

## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

|   |  |
|---|--|
| A. NAME & PHONE OF CONTACT AT FILER [optional]<br><b>Scott A. Ritch, Esq. (401) 331-2222</b>  |  |
| B. SEND ACKNOWLEDGMENT TO: (Name and Address)<br><br><b>Ursillo, Teitz &amp; Ritch, Ltd.<br/>2 Williams Street<br/>Providence, Rhode Island 02903</b> |  |

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<br><b>ABKC Holdings Corp.</b> |                            |                                   |  |   |  |
| OR  | 1b. INDIVIDUAL'S LAST NAME |                                   | FIRST NAME                                     | MIDDLE NAME   | SUFFIX   |
| 1c. MAILING ADDRESS<br><b>304 Wickenden Street</b>    |                            |                                   | CITY<br><b>Providence</b>                      | STATE<br><b>RI</b>                                      | POSTAL CODE<br><b>02903</b>                      |
| 1d. TAX ID #: SSN OR EIN                              |                            | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION<br><b>Corporation</b> | 1f. JURISDICTION OF ORGANIZATION<br><b>Rhode Island</b> | 1g. ORGANIZATIONAL ID #, if any<br><b>682435</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<br><b>Abe's</b>            |                            |                                   |   |   |  |
| OR   | 2b. INDIVIDUAL'S LAST NAME |                                   | FIRST NAME                                    | MIDDLE NAME   | SUFFIX                                   |
| 2c. MAILING ADDRESS<br><b>304 Wickenden Street</b> |                            |                                   | CITY<br><b>Providence</b>                     | STATE<br><b>RI</b>                                      | POSTAL CODE<br><b>02903</b>              |
| 2d. TAX ID #: SSN OR EIN                           |                            | ADD'L INFO RE ORGANIZATION DEBTOR | 2e. TYPE OF ORGANIZATION<br><b>Trade Name</b> | 2f. JURISDICTION OF ORGANIZATION<br><b>Rhode Island</b> | 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<br><b>ROCKLAND TRUST COMPANY</b> |                            |  |                         |                    |                             |
| OR   | 3b. INDIVIDUAL'S LAST NAME |  | FIRST NAME              | MIDDLE NAME        | SUFFIX                      |
| 3c. MAILING ADDRESS<br><b>288 UNION STREET</b>           |                            |  | CITY<br><b>ROCKLAND</b> | STATE<br><b>MA</b> | POSTAL CODE<br><b>02370</b> |
|  |                            |  |                         |                    | COUNTRY<br><b>USA</b>       |

4. This FINANCING STATEMENT covers the following collateral:

See EXHIBIT A attached hereto and made a part hereof.

|   |  |  |                     |               |              |          |                |
|---|--|--|---------------------|---------------|--------------|----------|----------------|
| 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. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) |                     | All Debtors   |              | Debtor 1 | Debtor 2       |
| 8. OPTIONAL FILER REFERENCE DATA  |  | RI Secretary of State  |                     |               |              |          |                |

## **EXHIBIT A**

**Secured Party:**           **ROCKLAND TRUST COMPANY**  
288 Union Street  
Rockland, Massachusetts 02370

**Debtor:**                   **ABKC HOLDINGS CORP., d/b/a Abe's**  
304 Wickenden Street  
Providence, Rhode Island 02903

The following assets of the Debtor:

**Collateral** shall mean all properties, assets and rights of Borrower wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof and accessions thereto, including, without limitation, all of the Borrower's present and future right, title and interest in and to any and all of the following property now owned or hereafter acquired:

- (i) All Inventory and all General Intangibles relating thereto;
- (ii) All Accounts and all General Intangibles relating thereto;
- (iii) All General Intangibles;
- (iv) Equipment, including but not limited to the Equipment listed on Schedule B hereto, but if no Schedule B is appended hereto, this Agreement shall nevertheless apply to all Equipment
- (v) Securities and all General Intangibles relating thereto;
- (vi) Those commercial tort claims as more specifically described in Exhibit B attached hereto;
- (vii) Those commercial deposit accounts as more specifically described in Exhibit B attached hereto;
- (viii) The following personal property of Borrower, notwithstanding that the same may be described under other provisions of this Section 1 (a):

**[If left blank, this clause (viii) shall be deemed intentionally deleted]**

- (ix) All other personal property of Borrower.
- (x) with respect to each of the above items (i) through (ix),

any and all additions, substitutions, accessions and proceeds thereto or thereof and all other property at any time delivered, pledged, assigned or transferred by Borrower to the Lender and any other property of every kind or description of Borrower now or hereafter in the possession or control of the Borrower for any purpose, including all additions, products, proceeds, insurance proceeds, accessions, dividends, and distributions on or other rights with respect to any property herein above referred to, and all proceeds of the above property, including such as may be in the possession of Borrower at any time or in the possession of any representative person or bailee on behalf of Borrower, including a Trustee, receiver, custodian or other similar official under any action seeking reorganization, arrangement, adjustment, liquidation, dissolution or composition of Borrower under any law relating to bankruptcy, insolvency, reorganization or relief of debtors, whether such proceeds have been paid to or recovered by Borrower or any of said representatives or bailee.

**Accounts** shall mean all rights of the Borrower to payment for goods sold, leased, assigned, licensed, or otherwise disposed of or for services rendered, or to be rendered, payment obligations arising out of the sale, lease, or license of tangible and intangible property, credit card receivables, health-care-insurance receivables, all sums of money or other proceeds due or becoming due thereon, all instruments pertaining thereto, all guarantees and security therefor, and the Borrower's rights pertaining to and interest in such goods, including the right of stoppage in transit, replevin or

reclamation; all chattel paper (whether tangible or electronic); all amounts due from affiliates of the Borrower; all insurance proceeds; all other rights and claims to the payment of money, under contracts or otherwise; and all other property constituting "accounts" as such term is defined in the Uniform Commercial Code.

