

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT SUBMITTER (optional)
Karen S.D. Grande, Esq.

B. E-MAIL CONTACT AT SUBMITTER (optional)
karen.grande@lockelord.com

C. SEND ACKNOWLEDGMENT TO (Name and Address)

**Karen S.D. Grande, Esq.
 Locke Lord LLP
 2800 Financial Plaza
 Providence, RI 02903**

SEE BELOW FOR SECURED PARTY CONTACT INFORMATION



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 1D of the Financing Statement Addendum (Form UCC1Ad).

1a ORGANIZATION'S NAME
ProvPort, Inc.

OR
 1b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

1c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

35 Terminal Road Providence RI 02905 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 2D 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
The Bank of New York Mellon Trust Company, N.A.

OR
 3b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

3c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

4449 Easton Way, Office 2041 Columbus OH 43219 USA

4 COLLATERAL: This financing statement covers the following collateral:

All right, title and interest of the Debtor in the Facilities Sublease dated as of May 1, 2003, by and among the Providence Redevelopment Agency and ProvPort, Inc., as amended including by a Second Amendment to Facilities Sublease dated December 12, 2023 and all amendments, modifications and renewals thereof.

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 Agricultural Lien Non-UCC Filing

6b. Check only if applicable and check only one box

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailor/Borrower Licensee/Licensee

8. OPTIONAL FILER REFERENCE DATA:
Filed with Rhode Island Secretary of State

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
ProvPort, Inc.

OR

9b INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

Print

Reset

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 (if on 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 us-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)

16 Description of real estate
See Exhibit A attached hereto

17 MISCELLANEOUS

EXHIBIT A

Leased Facilities

Exhibit A

Parcel 'A'

That certain tract or parcel of land situated northerly of Ernest Street, easterly of Ellis Street and southerly of Terminal Road in the City of Providence, County of Providence and State of Rhode Island and Providence Plantations designated as Parcel 'A' on a plan entitled "Survey Plan of The Port of Providence, R.I. situated at Field's Point Providence, Rhode Island Scale: 1"=100' Date: September 21, 1994 Prepared for ProvPort, Inc. & Peabody & Brown 1 Citizens Plaza Providence, Rhode Island Project No. 408.00 Dwg. No. 408-S1 Sheets 1 & 2 of 2 Sheets Crossman Engineering, Inc. Warwick, Rhode Island Richard S. Lipsitz, PLS #1837", bounded and described as follows;

Beginning at the intersection of the northerly streetline of Ernest Street and the easterly streetline of Ellis Street at the southwestern corner of the parcel herein described;

thence proceeding N03°13'50"E along the easterly streetline of said Ellis Street a distance of 155.00' to a point of curvature;

thence proceeding northerly and northeasterly along the arc of a curve tangent to the previous course, deflecting to the right and having a central angle of 32°31'30" and a radius of 115.76' a distance of 65.73' to a point of tangency;

thence proceeding N35°45'20"E, tangent to the previous curve a distance of 217.20' to the northwesterly corner of the parcel herein described and the southerly streetline of Terminal Road. The last three herein described courses run by and with the easterly streetline of said Ellis Street;

thence proceeding N76°00'24"E a distance of 388.30' to a point of curvature;

thence proceeding easterly along the arc of a curve tangent to the previous course, deflecting to the right and having a central angle of 17°19'00" and a radius of 1000.00' a distance of 302.23' to a point of tangency;

thence proceeding S86°40'36"E, tangent to the previous course a distance of 819.05' to the northeasterly corner of the parcel herein described at land now or formerly of the Narragansett Bay Commission. The last three herein described courses run by and with the southerly streetline of said Terminal Road;

thence proceeding S00°02'58"E bounded easterly by said NBC land a distance of 430.01' to the southeasterly corner of the parcel herein described;

thence proceeding N86°45'37"W bounded southerly in part by said NBC land and in part by land now or formerly of Marr Scaffolding Company a distance of 455.00' to an angle point;

thence proceeding S84°37'36"W a distance of 113.65' to an angle point;

thence proceeding S75°20'10"W a distance of 109.33' to a corner;

thence proceeding S03°13'50"W a distance of 79.38' to the said northerly streetline of Ernest Street. The last three herein described courses are bounded southerly and easterly by said Marr Scaffolding land;

thence proceeding S86°46'10"W by and with the said northerly streetline of Ernest Street a distance of 775.78' to the point and place of beginning;

The herein described parcel contains 644,056 square feet (14.785 ac.) of land, more or less.

