

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT FILER (optional) 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

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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1 DEBTOR'S NAME Provide only one Debtor name (*a or *b) (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 JB, LLC	OR		
1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS 200 Jefferson Boulevard	CITY Warwick	STATE RI	POSTAL CODE 02888
		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 1C 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 Bank Rhode Island	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 200 Jefferson Boulevard, Warwick, 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/Licenseor	
8. OPTIONAL FILER REFERENCE DATA RI Secretary of State-Guaranty of Line 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 JB, 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)

<p>13 <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)</p> <p>15 Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest)</p> <p>Not Applicable</p>	<p>14 This FINANCING STATEMENT</p> <p><input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as extracted collateral <input checked="" type="checkbox"/> is filed as a fixture filing</p> <p>16 Description of real estate</p> <p>Street Address:</p> <p>200 Jefferson Boulevard, Warwick, Rhode Island</p> <p>Legal Description:</p> <p>See Exhibit A, attached hereto and incorporated herein by reference</p>
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17 MISCELLANEOUS

EXHIBIT A

LEGAL DESCRIPTION FOR:

200 Jefferson Boulevard, Warwick, Rhode Island

The land referred to herein below is situated in the County of Kent, State of Rhode Island, and described as follows:

That certain lot or parcel of land with all buildings and improvements thereon, located on the easterly line of Jefferson Blvd., the westerly line of Malbone Street and the westerly line of Lincoln Ave. located in the City of Warwick, County of Kent, State of Rhode Island and bounded and described as follows:

Beginning at the intersection of the easterly line of Jefferson Blvd. and the westerly line of Lincoln Ave., at a point opposite and (50.00) feet right of baseline station 116+74.03 on Rhode Island Highway Plat No. 1070, said point also being the northwest corner of the herein described parcel;

Thence: Running southerly along said easterly line of Jefferson Blvd; (149.03) feet to a point opposite and (50.00) feet right of baseline station 115+25.00 on Rhode Island Highway Plat No. 1070;

Thence: Turning an angle to the right of $270^{\circ}00'00''$ and running westerly (17.65) feet to a point opposite and (32.35) feet right of baseline station 115+25.00 on Rhode Island Highway Plat No. 1070;

Thence: Turning an angle to the right of $90^{\circ}00'00''$ and running southerly along said easterly line of Jefferson Blvd. (52.56) feet to a point opposite and (32.35) feet right of baseline station 114+72.44 on Rhode Island Highway Plat No. 1070;

Thence: Turning an angle to the right of $90^{\circ}00'00''$ and running easterly (17.65) to a point opposite and (50.00) feet right of baseline station 114+72.44 on Rhode Island Highway Plat No. 1070;

Thence: Turning an angle to the right of $270^{\circ}00'00''$ and running southerly along said easterly line of Jefferson Blvd. (168.13) feet to a point opposite and (50.00) feet right of baseline station 113+04.31 on Rhode Island Highway Plat No. 1070;

Thence: Turning an angle to the right of $90^{\circ}01'42''$ and running easterly along the land now or formerly of Jefferson Professional Condominiums (136.43) feet to the westerly line of Malbone Street;

Thence:

Turning an angle to the right of $90^{\circ}00'00''$ and running northerly along the westerly line of Malbone Street (180.00) feet to the westerly line of Lincoln Ave.;

Thence: Turning an angle to the right of $139^{\circ}13'13''$ and running northerly along the westerly line of Lincoln Ave. (53.80) feet;

Thence: Turning an angle to the right of $186^{\circ}31'$ and running northerly along the westerly line of Lincoln Ave. (180.25) feet to the point and place of beginning and forming an angle to the right of $3e13'54''$ with the first course and containing (37,895) square feet of land more or less.

Meaning and intending to describe the parcel labeled "RECORD LOT 1" on that plan entitled:

°WARWICK, RI STREET ABANDONMENT/ADMINISTRATIVE SUBDIVISION PREAPRED FOR JB, LLC CLASS 1 SURVEY OF A.P. 282 LOTS 162, 75, 196 & A PORTION OF COLORADO AVENUE BY MLC SURVEYING, INC. 450 GEO. WASH. HWY. SMITHFIELD, RI (401) 232-1990 JEFFERSON BLVD., MALBONE STREET, LINCOLN AVE. & COLORADO AVE. ZONE-GI APRIL 10, 2009' WITH REVISIONS THROUGH 4125/16.

EXHIBIT B
TO UCC-1 FINANCING STATEMENT

Debtor: **JB, LLC**
 200 Jefferson Boulevard
 Warwick, RI 02888

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 (Open-End) 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 200 Jefferson Boulevard, Warwick, Rhode Island.