

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [Optional]	
B. SEND ACKNOWLEDGMENT TO: [Name and Address]	
James A. Iacoi Calenda & Iacoi 171 Broadway Providence RI 02903	

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				
Douglas Wine & Sprits-Cumberland, Inc				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
1405 Douglas Avenue		North providence	RI	02904
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
		CORP.	RI	142308 ☐ 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				
CWS OPERATING COMPANY				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
1405 DOUGLAS AVE.		NORTH PROV. AVENUE	RI	02904
2d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
		CORP.	RI	142308 ☐ 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				
Citizens Bank of RI				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
One Citizens Plaza		Providence	RI	02903

4. This FINANCING STATEMENT covers the following collateral:

all those certain assets listed on Exhibit A attached hereto and made a part hereof including but not limited to a certain Liquor License as detailed herein. Said assets are located at

5. ALTERNATIVE DESIGNATION (if applicable): ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. TO REQUEST A SEARCH REPORT, FILE A UCC11

8. OPTIONAL FILER REFERENCE DATA:

EXHIBIT A TO UCC-1 FINANCING STATEMENT

Debtor:

DOUGLAS WINE & SPIRITS-
CUMBERLAND, INC.
1405 Douglas Avenue
North Providence, Rhode Island 02904
Attn: Joseph M. Santoro,
President

Secured Party:

CITIZENS BANK OF RHODE ISLAND
One Citizens Plaza
Providence, Rhode Island 02903
Attn: Louis M. Amoriggi,
Senior Vice President

The following terms shall have the following meanings:

ACCOUNTS: Accounts means all accounts, contracts, contract rights, instruments, documents, accounts receivable, chattel paper and general intangibles, and all other items not specifically set forth herein but which constitute "accounts" under the Uniform Commercial Code of the State of Rhode Island (the "UCC"), and any other obligations owed to Debtor from whatever source whether now owned by Debtor or hereafter arising; all cash or non-cash proceeds received by Debtor from the disposition or collection thereof; all of the rights of Debtor in guaranties and insurance thereof and in all returned or repossessed goods, services or other property securing any of the foregoing and insurance policies and proceeds relating thereto; all of the rights of Debtor as an unpaid seller of goods or services, including, without limitation, the rights of stoppage in transit, replevin, reclamation and resale, and all of the foregoing, whether now existing or hereafter created or acquired. Accounts when referred to herein individually are sometimes called an "Account".

COLLATERAL: Collateral means all Accounts, Inventory, Equipment, Trademarks and Trade Names, General Intangibles, Deposit Accounts, Investment Property, Instruments, Letter-of-Credit Rights, Chattel Paper, Documents, Commercial Tort Claims, goodwill, insurance policies, insurance proceeds, insurance claims, and all ledger sheets, files, records, documents and instruments (including, without limitation, computer programs, tapes and related electronic data processing software) evidencing an interest therein or relating thereto, now owned or hereafter acquired by Debtor.

EQUIPMENT: Equipment means all tools, machinery, equipment, furniture, furnishings, fixtures, carpets, air conditioning equipment, and all other tangible personal property whatsoever (including automotive equipment), now owned or hereafter acquired by Debtor, together with all accessions thereto and all substitutions and replacements thereof and parts therefor, and all other items not specifically set forth herein but which constitute "equipment" under the UCC; and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

GENERAL INTANGIBLES: General Intangibles means all patent and patent applications, and all registrations and applications for registrations of individual designs, copyrights, mask works, trade dress, domain names, trademarks, trade names, commercial names, service marks, certification marks and marks (as defined in the United States Lanham

Act, 15 U.S.C.S. § 1051 et seq.) owned by Debtor or in which Debtor has any interest (collectively, "Trademarks and Trade Names") and all other items not specifically set forth herein but which constitute "general intangibles" under the UCC, now owned or hereafter acquired by Debtor; and all cash and non-cash proceeds of the foregoing.

INVENTORY: Inventory means all goods, merchandise and other personal property now owned or hereafter acquired by Debtor and held for sale or lease, or furnished or to be furnished under any contract of service, including, without limitation, raw materials, work-in-process, supplies or materials used or consumed in Debtor's business, and all products thereof, and all substitutions, replacements, additions or accessions therefor and thereto, and all other items not specifically set forth herein but which constitute "inventory" under the UCC; and all cash or non-cash proceeds of all of the foregoing, including insurance proceeds.

CHATTEL PAPER: Chattel Paper means a record or records that evidence both a monetary obligation and a security interest in specific goods, a security interest in specific goods and software used in the goods, a security interest in specific goods and license of software used in the goods, a lease of specific goods, or a lease of specific goods and license of software used in the goods, and all other items not specifically set forth herein but which constitute "chattel paper" under the UCC; and all cash and non-cash proceeds of the foregoing, including insurance proceeds. In this paragraph, "monetary obligation" means a monetary obligation secured by the goods or owed under a lease of the goods and includes a monetary obligation with respect to software used in the goods. If a transaction is evidenced by records that include an instrument or series of instruments, the group of records taken together constitutes "chattel paper".

COMMERCIAL TORT CLAIMS: Commercial Tort Claims means a claim arising in tort with respect to which (a) the claimant is an organization, or (b) the claimant is an individual and the claim (i) arose in the course of the claimants business or profession and (ii) does not include damages arising out of personal injury to or the death of an individual, and all other items not specifically set forth herein but which constitute "commercial tort claims" under the UCC, and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

DEPOSIT ACCOUNTS: Deposit Accounts means a demand, time, savings, passbook, or similar account maintained with a bank or other financial institution, and all other items not specifically set forth herein but which constitute "deposit accounts" under the UCC, and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

DOCUMENTS: Documents means a document of title or a receipt of the type described in Section 6A-7-201(2) of the UCC, and all other items not specifically set forth herein by which constitute "documents" under the UCC, and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

INSURANCE: Instruments means a negotiable instrument or any other writing that evidences a right to the payment of monetary obligation, is not itself a security agreement or lease, and is not of a type that in the ordinary course of business is transferred by delivery with any necessary endorsement or assignment, and all other items not specifically set forth herein but

which constitute "instruments" under the UCC, and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

INVESTMENT PROPERTY: Investment Property means a security, whether certificated or uncertificated, security entitlement, securities account, commodity contract, or commodity account, and all other items not specifically set forth herein by which constitute "investment property" under the UCC, and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

LETTER-OF-CREDIT RIGHTS: Letter-of-Credit Rights means a right to payment or performance under a letter of credit, whether or not the beneficiary has demanded or is at the time entitled to demand payment or performance, and all other items not specifically set forth herein but which constitute "letter-of-credit rights" under the UCC, and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

LIQUOR LICENSE: Class A License No. A-103 issued by the Town of Cumberland, Rhode Island granted to Debtor on December 1, 2006 and expiring December 1, 2007.

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