



* U C C 1 *

REGISTERED STATE
DEPARTMENT

2009 MAY -0 11:0:58

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Tina Gomes @ (401) 272-2900
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Law Offices of Alfred G. Thibodeau 55 Pine Street Providence, RI 02903

"SEE OVERSIZED FILE"

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

009505

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 A.B.C. LOUNGE, INC.					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 95 Hartford Avenue		CITY Providence	STATE RI	POSTAL CODE 02909	COUNTRY USA
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION corporation	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 111385	<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 Sanctuary					
OR	2b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS 95 Hartford Avenue		CITY Providence	STATE RI	POSTAL CODE 02909	COUNTRY USA
2d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION DBA	2f. JURISDICTION OF ORGANIZATION Rhode Island	2g. ORGANIZATIONAL ID #, if any	<input checked="" 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 Providence Economic Development Corporation					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 400 Westminster Street		CITY Providence	STATE RI	POSTAL CODE 02903	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

A security interest in all of the Debtor's assets including, without limiting the generality thereof, the designated property and any and all substitutions thereof, as more particularly set forth and described in Exhibit A, attached hereto.

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOB	<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. TO REQUEST A SEARCH REPORT, FILE A UCC11					
8. OPTIONAL FILER REFERENCE DATA						

2002 MAY -3 AM 10: 58
RHODE ISLAND STATE
RECORDERS
EXHIBIT "A"

A. Accounts, Instruments and Chattel Paper. All presently existing or hereafter acquired accounts, accounts receivable, chattel paper, notes, leases, drafts, acceptances and writings evidencing a monetary obligation, or a security interest in or a lease of goods, all rights to receive the payment of money or other considerations under present or future contracts or by virtue of merchandise sold or leased, services rendered, advances made or other considerations given, whether or not earned by performance and whether or not evidence by or set forth in or arising out of any present or future chattel paper, note, draft, lease, acceptance, writing, bond, insurance policy, instrument, document or general intangible, and all extensions and renewals of any thereof, all rights under or arising out of present or future contracts, agreements or general intangibles (as defined in the Uniform Commercial Code as in effect in Rhode Island on the date hereof), including all payments under licensing agreements or arrangements, all right, title and interest in merchandise which gave rise to any or all of the foregoing, including all goods in transit and all returned, unclaimed or repossessed goods, and all claims for tax refunds, all claims or causes of action which Debtors may now or hereafter have whether arising in connection with or under any agreement or document or by operation of law or otherwise, and all present and future indebtedness and obligations of any Affiliate or Subsidiary to them (including but not limited to the Guarantors) and all of their right, title and interest in and to all assets and properties in which they have been granted a security interest or lien to secure the payment of such indebtedness and obligations (all of the foregoing items and types of property being hereinafter referred to as the "Accounts").

B. Inventory. All inventories of every nature, presently existing or hereafter acquired, wherever located, including all goods intended for sale or lease or to be furnished under contracts of service, all raw materials, work in process and finished goods, any and all rejected and/or returned goods and all supplies, materials and products of every nature and description used or usable in connection with the manufacture, packing, shipping, advertising, selling, leasing or furnishing of such goods (the "Inventory").

C. Equipment. All equipment (including motor vehicles), machinery, chattels, tools, dies, jigs, molds, parts, machine tools, furniture and fixtures, of every nature, presently existing or hereafter acquired, wherever located, including, without limitation the generality of the above, the items of personal property itemized and set forth on Exhibit "A" attached hereto and incorporated herein, and all additions and accessories thereto and substitutions therefor and all parts and equipment which may be attached to or which are necessary to the operation and use of such personal property or fixtures, whether or not the same shall be deemed to be affixed to real property, and all rights under the or arising out of present or future contracts relating to the foregoing (the "Equipment").

D. Documents. All documents, instruments and chattel paper of every nature, whether presently existing or hereafter acquired.

E. General Intangibles. All general intangibles of every nature, including, without limitation, licenses, including any Liquor License issued by the City of Providence, from time to

009505

time, patents, trademarks, licensing agreements, royalty payments, copyrights, service names, servicemarks and logos, whether presently existing or hereafter acquired.

F. Records. All books, correspondence, credit files, records and other documents relating to the above described types of property, including, without limitation, all tapes, cards, runs and other papers and documents in the possession or control of Debtors, or any Affiliate or Subsidiary of either of them or any computer service bureau.

G. Insurance Policies. All rights in, to and under policies of insurance, including claims or rights to payment and proceeds heretofore or hereafter arising therefrom, with respect to the above described types of property, including, without limitation, policies required to be maintained pursuant to Debtor's Security Agreement.

H. Proceeds of Condemnation. All rights in, to and under, and claims or rights to payment and proceeds arising out of, any taking by any public and/or quasi-public governmental authority by way of condemnation and/or any other form of the exercise by such authority of its powers of eminent domain.

I. Deposit Accounts, Etc. All deposits, accounts, certificates of deposit, securities, acceptances, bonds and any evidence thereof and documents relating thereto.

J. Proceeds and Products. All proceeds and all products of all collateral described above.

K. Definitions. All terms used herein are used as defined in the Uniform Commercial Code.

L. Liquor License. Borrower's Class BX Liquor License issued by the City of Providence and any extensions or renewals thereof.

EXHIBIT "B"

PERMITTED ENCUMBRANCES

NONE