

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [Optional] Betty Desrochers 401-521-7000
B. SEND ACKNOWLEDGMENT TO: [Name and Address] Amy T. M. Oakley, Esquire Roberts, Carroll, Feldstein & Peirce 10 Weybosset Street Providence, Rhode Island 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 151 Broadway Associates, LLC						
OR						
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 151 Broadway			CITY Providence	STATE RI	POSTAL CODE 02903	COUNTRY USA
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited liability co.	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 000152189		<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						
OR						
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
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		<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 People's United Bank						
OR						
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 4 Broadway			CITY Norwich	STATE CT	POSTAL CODE 06360	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and incorporated herein by reference.

Filed with the Rhode Island Secretary of State.

5. ALTERNATIVE DESIGNATION [if applicable]: <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <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: Our File No. 3940-9	

EXHIBIT A

Debtor: 151 Broadway Associates, LLC
151 Broadway
Providence, Rhode Island 02903
Attention: Richard Amato

Secured Party: People's United Bank
4 Broadway
Norwich, Connecticut 02360
Attention: Geoffrey H. Siedor

As collateral security for the payment and performance of all of the Obligations, the Debtor hereby grants, assigns, conveys, pledges and transfers to the Secured Party, a continuing security interest in the following assets and properties of the Debtor, any and all substitutions therefor and replacements thereof, and any and all additions and accessions thereto whether now owned or hereafter acquired or in which the Debtor may now have or hereafter acquire an interest (all of which are hereinafter collectively referred to as the "Collateral"):

PERSONAL PROPERTY AND FIXTURES: All goods, equipment, machinery, tools and other personal property and fixtures of every kind and description now or hereafter owned by the Debtor or in which the Debtor has an interest (but only to the extent of such interest) and situated or to be situated upon or used in connection with the Premises or in any of the improvements, together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products thereof, and now or hereafter located at, or used in connection with the operation of the Premises or the improvements, including without limitation the following:

A. EQUIPMENT, ETC.: All of the Debtor's interest in and to all equipment, fixtures, inventory, goods, materials, supplies, furnishings, accounts, accounts receivable, contract rights, plans, specifications, permits, other rights, bank deposits, warranties, cash, and general intangibles whether now or hereafter existing for use on or in connection with the Premises.

B. PROCEEDS FOR DAMAGE TO THE MORTGAGED PROPERTY: All proceeds (including, without limitation, insurance and condemnation proceeds), including interest thereon, paid for any damage done to the Premises (as hereinafter defined), or any part thereof, or for any portion thereof appropriated for any character of public or quasi-public use in accordance with the provisions, terms and conditions hereinafter set forth.

C. UTILITY DEPOSITS: All right, title and interest of the Debtor in and to all monetary deposits that the Debtor has been or will be required to give to any public or private utility with respect to utility services furnished or to be furnished to the Premises.

D. RECORDS: All of the records and books of account now or hereafter maintained by the Debtor in connection with the operation of the Premises.

E. NAME AND GOODWILL: The right, in event of foreclosure of the Premises hereunder, to take and use any name by which the Premises is then known or any variation of the words thereof, and the goodwill of the Debtor with respect thereto.

DEFINITIONS

"Code" shall mean the Uniform Commercial Code as the same may be in effect from time to time in the State of Rhode Island.

"Equipment" shall include "equipment" within the meaning of Section 9-102(a)(33) of the Code and, to the extent not otherwise included therein, all machinery, equipment, furniture, parts, tools and dies, of every kind and description, of the Debtor (including automotive equipment), now owned or hereafter acquired by the Debtor, and used or acquired for use in the business of the Debtor, together with all accessions thereto and all substitutions and replacements thereof and parts therefor; all cash or non-cash Proceeds; and including, without limitation, any Equipment.

