

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Jim Kelly- 401-272-5800
B. E-MAIL CONTACT AT FILER (optional) jkelly@simmonsLtd.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Simmons Associates, Ltd. 56 Pine Street Providence, RI 02903 Attn: JVK

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME V & M Realty, Inc.				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
28 Mendon Road	Woonsocket	RI	02895	USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Digital Federal Credit Union				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
220 Donald Lynch Boulevard	Marlborough	MA	01752	USA

4. COLLATERAL: This financing statement covers the following collateral:

The Collateral consists of all assets of the Debtor, including, without limitation, all Personal Property of the Debtor now or hereafter related or located at the Real Estate known as 2320 Diamond Hill Road and Diamond Hill Road (Tax Assessors Plat 60-D Lot 18), Woonsocket, Rhode Island, and as more particularly described on Exhibit A-1 and Exhibit A-2 attached hereto and incorporated herein by reference, and including, but not limited to, the Collateral as more particularly described on Exhibit B attached hereto and incorporated herein by reference.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:
RI Secretary of State-Guaranty of Mortgage Term Loan

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME V & M Realty, Inc.	
OR	
9b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME	
OR	
10b. INDIVIDUAL'S SURNAME	
INDIVIDUAL'S FIRST PERSONAL NAME	
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
10c. MAILING ADDRESS	CITY
	STATE
	POSTAL CODE
	COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME	
OR	
11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME
	ADDITIONAL NAME(S)/INITIAL(S)
	SUFFIX
11c. MAILING ADDRESS	CITY
	STATE
	POSTAL CODE
	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable) 14. This FINANCING STATEMENT: covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

Not Applicable

16. Description of real estate:

Street Address:

2320 Diamond Hill Road and Diamond Hill Road (Tax Assessors Plat 60-D Lot 18), Woonsocket, Rhode Island

Legal Description:

See Exhibit A, attached hereto and incorporated herein by reference

17. MISCELLANEOUS:

EXHIBIT A-1

Legal Description

A certain lot or parcel of land, with all the buildings and other improvements thereon, situated on the northerly side of Diamond Hill Road between Mendon Road and Bound Road in the City of Woonsocket, County of Providence and State of Rhode Island, bounded and described as follows, viz:

Beginning at a point in the northerly line of said Diamond Hill Road, said point being the southwesterly corner of the herein described premises and the southeasterly corner of land of Dora Kappelle; thence N. 4°36'30" E. bounding westerly on said Kappelle land two hundred twelve (212) feet for a corner; thence S. 69°23' E. four hundred fifty eight and 73/100 (458.73) feet for a corner; thence S. 24°03'30" W. one hundred seventy four and 32/100 (174.32) feet; thence N. 79°27' W. thirty and 30/100

(30.30) feet; thence S. 31°43' W. thirty eight and 02/100 (38.02) feet to said Diamond Hill Road bounding on the last four courses on other land of William R. Creech et ux, now or formerly ; thence N. 67°30' W. bounding southwesterly on said Diamond Hill Road three hundred fifty (350) feet to the point of beginning.

EXHIBIT A-2

Legal Description

A certain lot or parcel of land, with all the buildings and improvements thereon, situated in the City of Woonsocket, County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at a point in the division line between land now or formerly of Edward J. and Virginia B. Condon and land now or formerly of Emile and Cecile Ethier; said point of beginning being two hundred and twelve (212) feet northwesterly, measured along and with said division line from the northerly line of Diamond Hill Road; thence running in a northerly direction, bounding westerly, partly by said Ethier's land and partly by land now or formerly of Raymond E. Jenckes, in all 874.0 feet, more or less, to land now or formerly of Margaret E. Darling; thence running easterly, bounding northerly by said Darling's land 728.0 feet to land now or formerly of Omer and Beatrice E. Glaude; thence running southerly, bounding easterly partly by said Glaude's land and partly by land now or formerly of the National Enterprises, Incorporated, in all 702.0 feet to land now or formerly of Albert and Angela Cormier; thence running westerly 20.0 feet for a corner; thence running northerly 158.75 feet for a corner; thence running westerly 423.66 feet for a corner; thence in southerly and southeasterly direction 468.46 feet to said land now or formerly of Edward J. and Virginia B. Condon. The last three described line are bounding westerly, southerly and easterly by said Cormier's land; thence N. 69°23'W bounding southerly by said Condon's land, 370.0 feet to the place and point of beginning.

EXHIBIT B
TO UCC-1 FINANCING STATEMENT

Debtor: V & M Realty, Inc.
28 Mendon Road
Woonsocket, RI 02895

Secured Party: Digital Federal Credit Union
220 Donald Lynch Boulevard
Marlborough, MA 01752-9130

All the tangible and intangible personal property (including goods, equipment, machinery, tools and other personal property described herein) and fixtures of every kind and description now or hereafter owned by Debtor or in which Debtor has an interest (but only to the extent of such interest), situated or to be situated upon or used in connection with the real property described below (the "Premises") or in any of said buildings and improvements, and relating to the Premises and the Improvements (as defined in the Mortgage Deed, Security Agreement and Fixture Filing from the Debtor for the benefit of the Secured Party (the "Mortgage")), together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products of, and now or hereafter located at, or used in connection with the operation of the Premises or the improvements thereon, including without limitation the following:

A. EQUIPMENT, ETC.: All of Debtor's interest in and to all equipment, fixtures, inventory, goods, materials, supplies, furnishings, accounts, accounts receivable, contract rights, plans, specifications, permits, licenses, other rights, bank deposits and other accounts, 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 Mortgaged Property (as defined in the Mortgage) 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 set forth in the Mortgage.

C. LEASES AND RENTS: All of the Debtor's right, title and interest in and to any leases or other agreements for use of any of the Premises or Improvements and all rents, security deposits, and other proceeds, products, offspring or profits of such leases and other agreements, in each case whether now or hereafter existing, relating to the Premises or Improvements, as provided in a Collateral Assignment of Leases and Rents of even date herewith delivered by the Debtor to the Secured Party.

D. UTILITY DEPOSITS: All right, title and interest of the Debtor in and to all monetary deposits which 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.

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

F. NAME AND GOODWILL: The right, in event of foreclosure under the Mortgage of the Mortgaged Property, to take and use any name by which the Mortgaged Property is then known or any variation of the words hereof, and the goodwill of Debtor with respect thereto.

The Premises is located in Woonsocket, Rhode Island and has a street address of **2320 Diamond Hill Road and also at Diamond Hill Road (Tax Assessor's Plat 60-D, Lot 18), Woonsocket, Rhode Island.**