

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

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B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**The Bank of New York Mellon**  
**500 Ross Street, 12th Floor**  
**Pittsburgh, PA 15262**  
**Attn: Mark Petro, Vice President**

**File with NYS**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME				
<b>Ontario County Local Development Corporation</b>				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
<b>20 Ontario Street</b>		<b>Canandaigua</b>	<b>NY</b>	<b>14424</b>
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
<b>Not Applicable</b>		<b>local development corp</b>	<b>New York</b>	<input checked="" type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
<b>Not Applicable</b>				<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME				
<b>The Bank of New York Mellon, as Trustee</b>				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
<b>500 Ross Street, 12th Floor</b>		<b>Pittsburgh</b>	<b>PA</b>	<b>15262</b>
				<b>USA</b>

4. This FINANCING STATEMENT covers the following collateral:

See Schedule A attached hereto

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAIOLR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum.	<input type="checkbox"/> (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) [optional]	<input type="checkbox"/>	All Debtors	Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

**NYS - Indenture of Trust - The Frederick Ferris Thompson Hospital Project 058488/2**

# UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

## 9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME <b>Ontario County Local Development Corporation</b>			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

## 10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

## 11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME						
OR	11b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS <b>Not Applicable</b>	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any		
					<input type="checkbox"/> NONE	

## 12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME						
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers  timber to be cut or  as-extracted collateral, or is filed as a  fixture filing.

14. Description of real estate:

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a  Trust or  Trustee acting with respect to property held in trust or  Decedent's Estate

18. Check only if applicable and check only one box.

Debtor is a TRANSMITTING UTILITY

Filed in connection with a Manufactured-Home Transaction — effective 30 years

Filed in connection with a Public-Finance Transaction — effective 30 years

## SCHEDULE A TO UCC-1 FINANCING STATEMENT OF

DEBTOR: Ontario County Local Development Corporation (“Issuer”)

SECURED PARTY: The Bank of New York Mellon, as Trustee (“Trustee”)

\$33,400,000 Ontario County Local Development Corporation Revenue Refunding Bonds, Series 2017A (The Frederick Ferris Thompson Hospital Project) and \$2,480,000 Ontario County Local Development Corporation Taxable Revenue Refunding Bonds, Series 2017B (The Frederick Ferris Thompson Hospital Project)

### GRANTING CLAUSES

a. (i) All moneys and obligations which are deposited or required to be deposited in the Bond Fund, the Renewal Fund, the Purchase Fund or any other fund established under the Indenture (except the Rebate Fund), (ii) all other moneys or obligations which at such time are deposited or are required to be deposited with, or are held or required to be held by or on behalf of, the Trustee in trust under any of the provisions of the Indenture and any other right, title or interest which at such time is subject to the Lien of the Indenture, except for moneys or obligations deposited with or paid to the Trustee for the redemption or payment of the Series 2017 Bonds or any Series of Additional Bonds which are deemed to have been paid in accordance with Article VII of the Indenture, (iii) all rights and interests of Issuer in and to the Loan Agreement (except Unassigned Rights) and the Promissory Note, provided, however, upon the issuance of a Letter of Credit and so long as no event described in Section 8.01 of the Indenture has occurred and is continuing, amounts held in the Reimbursement Account of the Purchase Fund shall be held in trust in favor of the LOC Bank;

b. Any and all other Property of every name and nature from time to time hereafter by delivery or by writing of any kind conveyed, mortgaged, pledged, assigned or transferred, as and for additional security under the Indenture (except moneys and securities in the Rebate Fund), by the Issuer or by anyone in its behalf or with its written consent or by the Hospital in favor of the Trustee, which is authorized by the Indenture to receive any and all such Property at any and all times and to hold and apply the same subject to the terms of the Indenture.

All capitalized terms used herein, unless otherwise defined, shall have the meanings ascribed to such terms in the Indenture of Trust, dated as of December 1, 2017 (the “Indenture”), by and between the Issuer and Trustee.

