

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT SUBMITTER (optional) Susan C. Kiernan, Esquire
B. E-MAIL CONTACT AT SUBMITTER (optional) susan.kiernan@lockelord.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div>Susan C. Kiernan, Esquire Locke Lord LLP 2800 Financial Plaza Providence, RI 02903</div>
SEE BELOW FOR SECURED PARTY CONTACT INFORMATION

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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only org 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 UCC 1Ad)

1a. ORGANIZATION'S NAME Rhode Island Hospital				
OR 1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS 593 Eddy Street	CITY Providence	STATE RI	POSTAL CODE 02903	COUNTRY USA

2. DEBTOR'S NAME: Provide only org 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 UCC 1Ad)

2a. ORGANIZATION'S NAME The Miriam Hospital				
OR 2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
2c. MAILING ADDRESS 164 Summit Avenue	CITY Providence	STATE RI	POSTAL CODE 02904	COUNTRY USA

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only org Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME U.S. Bank Trust Company, National Association, as trustee				
OR 3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c. MAILING ADDRESS One Federal Street, 10th Floor	CITY Boston	STATE MA	POSTAL CODE 02110	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral

All monies held under or pursuant to that certain Indenture of Trust and Pledge dated as of February 1, 2024 as such monies are more fully described in Exhibit A attached hereto and made a part hereof.

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 checked="" 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"/> Lessor/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor	

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

Rhode Island Hospital

OR
9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)INITIAL(S)

SUFFIX

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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

Emma Pendleton Bradley Hospital

OR
10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

1011 Veterans Memorial Parkway

CITY

East Providence

STATE

RI

POSTAL CODE

02915

COUNTRY

USA

11. ☐ ADDITIONAL SECURED PARTY'S NAME: or ☒ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

Rhode Island Health and Educational Building Corporation

OR
11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

33 Broad Street, Suite 200

CITY

Providence

STATE

RI

POSTAL CODE

02903

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

See Exhibit A

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)

16. Description of real estate.

17. MISCELLANEOUS:

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

Rhode Island Hospital

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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10a. ORGANIZATION'S NAME

Rhode Island Hospital Foundation

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

593 Eddy Street

CITY

Providence

STATE

RI

POSTAL CODE

02903

COUNTRY

USA

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

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See Exhibit A

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14. This FINANCING STATEMENT

☐ covers timber to be cut

☐ covers as-extracted collateral

☐ is filed as a future 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.

17. MISCELLANEOUS:

Filed with Rhode Island Secretary of State

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OR	
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10a. ORGANIZATION'S NAME The Miriam Hospital Foundation				
OR				
10b. INDIVIDUAL'S SURNAME				
INDIVIDUAL'S FIRST PERSONAL NAME				
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				SUFFIX
10c. MAILING ADDRESS 164 Summit Avenue		CITY Providence	STATE RI	POSTAL CODE 02904
				COUNTRY USA

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

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16. Description of real estate.

17. MISCELLANEOUS:

Filed with Rhode Island Secretary of State

EXHIBIT A

Debtors:

RHODE ISLAND HOSPITAL
593 Eddy Street
Providence, RI 02903

THE MIRIAM HOSPITAL
164 Summit Avenue
Providence, RI 02906

EMMA PENDLETON BRADLEY HOSPITAL
1011 Veterans Memorial Parkway
East Providence, RI 02915

RHODE ISLAND HOSPITAL FOUNDATION
593 Eddy Street
Providence, RI 02903

THE MIRIAM HOSPITAL FOUNDATION
164 Summit Avenue
Providence, RI 02906

Secured Party/Assignor:

RHODE ISLAND HEALTH AND
EDUCATIONAL BUILDING CORPORATION
33 Broad Street, Suite 200
Providence, RI 02903

Secured Party/Assignee:

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION
One Federal Street, 10th Floor
Boston, MA 02110