Parcel 'B'

That certain tract or parcel of land situated northerly of New York Avenue and southwesterly of Shipyard Street in the City of Providence, County of Providence and State of Rhode Island and Providence Plantations designated as Parcel 'B' on a plan entitled "Survey Plan of The Port of Providence, R.I. situated at Field's Point Providence, Rhode Island Scale: 1"=100' Date: September 21, 1994 Prepared for ProvPort, Inc. & Peabody & Brown 1 Citizens Plaza Providence, Rhode Island Project No. 408.00 Dwg. No. 408-S1 Sheets 1 & 2 of 2 Sheets Crossman Engineering, Inc. Warwick, Rhode Island Richard S. Lipsitz, PLS #1837", bounded and described as follows;

Beginning at the intersection of the northerly streetline of New York Avenue and the westerly streetline of Shipyard Street at the southeasterly corner of the parcel herein described;

thence proceeding $S78^{\circ}00'38"W$ along the northerly streetline of said New York Avenue a distance of 253.28' to the southwesterly corner of the parcel herein described and the intersection of the said northerly streetline of New York Avenue and the easterly streetline of Fort Avenue;

thence proceeding $N13^{\circ}59'22"W$ along the easterly streetline of Fort Avenue a distance of 756.28' to the most northerly corner of the parcel herein described and the southwesterly streetline of said Shipyard Street;

thence proceeding $S38^{\circ}21'22"E$ a distance of 67.88' to an angle point;

thence proceeding $S34^{\circ}57'22"E$ a distance of 585.62' to a point of curvature;

thence proceeding southeasterly and southerly along the arc of a curve tangent to the previous course, deflecting to the right and having a central angle of $20^{\circ}58'00"$ and a radius of 270.21' a distance of 98.88' to a point of tangency;

thence proceeding $S13^{\circ}59'22"E$ a distance of 50.00' to the northerly streetline of said New York Avenue and the point and place of beginning. The last four herein described courses run by and with the southwesterly and westerly streetline of said Shipyard Street.

The herein described parcel contains 108,807 square feet (2.498 ac.) of land, more or less.

Parcel 'C'

That certain tract or parcel of land situated at Fields Point in the City of Providence, County of Providence and State of Rhode Island and Providence Plantations designated as Parcel 'C' on a plan entitled "Survey Plan of The Port of Providence, R.I. situated at Field's Point Providence, Rhode Island Scale: 1"=100' Date: September 21, 1994 Prepared for ProvPCT, Inc. & Peabody & Brown 1 Citizens Plaza Providence, Rhode Island Project No. 408.00 Dwg. No. 408-S1 Sheets 1 & 2 of 2 Sheets Crossman Engineering, Inc. Warwick, Rhode Island Richard S. Upsitz, PLS #1837, bounded and described as follows;