"Fixtures" shall mean "fixtures" within the meaning of Section 9-102(a)(41) of the Code and, to the extent not otherwise included therein, all goods which are so related to particular real estate that an interest in them arises under real estate law and all accessions thereto, replacements

thereof and substitutions therefor, including, but not limited to, plumbing, heating and lighting apparatus, mantels, floor coverings, furniture, furnishings, draperies, screens, storm windows and doors, awnings, shrubbery, plants, boilers, tanks, machinery, stoves, gas and electric ranges, wall cabinets, appliances, furnaces, dynamos, motors, elevators and elevator machinery, radiators, blinds and all laundry, refrigerating, gas, electric, ventilating, air-refrigerating, air-conditioning, incinerating and sprinkling and other fire prevention or extinguishing equipment of whatsoever kind and nature and any replacements, accessions and additions thereto, Proceeds thereof and substitutions therefor.

"Obligations" means among other things, all indebtedness, obligations and liabilities of the Debtor to the Secured Party of every kind and description, direct or indirect, secured or unsecured, joint or several, absolute or contingent, due or to become due, whether for payment or performance, now existing or hereafter arising, regardless of how the same arise or by what instrument, agreement or book account they may be evidenced, or whether evidenced by any instrument, agreement or book account, including, without limitation, all loans (including any loan by renewal or extension), all indebtedness, all undertakings to take or refrain from taking any action, all indebtedness, liabilities or obligations owing from the Debtor to others which the Secured Party may have obtained by purchase, negotiation, discount, assignment or otherwise, and all interest, taxes, fees, charges, expenses and attorneys' fees chargeable to the Debtor or incurred by the Secured Party under the security agreement giving rise to this financing statement, or any other document or instrument delivered in connection therewith.

"Premises" shall mean the real estate of the Debtor located at 151 Broadway, Providence, Rhode Island and 196 Dean Street, Providence, Rhode Island, which real estate is more particularly described on Exhibit B attached hereto and incorporated herein by reference.

"Proceeds" shall mean "proceeds" as defined in the Code and, to the extent not otherwise included therein, (a) any and all proceeds of any insurance, indemnity, warranty, guaranty, or other agreement, instrument or undertaking similar to any of the foregoing, payable to the Debtor from time to time with respect to any of the Collateral, (b) any and all payments (in

any form whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of all or any part of the Collateral, (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral, and (d) any products or rents of any of the Collateral.

EXHIBIT B

PARCEL ONE:

That certain tract or parcel of land with all the buildings and improvements therein, situated on the northerly side of Broadway and the easterly side of Dean Street, in the City and County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at the northeasterly corner of Broadway and Dean Street, and running thence northerly bounding westerly on Dean Street, one hundred thirty-nine and 16/100 (139.16) feet;

Thence easterly making an interior angle of 90 degrees, 00 minutes, 00 seconds and bounding northerly on land now or lately of Frank P. Mellucci et ux, forty-nine and 42/100 (49.42) feet to a granite bound;

Thence southeasterly making an interior angle of 153 degrees, 00 minutes, 00 seconds and bounding northeasterly on said Mellucci land, eleven and 50/100 (11.50) feet to a granite bound;

Thence southwesterly making an interior angle of 78 degrees, 00 minutes, 00 seconds and bounding southeasterly on land now or lately of William Ciccone et ux, seven and 49/100 (7.49) feet to a granite bound;

Thence southeasterly making an interior angle of 271 degrees, 59 minutes, 36 seconds and bounding northeasterly in part on said Ciccone land and in part on Coleridge Court, formerly Newton Court, fifty-seven and 32/100 (57.32) feet to a granite bound in the center line of Coleridge Court;

Thence southwesterly making an interior angle of 90 degrees, 00 minutes, 00 seconds and bounding southeasterly on Coleridge Court, eight and 61/100 (8.61) feet to a granite bound;

