

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT FILER (opt on): Jim Kelly - 401-272-5800
B E-MAIL CONTACT AT FILER (optional): jkelly@simmonsLtd.com
C SEND ACKNOWLEDGMENT TO (Name and Address): Simmons Associates, Ltd. 155 South Main Street, Suite 301 Providence, RI 02903 Attn: JVK

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 the 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 296 CHARLES STREET PROPERTIES, LLC	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c MAILING ADDRESS 296 Charles Street	CITY Providence	STATE RI	POSTAL CODE 02904	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 the 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	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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 or ASSIGNOR SECURED PARTY); Provide only one Secured Party name (3a or 3b)

3a ORGANIZATION'S NAME Bank Rhode Island	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS One Turks Head Place	CITY Providence	STATE RI	POSTAL CODE 02903	COUNTRY USA

4 COLLATERAL This financing statement covers the following collateral

The Collateral consists of all assets of the Debtor, including, without limitation, all Personal Property of the Debtor now or hereafter related or located at the Real Estate known as 296 Charles Street, Providence, Rhode Island, and as more particularly described on Exhibit A attached hereto and incorporated herein by reference, and including, but not limited to, the Collateral 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	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: RI Secretary of State-Mortgage Term Loan	

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	296 CHARLES STREET PROPERTIES, 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 use 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); 14. This FINANCING STATEMENT covers timber to be cut; covers as-extracted collateral; is filed as a fixture filing

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

Not Applicable

16. Description of real estate

Street Address:

296 Charles Street, Providence, Rhode Island

Legal Description:

See Exhibit A, attached hereto and incorporated herein by reference

17. MISCELLANEOUS

EXHIBIT A

LEGAL DESCRIPTION FOR:

296 Charles Street, Providence, Rhode Island

PARCEL ONE: That certain lot or parcel of land with all the buildings and improvements thereon situate on the northeasterly side of Ashburton Street in the City of Providence, State of Rhode Island, laid out and designated as Lot No 56 (fifty-six) on that plat entitled "Plat of Philip W. Martin's Estate by M.B. Lockwood Providence May 12th 1843" which plat is recorded in the office of the Recorder of Deeds of the City of Providence in Plat Book 3 at page 53 and (copy) on Plat Card 87.

PARCEL TWO: ALSO that certain lot or parcel of land with all the buildings and improvements thereon situate on the southeasterly side of Ashburton Street in the City of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the southeasterly line of Ashburton Street at the southwesterly corner of land now or lately of Emilio Santaniello and the northwesterly corner of the premises herein described, and running thence northeasterly bounding northwesterly on said Santaniello land twenty-three and $\frac{2}{10}$ (23.2) feet to Lot No. 84 (eighty-four) on that plat entitled "Plat of Philip W. Martin's Estate by M.B. Lockwood Providence May 12th 1843" which plat is recorded in the office of the Recorder of Deeds of the City of Providence in Plat Book 3 at page 53 and (copy) on Plat Card 87, being land now or formerly of The Erco Corporation; thence turning and running southeasterly bounding northeasterly on said Lot No. 84 (eighty-four) fifty and $\frac{15}{100}$ (50.15) feet, more or less, to land now or formerly of The Erco Corporation; thence turning and running southwesterly bounding southeasterly on said last named land sixty-nine and $\frac{8}{100}$ (69.58) feet to Ashburton Street; thence turning and running northerly bounding westerly on Ashburton Street one and $\frac{96}{100}$ (1.96) feet to an angle in said Street; thence turning and running northeasterly bounding northwesterly on said Ashburton Street sixty-six and $\frac{62}{100}$ (66.62) feet to said Santaniello land and the point or place of beginning.

PARCEL THREE: ALSO, that certain tract or parcel of land with all the buildings and improvements thereon situate on Charles Street and on Ashburton Street, in the City of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the southwesterly line of Charles Street at the northeasterly corner of land now or lately of Providence Redevelopment Agency, and running thence northwesterly bounding northeasterly on said Charles Street two hundred fifty and $\frac{75}{100}$ (250.75), feet, more or less, to land now or lately of Emilio Santaniello; thence turning and running southwesterly bounding northwesterly on said Santaniello land one hundred and $\frac{3}{10}$ (100.3) feet to land now or lately of

EXHIBIT B
TO UCC-1 FINANCING STATEMENT

Debtor: **296 CHARLES STREET PROPERTIES, LLC**
 296 Charles Street
 Providence, RI 02904

Secured Party: **Bank Rhode Island**
 One Turks Head Place
 Providence, RI 02903

All the tangible and intangible personal property (including goods, equipment, machinery, tools and other personal property described herein) and fixtures of every kind and description now or hereafter owned by Debtor or in which Debtor has an interest (but only to the extent of such interest), situated or to be situated upon or used in connection with the real property described below (the "Premises") or in any of said buildings and improvements, and relating to the Premises and the Improvements (as defined in the Mortgage Deed, Security Agreement, and Fixture Filing from Debtor in favor of the Secured Party (the "Mortgage")), together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products of, and now or hereafter located at, or used in connection with the operation of the Premises or the improvements thereon, including without limitation the following:

A. EQUIPMENT, ETC.: All of Debtor's interest in and to all equipment, fixtures, inventory, goods, materials, supplies, furnishings, accounts, accounts receivable, contract rights, plans, specifications, permits, licenses, other rights, bank deposits and other accounts, cash, and general intangibles, whether now or hereafter existing, for use on or in connection with the Premises.

B. PROCEEDS FOR DAMAGE TO THE MORTGAGED PROPERTY: All proceeds (including without limitation, insurance and condemnation proceeds) including interest thereon, paid for any damage done to the Mortgaged Property (as defined in the Mortgage) or any part thereof, or for any portion thereof appropriated for any character of public or quasi-public use in accordance with the provisions, terms and conditions set forth in the Mortgage.

C. LEASES AND RENTS: All of the Debtor's right, title and interest in and to any leases or other agreements for use of any of the Premises or Improvements and all rents, security deposits, and other proceeds, products, offspring or profits of such leases and other agreements, in each case whether now or hereafter existing, relating to the Premises or Improvements, as provided in a Collateral Assignment of Rents and Leases of even date herewith delivered by the Debtor to the Secured Party.

D. UTILITY DEPOSITS: All right, title and interest of the Debtor in and to all monetary deposits which Debtor has been or will be required to give to any public or private utility with respect to utility services furnished or to be furnished to the Premises.

E. RECORDS: All of the records and books of account now or hereafter maintained by Debtor in connection with the operation of the Premises.

F. NAME AND GOODWILL: The right, in event of foreclosure under the Mortgage of the Mortgaged Property, to take and use any name by which the Mortgaged Property is then known or any variation of the words hereof, and the goodwill of Debtor with respect thereto.

The Premises is located in the City of Warwick, State of Rhode Island, and has a street address of 296 Charles Street, Providence, Rhode Island.