This Financing Statement covers the assignment and pledge of monies held under or pursuant to the Indenture of Trust and Pledge dated as of February 1, 2024 (as amended from time to time, the "Indenture"), by and between Rhode Island Health and Educational Building Corporation ("RIHEBC") and U.S. Bank Trust Company, National Association, as trustee (the "Trustee") and the Loan Agreement dated as of February 1, 2024 (as amended from time to time, the "Loan Agreement") by and among RIHEBC and Rhode Island Hospital, The Miriam Hospital and Emma Pendleton Bradley Hospital, as security for the payment of the \$300,000,000 Rhode Island Health and Educational Building Corporation Hospital Financing Revenue Bonds, Lifespan Obligated Group Issue, Series 2024 (the "Bonds") consisting of the following:

All amounts (whether or not by the way of payments of the principal of, premium, if any, and interest on the Obligation) required by the Indenture and the Loan Agreement to be deposited from time to time in the Bond Fund created by Section 5.01 of the Indenture, and all other funds and amounts held in funds, including any obligations deposited with the Trustee in accordance with Article XIII of the Indenture, from time to time held by the Trustee for the benefit of the holders of the Bonds pursuant to the Indenture, together in each case with any investments and reinvestments made with such amounts and moneys and the proceeds thereof;

All of RIHEBC's right, title and interest in and to the Obligation (except with respect to certain payments to RIHEBC for indemnification and reimbursement of Administration Expenses) delivered by the Obligated Group Representative to RIHEBC pursuant to the Loan Agreement;

All of RIHEBC's right, title and interest in and to the Loan Agreement (except for the rights of RIHEBC to receive payments, if any, under Sections 5.01 and 5.03 of the Loan Agreement), together with all powers, privileges, options and other benefits of RIHEBC contained in the Loan Agreement which are not specifically described in the paragraphs above; and

Any and all property of every kind or description which may from time to time hereafter be sold, transferred, conveyed, assigned, hypothecated, endorsed, deposited, pledged, mortgaged, granted or delivered to, or deposited with the Trustee as additional security by RIHEBC or anyone on its part or with its written consent, or which pursuant to any of the provisions of the Indenture or of the Loan Agreement or the Obligation may come into the possession or control of the Trustee or of a receiver appointed pursuant to Article IX of the Indenture, as such additional security.

Terms not defined herein shall have the definition set forth in the Indenture or the Loan Agreement, as applicable. As used herein, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

"Administration Expenses" means the annual fee of RIHEBC for general administrative services of RIHEBC in the amount of one tenth of one percent (1/10 of 1%) of the outstanding principal amount of the Bonds, and the reasonable and necessary expenses incurred by RIHEBC with respect to the Loan Agreement, the tax certificate and the Indenture, including (without limitation) the compensation and expenses to be paid to the Trustee and the paying agent.

"Bond Fund" shall mean the fund created by Section 5.01 of the Bond Indenture, which shall be held by the Trustee as part of the Trust Estate subject to the lien of the Indenture.

"Master Indenture" means the Master Trust Indenture dated as of July 15, 2016, between the Obligated Group and the Master Trustee, as amended and supplemented from time to time.

"Master Trustee" means U.S. Bank Trust Company, National Association, and its successors and assigns.

"Obligated Group" has the meaning set forth in the Master Indenture

“Obligated Group Representative” means Lifespan Corporation or any other Person who becomes the Obligated Group Representative under the Master Indenture.

“Obligation” means the Lifespan Obligated Group Obligation No. 38 issued under Supplemental Indenture No. 38, and any note or obligation issued under the Master Indenture in substitution or exchange therefor, which Obligation evidences the payment for the loan under the Loan Agreement.

“Supplemental Indenture No. 38” means Supplemental Master Trust Indenture for Obligation No. 38 dated as of February 1, 2024 between the Obligated Group Representative and the Master Trustee, supplemental to the Master Indenture, providing for the issuance of the Obligation, and all amendments thereto.