Thence southeasterly making an interior angle of 270 degrees 00 minutes 00 seconds and bounding northeasterly in part on said Coleridge Court and in part on other land now or lately of Southland Realty, Inc., twenty-five and 93/100 (25.93) feet;

Thence southerly making an interior angle of 112 degrees 30 minutes 20 seconds and bounding easterly on land now or lately of Robert E. Rau et ux ninety-seven and 46/100 (97.46) feet to the northerly line of Broadway, said point being forty-one and 98/100 (41.98) feet westerly from the northwesterly corner of Broadway and Bradford Street;

Thence westerly making an interior angle of 90 degrees 22 minutes 39 seconds and bounding southerly on Broadway, ninety-four and 62/100 (94.62) feet to the northeasterly corner of Broadway and Dean Street, and the point or place of beginning.

FOR REFERENCE ONLY:

Broadway, Providence, RI
AP 25 AL 425

PARCEL TWO:

That certain lot or parcel of land with all the buildings and improvements thereon situate on the easterly side of Dean Street, in the City of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the easterly line of Dean Street at the northwesterly corner of land now or lately of Southland Realty, Inc. and the southwesterly corner of the premises herein described, and running thence northerly bounding westerly on said Dean Street 64.5 feet, more or less, to land now or lately of Fred Calise and wife; thence turning and running easterly bounding northerly on said Calise land 26.5 feet to an angle and land now or lately of John Marotto; thence turning and running southeasterly bounding northeasterly on said Marotto land 24.9 feet to land now or lately of Albert N. McKendall; thence turning and running southwesterly bounding southeasterly on said McKendall land to the southwesterly corner thereof; thence turning and running southeasterly bounding northeasterly on said McKendall land 8 feet, more or less, to an angle; thence continuing southeasterly bounding northeasterly still on said McKendall land 39.3 feet to land now or lately of William Ciccone and wife; thence turning and running southwesterly bounding southeasterly on said Ciccone land 20 feet, more or less, to said Southland Realty, Inc. land; thence turning and running westerly bounding southerly on said last named land to Dean Street and the point and place of beginning.

FOR REFERENCE ONLY:

196 Dean Street, Providence, RI
AP 25 AL 1

PARCEL THREE:

That certain lot or parcel of land, with all the buildings and improvements thereon, situated in the City and County of Providence, State of Rhode Island at the southwesterly corner of Federal Street at its intersection with Bradford Street bounded and described as follows:

NORTHERLY: by said Federal Street, forty-one and $\frac{2}{10}$ (41.2) feet;

EASTERLY: by Bradford Street, seventy and $\frac{6}{10}$ (70.6) feet;

SOUTHERLY: by land now or formerly of 151 Broadway Associates, forty-one and $\frac{2}{100}$ (41.02) feet;

WESTERLY: by land now or formerly of 151 Broadway Associates.

Be all said measurements more or less or however otherwise the same may be bounded or described.

FOR REFERENCE ONLY:

40 Federal Street, Providence, RI
AP 25 AL 6

PARCEL FOUR:

That certain lot of land with buildings and improvements thereon, situated in the City and County of Providence, State of Rhode Island, and bounded westerly on a gangway now called Coleridge Court, northerly on Federal Street, easterly on land now or formerly of William R. Steere and others and southerly on land now or lately of Harriet S. Williamson, wife of Gustavus A. Williamson. Said lot herein described measuring about fifty (50) feet, on said Federal Street, and holding the same or about the same width back southerly seventy and 6/10 (70.6) feet, more or less, therefrom.

And further described as that certain lot or parcel of land, with all the buildings and improvements thereon, situated at the southeasterly corner of Federal Street and Coleridge Court, in the City and County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at the point of intersection of the southerly line of Federal Street with the easterly line of Coleridge Court and running thence easterly bounding northerly on said Federal Street, forty-nine and 3/10 (49.3) feet to land now or lately of Inez Nocente; thence turning and running southerly bounding easterly on said Nocente land, seventy and 6/10 (70.6) feet to land now or lately of John P. Marotto; thence turning and running westerly bounding southerly on said last named land, fifty (50) feet to Coleridge Court; thence turning and running northerly bounding westerly on said Coleridge Court, seventy and 6/10 (70.6) feet to said Federal Street and the point or place of beginning.

