Secretary of the State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION

December 23, 2013

RHODE ISLAND HEALTH AND EDUCATIONAL BUILDING CO
170 WESTMINSTER STREET
PROVIDENCE, RI 02903

Dear Filer:

This serves as notification that our office has received and indexed your filing. Enclosed you will find evidence of your filing with this office. The filing has been assigned FILE NUMBER 201313349200 effective 12/23/2013 1:32:00 PM.

If you have any questions, please contact us.

Sincerely,

Terrance Jackson

Terrance Jackson, Manager
Uniform Commercial Code Section

[redacted]

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Claudia Matzko, Esquire

B. E-MAIL CONTACT AT FILER (optional)
cmatzko@edwardswildman.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address)
Claudia Matzko, Esquire
Edwards Wildman Palmer LLP
2800 Financial Plaza
Providence, Rhode Island 02903

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
Town of Little Compton, Rhode Island

OR

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

1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
40 Commons, P.O. Box 226	**Little Compton**	**RI**	**02837**	**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
Rhode Island Health and Educational Building Corporation

OR

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

3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
170 Westminster Street	**Providence**	**RI**	**02903**	**USA**

4. COLLATERAL: This financing statement covers the following collateral:

This financing statement is filed as security for the due and punctual payment of the Debtor to the Secured Party under and pursuant to the Financing Agreement dated November 19, 2013 by and between the Debtor and the Secured Party with respect to the Secured Party's issuance of the $11,310,000 Rhode Island Health and Educational Building Corporation Public Schools Revenue Bond Financing Program Revenue Bonds, Series 2013 H (Town of Little Compton Issue) and covers all property described on Exhibit A attached hereto and made a part hereof.

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

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:
Filed with Rhode Island Secretary of State (RIHEBC/Little Compton)

EXHIBIT A

Debtor: Town of Little Compton, Rhode Island
40 Commons, P.O. Box 226
Little Compton, Rhode Island 02837

Secured Party: Rhode Island Health and Educational Building Corporation
170 Westminster Street, Suite 1200
Providence, RI 02903

This financing statement, as security for the due and punctual payment of all liabilities, and performance of all obligations, of the Debtor under and pursuant to the Financing Agreement (the "Financing Agreement") dated November 19, 2013, by and between the Debtor and Secured Party, with respect to the Secured Party's issuance of its $11,310,000 Rhode Island Health and Educational Building Corporation Public Schools Revenue Bond Financing Program Revenue Bonds, Series 2013 H (Town of Little Compton Issue) (the "Series 2013 H Bonds"), pursuant to the Master Trust Indenture dated as of November 1, 2009 as amended by a First Supplemental Indenture dated as of April 15, 2013, each between the Secured Party and U.S. Bank National Association, as trustee (the "Trustee") (as amended, the "Master Indenture") and the Series Indenture between the Secured Party and the Trustee dated December 10, 2013 (the "Series Indenture" and together with the Master Indenture, the "Indenture"), covers the following: A sufficient portion of any and all State Housing Aid and, if applicable, State Basic Education Aid to be apportioned or otherwise to be made payable by the State of Rhode Island to Debtor, to cover the payments required under the Financing Agreement.

Terms not otherwise defined herein shall have the meanings ascribed to them in the Indenture.