Beginning at a point in the northerly streetline of Terminal Road. Said point being more particularly located a distance of 487.15' westerly of a granite streetline bound and a distance of 509.91' easterly of a granite streetline bound. The said point of beginning is also the southeasterly corner of land now or formerly of the City of Providence, R.I. and the southwesterly corner of the parcel herein described;

thence proceeding N03°19'24"E bounded westerly in part by said City of Providence land and land now or formerly of George Mann & Company a distance of 215.58' to an angle point; thence proceeding N42°23'00"W bounded southwesterly by said George Mann & Company land a distance of 381.90' to land now or formerly of the Providence Gas Company;

thence proceeding N47°37'00"E bounded northwesterly by said Providence Gas Company land a distance of 240.00' to land now or formerly of John J. Hudson;

thence proceeding S42°23'00"E a distance of 734.00' to a corner; thence proceeding N47°37'00"E a distance of 340.00' to a corner;

thence proceeding N42°23'00"W a distance of 384.00' to a corner;

thence proceeding S47°37'00"W a distance of 140.00' to a corner;

thence proceeding N42°23'00"W a distance of 350.00' to land now or formerly of the Providence Gas Company. The last five herein described courses are bounded northeasterly, northwesterly, southeasterly and southwesterly by said Hudson land;

thence proceeding N47°37'00"E bounded northwesterly by said Providence Gas Company land a distance of 200.00' to the Harbor Line of the Providence River;

thence proceeding S42°23'00"E along the said Harbor Line of the Providence River a distance of 350.00' to land now or formerly of John J. Hudson;

thence proceeding S47°37'00"W a distance of 30.00' to a corner;

thence proceeding S42°23'00"E a distance of 384.00' to a corner;

thence proceeding N47°37'00"E a distance of 30.00' to the Harbor Line of the Providence River;

thence proceeding S42°23'00"E along the said Harbor Line of the Providence River a distance of 2281.81' to an angle point in the Harbor Line;

thence proceeding S30°47'10"E along the said Harbor Line of the Providence River a distance of 1529.35' to land now or formerly of the City of Providence, R.I.;

thence proceeding N47°37'00"E a distance of 30.00' to the Harbor Line of the Providence River;

thence proceeding N42°23'00"W a distance of 60.00' to a corner;

thence proceeding S47°37'00"W a distance of 19.67' to a point of curvature at land now or formerly of the Narragansett Bay Commission. The last four herein described courses run by and with the streetline of New York Avenue;

thence proceeding northeasterly and northerly along the arc of a curve non-tangent to the previous course, deflecting to the left and having a central angle of 90°02'34", a radius of 12.00' and a chord bearing of N02°35'43"E a distance of 18.88' to a point of tangency;

thence proceeding N42°25'34"W tangent to the previous curve a distance of 538.90' to a point of curvature;

thence proceeding northwesterly along the arc of a curve tangent to the previous course, deflecting to the left and having a central angle of 05°34'27" and a radius of 675.06' a distance of 65.67' to a point of tangency at the southerly terminus of Terminal Road. The last three herein described courses are bounded southwesterly by said NBC land;

thence proceeding N47°37'00"E along the southerly terminus of said Terminal Road, non-tangent to the previous a distance of 26.35' to a point of curvature;

thence proceeding northerly & northwesterly along the arc of a curve tangent to the previous course, deflecting to the left and having a central angle of 44°17'35" and a radius of 630.45' a distance of 487.38' to a point of tangency;

thence proceeding N86°40'36"W a distance of 487.07' to the point and place of beginning. The last two herein described courses run by and with the streetline of Terminal Road;

The herein described parcel contains 3,907,053 square feet (89.694 ac.) of land, more or less.

Excepting so much thereof as was taken by the Narragansett Bay Commission by Instrument dated 9/18/00 and recorded in book 4463 at page 130 on 9/18/00 @ 11:25 a.m. (AP 56, Portion of Lot 254 - now known as AP 56, Lot 340).