FOR REFERENCE ONLY:

46 Federal Street, Providence, RI

AP 25 AL 5

PARCEL FIVE:

That certain lot or parcel of land with all the buildings and improvements thereon, situated on the southwesterly side of Federal Street, in the City and County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the southwesterly line of Federal Street at the northeasterly corner of land now or lately of Fred Calise and wife, and the northwesterly corner of the premises herein described, and running thence southeasterly bounding northeasterly on said Federal Street a distance of fifty-nine and 5/10 (59.5) feet, more or less, to land now or lately of Albert N. McKendall; thence turning and running southwesterly, bounding southeasterly on said last named land a distance of fifty-one (51) feet, more or less, to land now or lately of Annina Carbone; thence turning and running northwesterly bounding southwesterly on said Carbone land a distance of twenty-five (25) feet, more or less, to said Calise land, and thence turning and running northerly bounding westerly on said Calise land a distance of sixty-six and 40/100 (66.40) feet to Federal Street and the point or place of beginning.

FOR REFERENCE ONLY:

60 Federal Street, Providence, RI

AP 25 AL 2

PARCEL SIX:

That certain lot or parcel of land with all the buildings and improvements thereon, situated on the westerly side of Bradford Street, in the City and County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the westerly line of Bradford Street, seventy and $\frac{6}{10}$ (70.6) feet, more or less, southerly from the southerly line of Federal Street, said point of beginning being at the southeasterly corner of land now or lately of Illaria Melucci and running thence southerly bounding easterly on Bradford Street, a distance of thirty-eight and $\frac{3}{10}$ (38.3) feet, more or less to land now or lately of Robert E. Rau; thence turning and running westerly bounding southerly in part on said Rau land and in part on land now or lately of the City of Providence, a distance of ninety-one and $\frac{40}{100}$ (91.40) feet; thence turning and running northerly bounding westerly in part on said City of Providence land and in part on Coleridge Court a distance of thirty-eight and $\frac{3}{10}$ (38.3) feet, more or less to land now or lately of Vittoria Russillo Estate; thence turning and running easterly bounding northerly in part on said last name land and in part on said Melucci land a distance of ninety-one and $\frac{40}{100}$ (91.40) feet to Bradford Street and the point or place of beginning.

FOR REFERENCE ONLY:

99 Bradford Street, Providence, RI
AP 25 AL 18

PARCEL SEVEN:

That certain lot of land with all buildings and improvements thereon, situated on the southwesterly side of Federal Street, in the City of Providence and State of Rhode Island, and bounded and described as follows:

Beginning at the northeasterly corner of said lot at a point in said Federal Street and at the northwesterly corner of land now or lately of Scipione Carbone, said point being forty-nine and $\frac{3}{10}$ (49.3) feet, more or less, westerly from Coleridge Court; thence southwesterly bounding southeasterly on said Carbone land sixty-five and $\frac{87}{100}$ (65.87) feet to other land now or lately of Scipione Carbone; thence northwesterly bounding southwesterly on said Carbone Land thirty-six and $\frac{86}{100}$ (36.86) feet to a corner; thence more northerly bounding still southwesterly on said Carbone land eight and $\frac{2}{100}$ (8.02) feet to a corner; thence northeasterly bounding northwesterly in part on said Carbone land and in part on land now or lately of Francesco Sollitto and wife to said Federal Street; thence southeasterly bounding northeasterly on said Federal Street forty-two and $\frac{13}{100}$ (42.13) feet to the place of beginning.

FOR REFERENCE ONLY:

54 Federal Street, Providence, RI
AP 25 AL 3