**Divider**

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

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B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Harris Beach PLLC**  
**677 Broadway, Suite 1101**  
**Albany, New York 12207**  
**Attn: Kevin Bezio, Esq.**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME						
<b>The Frederick Ferris Thompson Hospital</b>						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
<b>350 Parrish Street</b>			<b>Canandaigua</b>	<b>NY</b>	<b>14424</b>	<b>USA</b>
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any		
Not Applicable		<b>NFP Corporation</b>	<b>New York</b>			<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
<b>The F.F. Thompson Foundation, Inc.</b>						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
<b>350 Parrish Street</b>			<b>Canandaigua</b>	<b>NY</b>	<b>14424</b>	<b>USA</b>
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any		
Not Applicable		<b>NFP Corporation</b>	<b>New York</b>			<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME						
<b>The Bank of New York Mellon, as Trustee</b>						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
<b>101 Barclay Street, 7W</b>			<b>New York</b>	<b>NY</b>	<b>10286</b>	<b>USA</b>

4. This FINANCING STATEMENT covers the following collateral:

See attached Schedule A.

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOBR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) (ADDITIONAL FEE)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

**Pledge and Security Agreement**

# UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME  
**The Frederick Ferris Thompson Hospital**

OR

9b. INDIVIDUAL'S LAST NAME      FIRST NAME      MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME      FIRST NAME      MIDDLE NAME      SUFFIX

11c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY

11d. **SEE INSTRUCTIONS**      ADD'L INFO RE ORGANIZATION DEBTOR      11e. TYPE OF ORGANIZATION      11f. JURISDICTION OF ORGANIZATION      11g. ORGANIZATIONAL ID #, if any

**Not Applicable**       NONE

12.  ADDITIONAL SECURED PARTY'S or  ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME      FIRST NAME      MIDDLE NAME      SUFFIX

12c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY

13. This FINANCING STATEMENT covers  timber to be cut or  as-extracted collateral, or is filed as a  fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.  
 Debtor is a  Trust or  Trustee acting with respect to property held in trust or  Decedent's Estate

18. Check only if applicable and check only one box.  
 Debtor is a TRANSMITTING UTILITY  
 Filed in connection with a Manufactured-Home Transaction — effective 30 years  
 Filed in connection with a Public-Finance Transaction — effective 30 years

## SCHEDULE A TO UCC-1 FINANCING STATEMENT

Debtor: THE FREDERICK FERRIS THOMPSON HOSPITAL AND THE F.F. THOMPSON FOUNDATION, INC.

Secured Party: THE BANK OF NEW YORK MELLON, AS TRUSTEE

The Debtor hereby pledges, assigns, hypothecates, bargains, sells, conveys, mortgages and grants to the Secured Party a security interest in and general lien upon the following property, whether now owned or hereafter acquired, created or arising and wherever located:

- i. all Gross Revenues;
- ii. all claims and causes of action arising from or otherwise related to any of the foregoing, and all rights and judgments related to any legal actions in connection with such claims or causes of action, and all cash (or evidences of cash or of rights to cash) or other property or rights thereto relating to such claims or causes of action; and
- iii. All Proceeds (as such term is defined in Article 9 of the New York Uniform Commercial Code, as amended (including, without limitation, insurance proceeds and condemnation awards)), whether cash or non-cash, of any of the above.

### Definitions.

“Gross Revenues” shall mean all net patient receipts, revenues, income and other moneys received or receivable by or on behalf of the Institution from the operations of the hospital, including without and the rights to receive the same whether in the form of accounts, payment on tangibles, contract rights, general intangibles, healthcare insurance receivables, chattel paper, deposit accounts, instruments, promissory notes, and the proceeds thereof, as such terms are presently or hereinafter defined in the Uniform Commercial Code in effect from time to time in the State, and any insurance proceeds thereon, whether now existing or hereafter coming into existence and whether now owned or hereafter acquired; provided, Gross Revenues shall not include (i) gifts, grants, bequests, donations, and contributions heretofore or hereafter made, designated at the time of the making thereof by the donor or maker as being for a specific purpose contrary to the payment requirements under the Bond Documents.

Capitalized terms used herein and not defined shall have the meanings ascribed to such terms in the Pledge and Security Agreement, dated as of December 27, 2017, between the Debtor and the Secured Party, as the same may be amended, modified or supplemented.