all or any portion of the Real Estate by condemnation or other similar proceedings, all sums paid or payable to Debtor in addition to rental for such items as taxes, utilities and water charges, all sums paid or payable for use and occupancy of the Real Estate or any portion thereof, and all sums paid pursuant to settlement with or judgment against any tenant relating to any alleged breach of any lease, sublease or agreement.

## **EXHIBIT B**

### **Legal Description**

**345 Providence Street, Warwick, RI**

A certain lot or parcel of land with all the buildings and improvements thereon situated on the southerly side of Providence Street, otherwise known as New London Avenue and Providence Street, otherwise known as New London Avenue and sometimes known as Toll Gate Road, in the City of Warwick, County of Kent and State of Rhode Island, bounded and described as follows:

Beginning at a point on Providence Street at the northwesterly corner of the lot hereby conveyed; thence easterly on said Providence Street one hundred twenty-nine and 7/10 (129.7) feet to Elmer Avenue; thence southerly on said Elmer Avenue one hundred seventy-four and 5/10 (174.5) feet to a corner; thence westerly sixty-eight and 6/10 (68.6) feet to a corner; thence northerly one hundred seventy-five (175) feet to said Providence Street at the point of beginning, bounding on the south on land now or lately of Norman Cobler and wife and on the west on land now or formerly of Carol Ann (Paica) Lantz.

Subject to that agreement to and with the Town of West Warwick, Rhode Island, recorded in the Land Evidence Records of the City of Warwick, Rhode Island, in Land Evidence Book 2828 at Page 172.

**FOR REFERENCE ONLY:**

345 Providence Street  
Warwick, Rhode Island  
Plat 253, Lot 11

*(Legal Description continues on the following page)*

Legal Description

(continued)

**1764 Warwick Avenue, Warwick Rhode Island**

**Parcel One:**

That certain lot or parcel of land with all improvements thereon located on the southerly side of Dallas Avenue in the City of Warwick, County of Kent, State of Rhode Island, and described as follows:

Lot 206 (two hundred six) on that plat entitled "RIDGEWAY TERRACE WARWICK, R.I. BELONGING TO F.H. WATSON WALTER E. FRENCH, ENG'R APRIL 1921," in plat book 6, page 28, plat card 287.

**Parcel Two:**

That certain lot or parcel of land with all improvements thereon located on the easterly side of Warwick Avenue, southerly side of Dallas Avenue and the northerly side of Dayton Avenue in the City of Warwick, County of Kent, State of Rhode Island, and described as follows:

Lots 204 (two hundred four), 205 (two hundred five), 232 (two hundred thirty two), 233 (two hundred thirty three), and 234 (two hundred thirty four) on that plat entitled "RIDGEWAY TERRACE WARWICK, R.I. BELONGING TO F.H. WATSON WALTER E. FRENCH, ENG'R APRIL 1921." in plat book 6, page 28, plat card 287.

3645172 1/55555-52