

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT FILER (optional) Robert A. Migliaccio, Esq. - 401-331-5700
B E-MAIL CONTACT AT FILER (optional) rmigliaccio@cm-law.com
C SEND ACKNOWLEDGMENT TO (Name and Address) <div style="border: 1px solid black; padding: 5px;"> Robert A. Migliaccio, Esq. Cameron & Mittleman, LLP 301 Promenade Street Providence, Rhode Island 02908 rmigliaccio@cm-law.com </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 1C of the Financing Statement Addendum (Form UCC1Ad)

1a ORGANIZATION'S NAME 5-113 LLC				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1414 Atwood Avenue	Johnston	RI	02919	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 Rockland Trust Company				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
288 Union Street	Rockland	MA	02370	USA

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 held in a Trust (see UCC1Ad, item 17 and instructions) 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"/> Lessor/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailee <input type="checkbox"/> Licensee/Licensee	

8 OPTIONAL FILER REFERENCE DATA
RI SOS

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 Warwick, Rhode Island, situated at 555 Greenwich Avenue, 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 certain tract or parcel of land with all buildings and improvements thereon situated on the southwesterly side of Route (Greenwich Avenue) in the City of Warwick, County of Kent, and State of Rhode Island is herein bounded and described;

Beginning at the most northwesterly corner of the herein described parcel, said point being at or near a Rhode Island Highway Bound, located at station 381+71.11 one hundred fifty and 00/100 (150.00') feet right Plat No. 1218 or station 69+53.74 right fifty and 00/100 (50.00') right Plat No. 1500;

Thence proceeding along the arc of a curve in a counter clock direction with a radius of two thousand eight hundred fourteen and 79/100 (2814.79') feet and a delta angle of 7°42'13" a distance of three hundred seventy eight and 46/100 (378.46') feet to a point, said point being at or near a Rhode Island Highway Bound, located at station 73+38.92 right fifty and 00/100 (50.00') feet;

Thence proceeding south 34°43'45" east a distance of one hundred sixty two and 96/100 (162.96') feet to a point at or near a Rhode Island highway Bound, located at station 75+01.88 right fifty and 00/100 (50.00') feet;

Thence proceeding along the arc of a curve in a counter clock direction with a radius of two thousand two hundred forty one and 83/100 (2241.83') feet and a delta angle of 00°57'44" a distance of thirty seven and 64/100 (37.64') feet to a point;

Thence proceeding south 26°19'55" east a distance of one hundred fifty five and 95/100 (155.95') feet to a point;

Thence proceeding along the arc of a curve in a clock wise direction with a radius of two thousand one hundred ninety and 50/100 (2190.50') feet and a delta angle of 02°02'39" a distance of seventy eight and 15/100 (78.15') feet to a point;

Thence continuing along the arc of said curve with a radius of two thousand one hundred ninety and 50/100 (2190.50') feet and a delta angle of 02°52'48" a distance of one hundred ten and 10/100 (110.10') feet to a point;

Thence proceeding south 25°54'51" east a distance of sixty seven and 00/100 (67.00') feet to a point;

Thence proceeding south $25^{\circ}54'51''$ east a distance of ninety six and $12/100$ (96.12') feet to a point;

Thence proceeding along the arc of a curve in a clock wise direction with a radius of two thousand one hundred ninety nine and $50/100$ (2199.50') feet and a delta angle of $05^{\circ}25'07''$ a distance of two hundred eight and $01/100$ (208.01') feet to a point;

Thence proceeding south $14^{\circ}34'45''$ east a distance of forty eight and $35/100$ (48.35') feet to a point;

Thence proceeding along the arc of a curve in a clock wise direction with a radius of two thousand one hundred ninety nine and $50/100$ (2199.50') feet and a delta angle of $03^{\circ}23'06''$ a distance of one hundred twenty nine and $95/100$ (129.95') feet to a point

Thence proceeding south $04^{\circ}07'06''$ east a distance of forty three and $92/100$ (43.92') feet to a point;

Thence proceeding south $09^{\circ}31'22''$ east a distance of two hundred fifty eight and $20/100$ (258.20) feet to a point said point being the intersection of the southwesterly highway line of Greenwich Avenue (State Rte 5) with the northerly highway line of State Rte. 113, the last ten (10) courses run along the southwesterly highway line and freeway line of Greenwich Avenue (State Rte. 5) State Highway Plat No. 2628;

Thence proceeding south $32^{\circ}46'54''$ west a distance of two hundred sixteen and $29/100$ (216.29') feet to a point;

Thence proceeding south $77^{\circ}18'38''$ west a distance of two hundred eighty five and $77/100$ (285.77') feet to a point;

Thence continuing south $77^{\circ}18'38''$ west a distance of one hundred sixty five and $77/100$ (165.77') feet to a point;

Thence proceeding north $12^{\circ}19'29''$ west a distance of two hundred forty two and $43/100$ (242.43') to a point, the last four (4) courses run along the northerly highway line of State Route 113 State Highway Plat No. 2628;

Thence proceeding north $13^{\circ}16'58''$ west a distance of one hundred seventy one and $56/100$ (171.56') feet to a point;

Thence proceeding north $73^{\circ}55'05''$ west a distance of five hundred six and $80/100$ (506.80') feet to granite bound;

Thence continuing north $73^{\circ}55'05''$ west a distance of four ($4' \pm$) feet more or less to a point on the bank of the Pawtuxet River, the last two (2) courses bounded easterly by land now or formerly of the City of Warwick;

Thence following along the bank of said river a distance of seven hundred six ($706' \pm$) feet more or less to a point on the southerly highway line of Interstate Route 95, the last course bounded southerly by land now or formerly of The City of Warwick;

Thence proceeding along the arc of a curve in a clock wise direction with a radius of four thousand four hundred fifty and $00/100$ ($4450.00'$) feet and a delta angle of $10^{\circ}46'39''$ a distance of eight hundred thirty seven and $06/100$ ($837.06'$) feet to the point and place of beginning, bounded northwesterly by Interstate Route 95;

Said parcel is subject to easements of record.

Said parcel contains 1,280,770 square feet or 29.4 acres more or less.