PROPERTY DESCRIPTION*

**Portion of Harborside Boulevard
to be abandoned
Providence, Rhode Island**

That certain tract or parcel of land, being a portion of Harborside Boulevard, situated northeasterly of Fields Point Drive and southwesterly of Narragansett Bay, in the City of Providence, Providence County, State of Rhode Island, more particularly bounded and described as follows;

Beginning at the intersection between the northeasterly street line of Fields Point Drive and the northwesterly street line of Harborside Boulevard, said point being the southerly corner of land now or formerly of Provport, Inc. and the northwesterly corner of the parcel herein-described;

thence proceeding N 47°33'31" E, by and with the northwesterly street line of said Harborside Boulevard and bounded northwesterly by lands of said Provport, a distance of nine hundred ninety eight and 32/100 (998.32') feet to the easterly terminus of Harborside Boulevard at other land now or formerly of Provport, Inc. and the northeasterly corner of the parcel herein-described;

thence proceeding S 30°50'39" E, by and with the easterly terminus of said Harborside Boulevard and bounded easterly by the said Provport land, a distance of thirty and 63/100 (30.63') feet to the southeasterly street line of Harborside Boulevard at other land now or formerly of Provport, Inc. and the southeasterly corner of the parcel herein-described;

thence proceeding S 47°33'31" W, by and with the southeasterly street line of said Harborside Boulevard and bounded southeasterly by land of said Provport, a distance of nine hundred ninety two and 16/100 (992.16') feet to the northeasterly street line of Fields Point Drive and the southwesterly corner of the parcel herein-described;

thence proceeding N 42°26'29" W, by and with the northwesterly street line of said Fields Point Drive, a distance of thirty and 00/100 (30.00') feet to the point and place of beginning.

The above-described portion of Harborside Boulevard to be abandoned contains 29,857+/- square feet (0.685+/- acres) of land, more or less.

* The property described in the attached legal description is expected to be acquired by ProvPort, Inc. from the City of Providence, Rhode Island subsequent to the issuance of the Series 2023 Certificates. Upon the closing of the acquisition, the property described herein will be deemed part of the Leased Facilities (as defined in this Second Amendment to Lease) and ProvPort, Inc. will provide to the Agency and the City an endorsement to the existing title policy reflecting same.

PROPERTY DESCRIPTION*

Seaview Drive
to be abandoned
Providence, Rhode Island

That certain tract or parcel of land, known as Seaview Drive, situated northeasterly of Fields Point Drive and southwesterly of Narragansett Bay, in the City of Providence, Providence County, State of Rhode Island, more particularly bounded and described as follows;

Beginning at the intersection between the northeasterly street line of Fields Point Drive and the northwesterly street line of Seaview Drive, said point being the southerly corner of land now or formerly of Provport, Inc. and the northwesterly corner of the parcel herein-described;

thence proceeding N 47°33'31" E, by and with the northwesterly street line of said Seaview Drive and bounded northwesterly by lands of said Provport, a distance of one thousand sixty one and 93/100 (1061.93') feet to the easterly terminus of Seaview Drive at other land now or formerly of Provport, Inc. and the northeasterly corner of the parcel herein-described;

thence proceeding S 30°50'39" E, by and with the easterly terminus of said Seaview Drive and bounded easterly by the said Provport land, a distance of thirty and 63/100 (30.63') feet to the southeasterly street line of Seaview Drive at other land now or formerly of Provport, Inc. and the southeasterly corner of the parcel herein-described;

thence proceeding S 47°33'31" W, by and with the southeasterly street line of said Seaview Drive and bounded southeasterly by lands of said Provport, a distance of one thousand fifty five and 78/100 (1055.78') feet to the northeasterly street line of Fields Point Drive and the southwesterly corner of the parcel herein-described;

thence proceeding N 42°26'29" W, by and with the northeasterly street line of said Fields Point Drive, a distance of thirty and 00/100 (30.00') feet to the point and place of beginning.

The above-described parcel known as Seaview Drive to be abandoned contains 31,766+/- square feet (0.729+/- acres) of land, more or less.

* The property described in the attached legal description is expected to be acquired by ProvPort, Inc. from the City of Providence, Rhode Island subsequent to the issuance of the Series 2023 Certificates. Upon the closing of the acquisition, the property described herein will be deemed part of the Leased Facilities (as defined in this Second Amendment to Lease) and ProvPort, Inc. will provide to the Agency and the City an endorsement to the existing title policy reflecting same.