**Contract Rights** or "contract rights" shall mean the rights of Borrower under contracts.

**Debtor(s)** shall mean Borrower's customers who are indebted to Borrower.

**Equipment** shall mean all machinery, equipment and fixtures, trade fixtures, office furniture, furnishings and trade fixtures, specialty tools and parts, motor vehicles and materials handling equipment of the Borrower, together with the Borrower's interest in, and right to, any and all manuals, computer programs, data bases and other materials relating to the use, operation or structure of any of the foregoing; and all other property constituting "equipment" as such term is defined in the Uniform Commercial Code.

**General Intangibles** shall mean all rights with respect to trademarks, service marks, trade names, trade styles, patents, copyrights, mask works, trade-secrets information, other proprietary rights and rights to prevent others from doing acts that constitute unfair competition with the Borrower or misappropriation of its property, including without limitation any sums (net of expenses) that the Borrower may receive arising out of any claim for infringement of its rights in any of the foregoing, and all rights of the Borrower under contracts to enjoy performance by others or to be entitled to enjoy rights granted by others, including without limitation any licenses; all tax refunds; all rights, title and interest of the Borrower in and to all instruments, documents, books, records and other information (on whatever medium recorded, and including without limitation computer programs, tapes, discs, punch cards, data processing software and related property and rights) maintained by the Borrower that reflect the conduct of the Borrower's business, such as financial records, marketing and sales records, research and development records, and design, engineering and manufacturing records; payment intangibles; letter-of-credit rights; supporting obligations; all rights under service bureau service contracts; all computer data and the concepts and ideas on which said data is based; software; all developmental ideas and concepts, papers, plans, schematics, drawings, blueprints, sketches and documents; all data bases; all customer lists; and all other property constituting "general intangibles" as such term is defined in the Uniform Commercial Code.

**Inventory** shall mean all goods, merchandise and other personal property (including warehouse receipts and other negotiable and non-negotiable documents of title covering any such property) of the Borrower that are held for sale, lease or other disposition, or for display or demonstration, or leased or consigned, or that are raw materials, piece goods, work-in-process or materials used or consumed or to be used or consumed in the Borrower's business, whether in transit or in the possession of the Borrower or another, including without limitation all goods covered by purchase orders and contracts with suppliers and all goods billed and held by suppliers and goods located on the premises of any carriers, forwarding agents, truckers, warehousemen, vendors, selling agents or other third parties; all proprietary rights, patents, plans, drawings, diagrams, schematics, assembly and display materials relating to any of the foregoing; and all other property constituting "inventory" as such term is defined in the Uniform Commercial Code.

**Securities** shall mean all of the securities and instruments of the Borrower, including without limitation all stocks, bonds, Treasury bills, certificates of deposit and mutual or money market fund shares; and all sums due or to become due on any of the foregoing, and all securities, instruments or other property purchased or acquired as a result of the investment and reinvestment thereof as hereinafter provided.

**Uniform Commercial Code or Code** shall mean Chapter 106 of the Massachusetts General Laws, as may be amended from time to time.

DEBTOR HEREBY ACKNOWLEDGES AND AGREES THAT THE SECURITY AGREEMENT EXPRESSLY INCLUDES ALL LICENSES AND PERMITS USED OR REQUIRED IN CONNECTION WITH THE BUSINESS LOCATED AT **304 WICKENDEN STREET, PROVIDENCE, RHODE ISLAND**, INCLUDING WITHOUT LIMITATION, THE LIQUOR LICENSE, ISSUED BY THE CITY OF PROVIDENCE TO DEBTOR AND ANY AND ALL EXTENSIONS, RENEWALS AND/OR REPLACEMENTS THERETO OR THEREOF.

THE CITY OF PROVIDENCE

C200500533

## Retailer's Intoxicating Beverages License, Class C

\_\_\_\_\_  
This is to Certify \_\_\_\_\_

That license is hereby granted to

ABKC Holdings Corp.

D/B/A: Abe's

To sell intoxicating beverages at retail at

302 Wickenden St

Within the City of Providence, State of Rhode Island from December 01, 2010 to December 01, 2011

Transferred from Heller Development on  
08/18/2011

Also included with this license:

Date issued: *August 18, 2011*

Mlomax - 8/18/2011 9:55:46 AM

License fee: \$800.00

By order of Providence Board of Licenses

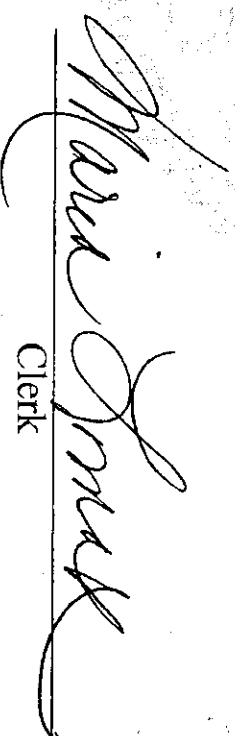
ANDREW ANNALDO

ARYS BATISTA

JEFFREY WILLIAMS

ALLENE MAYNARD

EVERETT BIANCO

  
Clerk

To sell at retail in accordance with Title 3 and all amendments of the General Laws of Rhode Island.