

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

Name: Wolters Kluwer Lien Solutions Phone: 800-331-3282 Fax: 818-662-4141

B. E-MAIL CONTACT AT FILER (optional)

uccfilingreturn@wolterskluwer.com

C. SEND ACKNOWLEDGMENT TO (Name and Address)

22808 - WEBSTER BANK

Lien Solutions
P.O. Box 29071
Glendale, CA 91209-907175758044
RIRI
FIXTURE

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

BLACKSTONE VALLEY PORTFOLIO FUND I, LLC

OR

1b. INDIVIDUAL'S SURNAME**FIRST PERSONAL NAME****ADDITIONAL NAME(S)/INITIAL(S)****SUFFIX****1c. MAILING ADDRESS**

941 Dyer Avenue

CITY

Cranston

STATE

RI

POSTAL CODE

02920

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

WEBSTER BANK, NATIONAL ASSOCIATION

OR

3b. INDIVIDUAL'S SURNAME**FIRST PERSONAL NAME****ADDITIONAL NAME(S)/INITIAL(S)****SUFFIX****3c. MAILING ADDRESS**

436 Slater Rd.

CITY

New Britain

STATE

CT

POSTAL CODE

06053

COUNTRY

USA

4. **COLLATERAL** This financing statement covers the following collateral

See EXHIBIT A attached hereto and made a part hereof.

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

8. **OPTIONAL FILER REFERENCE DATA**

75758044

Blackstone Valley Portfolio

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

BLACKSTONE VALLEY PORTFOLIO FUND I, LLC

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. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

15 Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

14. This FINANCING STATEMENT

☐ covers timber to be cut ☐ covers as-extracted collateral ☒ is filed as a fixture filing

16 Description of real estate

The real estate is commonly known as and numbered:
(a) 331 PROSPECT STREET; (b) 330 SCHOOL STREET; (c) 5 CHESTNUT STREET; and (d) 10 BEECHWOOD AVENUE, PAWTUCKET, RHODE ISLAND, as more particularly described on EXHIBIT B attached hereto.

EXHIBIT A

**UNIFORM COMMERCIAL CODE
CONTINUATION OF FINANCING STATEMENT**

DEBTOR: **BLACKSTONE VALLEY PORTFOLIO FUND I, LLC**
941 Dyer Avenue
Cranston, Rhode Island 02920

SECURED PARTY: **WEBSTER BANK, NATIONAL ASSOCIATION**
436 Slater Road
New Britain, Connecticut 06053

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 the **CITY OF PAWTUCKET, STATE OF RHODE ISLAND, commonly known as and numbered: (a) 331 PROSPECT STREET; (b) 330 SCHOOL STREET; (c) 5 CHESTNUT STREET; and (d) 10 BEECHWOOD AVENUE**, 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

PARCEL ONE:

All that certain tract or parcel of land situated on the northerly side of Exeter Street, the westerly side of Prospect Street and the southerly side of Linwood Street, in the City of Pawtucket, County of Providence and State of Rhode Island, designated as parcel RV-R-1 on plan entitled, "PAWTUCKET REDEVELOPMENT AGENCY PARCEL RV-R-1 PAWTUCKET NEIGHBORHOOD DEVELOPMENT PROGRAM PROJECT NO. R.I. A-1 (RIVERVIEW), PREPARED BY WATERMAN ENGINEERING COMPANY DATED MARCH, 1971", and more particularly described as follows:

That certain tract or parcel of land situated on the northerly side of Exeter Street, the westerly side of Prospect Street and the southerly side of Linwood Street in the City of Pawtucket, County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at the intersection of the northerly line of Exeter Street and the westerly line of Prospect Street; said intersection being the southeast corner of the herein described parcel;

thence running southwesterly, bounded southeasterly by said Exeter Street, a distance of two hundred eighty five and 68/100 (285.68) feet to a corner and land now or lately owned by Blackstone Valley Gas and Electric Company;

thence turning an interior angle of 90°00'00" and running northwesterly, bounded southwesterly by said Blackstone Valley Gas and Electric Company land, a distance of four hundred ten and 00/100 (410.00) feet to a corner and the aforesaid southerly line of Linwood Street:

thence turning an interior angle of 90°00'00" and running northeasterly, bounded northwesterly by said Linwood Street, a distance of two hundred ninety eight and 80/100 (298.80) feet to a corner and the aforesaid westerly line of Prospect Street;

thence turning an interior angle of 88°10'00" and running southeasterly, bounded northeasterly by said Prospect Street, a distance of four hundred ten and 21/100 (410.21) feet to the point of beginning.

The last described course forms an interior angle of 91°50'00" with the first described course; the herein described parcel of land contains 119,818 square feet of land, more or less.

PARCEL TWO:

Those five (5) certain lots or parcels of land with all the buildings and other improvements thereon, situated on the southerly side of Chestnut Street, easterly side of School Street and northerly side of Beechwood Street in said City of Pawtucket, County of Providence and State of Rhode Island, laid out and designated as lots numbered one (1), two (2), three (3), four (4) and five (5) on that plat of land entitled, "REPLAT OF LOTS 37-38-39-40 ON DUNNELL PARK (PART NO. 1 REPLAT) BELONGING TO EUGENE H. AND MARY T. FERLAND, PAWTUCKET, R.I. J.B. HANNA – MARCH 19, 1963", which said plat is on file in the office of the Recorder of Deeds in said City of Pawtucket on Plat Card 472.