

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

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 Rhode Island Automotive Properties, LLC				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
289 North Main Street	Providence	RI	02908	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 Centreville Bank				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1218 Main Street	West Warwick	RI	02893	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 13 Delaine Street and 657 Harris Avenue, Providence, Rhode Island, and as more particularly described on Exhibit A-1, and Exhibit A-2 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 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's a Transferring Utility

6b Check only if applicable and check only one box: Agricultural Lien Non-UCC Filing

7 ALTERNATIVE DESIGNATION (if applicable) Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8 OPTIONAL FILER REFERENCE DATA
RI Secretary of State-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
Rhode Island Automotive 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 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)

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 Addresses:
13 Delaine Street and 657 Harris Avenue, Providence, Rhode Island

Legal Description:
See Exhibit A-1 and Exhibit A-2 attached hereto and incorporated herein by reference

17 MISCELLANEOUS

EXHIBIT A-1

LEGAL DESCRIPTION FOR:

13 Delaine Street, Providence, Rhode Island

That certain lot or parcel of land with all the buildings and improvements thereon, situated on Delaine Street in the City and County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the westerly line of Delaine Street three hundred thirty and $\frac{71}{100}$ (330.71) feet, more or less, easterly from the easterly line of Valley Street, said point of beginning being at the southeasterly corner of land now or lately of Joseph Terino and wife, and running thence northerly bounding westerly in part on said Terino land and in part on land now or lately of Lucy Orabona a distance of ninety-five (95) feet to land now or lately of Francesco DiPanni and wife; thence turning and running easterly bounding northerly in part on said DiPanni land and in part on land now or lately of Antonio Rainone and wife a distance of fifty-five (55) feet to a corner; thence turning and running southerly bounding easterly on said Rainone land, in part on land now or lately of Fiorindo Broccoli et al a distance of one hundred nine and $\frac{33}{100}$ (109.33) feet to said Delaine Street; thence turning and running westerly bounding southerly on an angling with said Delaine Street a distance of fifty-eight (58) feet to said Terino land and the point and place of beginning.

EXHIBIT A-2

LEGAL DESCRIPTION FOR:

657 Harris Avenue, Providence, Rhode Island

That certain lot or parcel of land with all the buildings and improvements thereon, situated at the northwesterly corner of Harris Avenue and Delaine Street in the City of Providence, State of Rhode Island, bounded and described as follows:

Beginning at the point of intersection of the northerly line of Delaine Street with the westerly line of Harris Avenue and running thence westerly bounding southerly on said Delaine Street a distance of ninety-eight (98) feet, more or less, to land now or lately of Leo Wolfe et al; thence turning and running northerly bounding westerly on said last name land a distance of forty-four and $\frac{47}{100}$ (44.47) feet, more or less, to land now or lately of Edward Murphy Estate; thence turning and running easterly bounding northerly on said last named land a distance of one hundred seventeen and $\frac{51}{100}$ (117.51) feet, more or less, to Harris Avenue; thence turning and running southerly bounding easterly on said Harris Avenue a distance of forty-five (45) feet, more or less, to said Delaine Street and the point and place of beginning

EXHIBIT B
TO UCC-1 FINANCING STATEMENT

Debtor: **Rhode Island Automotive Properties, LLC**
289 North Main Street
Providence, RI 02908

Secured Party: **Centreville Bank**
1218 Main Street
West Warwick, RI 02893

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 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 are known as 13 Delaine Street and 657 Harris Avenue, Providence, Rhode Island.