

# UCC-1 Form

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## FILER INFORMATION

*Full name:* **RICHARD NADEAU, ESQ.**

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## SEND ACKNOWLEDGEMENT TO

*Contact name:* **PARTRIDGE SNOW & HAHN LLP**

*Mailing Address:* **40 WESTMINSTER STREET, SUITE 1100**

*City, State Zip Country:* **PROVIDENCE, RI 02903 USA**

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## DEBTOR INFORMATION

*Org. Name:* **JOHNSTON EQUITIES ASSOCIATES**

*Mailing Address:* **P.O. Box 6684**

*City, State Zip Country:* **PROVIDENCE, RI 02904 USA**

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## SECURED PARTY INFORMATION

*Org. Name:* **DIGITAL FEDERAL CREDIT UNION**

*Mailing Address:* **220 DONALD LYNCH BOULEVARD**

*City, State Zip Country:* **MARLBOROUGH, MA 01752 USA**

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## TRANSACTION TYPE: STANDARD

**CUSTOMER REFERENCE: 3729/26**

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## COLLATERAL

EXHIBIT A TO UCC 1 FINANCING STATEMENT DEBTOR: JOHNSTON EQUITIES ASSOCIATES P.O. Box 6684 PROVIDENCE, RHODE ISLAND 02904 SECURED PARTY: DIGITAL FEDERAL CREDIT UNION 220 DONALD LYNCH BOULEVARD MARLBOROUGH, MASSACHUSETTS 01752 ATTN: PAUL T. CAREY, SENIOR COMMERCIAL LENDER THE FOLLOWING TERMS SHALL HAVE THE FOLLOWING MEANINGS: FIXTURES, MACHINERY AND EQUIPMENT: ALL FIXTURES OF EVERY KIND AND NATURE WHATSOEVER OWNED BY DEBTOR, NOW OR HEREAFTER LOCATED IN, UPON OR ABOUT THE REAL ESTATE LOCATED AT 1209 MAIN STREET, RICHMOND, RHODE ISLAND, AS MORE PARTICULARLY DESCRIBED ON EXHIBIT B ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE (THE "REAL ESTATE"), ALL BUILDINGS, STRUCTURES, IMPROVEMENTS AND TENEMENTS OF EVERY KIND OR NATURE WHATSOEVER NOW OR HEREAFTER ERRECTED ON THE REAL ESTATE AND THE LAND LYING IN THE BED OF ANY STREET, ROAD OR AVENUE, OPENED OR PROPOSED, AND ANY AND ALL SIDEWALKS, PLAZAS, ALLEYS, STRIPS AND GORES, IN FRONT OF, ADJOINING OR ADJACENT TO THE REAL ESTATE; AND ALL AND SINGULAR THE PRIVILEGES, TENEMENTS, HEREDITAMENTS, LICENSES, EASEMENTS, PARTY WALL AGREEMENTS, RIGHTS, ROYALTIES, MINERAL, OIL AND GAS RIGHTS, RENTS, ISSUES AND PROFITS, WATER, WATER RIGHTS, WATER STOCK, AND APPURTENANCES, REVERSION OR REVERSIONS AND REMAINDER OR REMAINDERS BELONGING OR IN ANY WAY APPERTAINING TO THE REAL ESTATE OR ANY OTHER LOCATION FOR INCORPORATION INTO IMPROVEMENTS LOCATED OR TO BE LOCATED ON THE REAL ESTATE, AND ALL RENEWALS AND REPLACEMENTS THEREOF AND ADDITIONS, SUBSTITUTIONS AND ACCESSIONS THERETO (THE "FIXTURES"). THE FIXTURES SHALL BE DEEMED TO INCLUDE, BUT WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, ALL HEATING, LIGHTING, LAUNDRY, INCINERATION AND POWER EQUIPMENT, ENGINES, PIPES, PUMPS, TANKS, MOTORS, DYNAMOS, BOILERS, FUEL, CONDUITS, SWITCHBOARDS, PLUMBING, LIFTING, REFRIGERATING, VENTILATING, AND COMMUNICATIONS APPARATUS, SPRINKLER SYSTEM AND OTHER FIRE PREVENTION AND FIRE EXTINGUISHING APPARATUS, AIR COOLING AND AIR CONDITIONING APPARATUS, ELEVATORS, ESCALATORS, SHADES, BLINDS, AWNINGS, SCREENS, STORM DOORS, AND WINDOWS, STOVES, REFRIGERATORS, REFRIGERATING PLANT, ATTACHED CABINETS, PARTITIONS, DUCTS AND COMPRESSORS, GAS AND ELECTRIC FIXTURES, RANGES, STOVES, DISPOSALS, RUGS. ALL MACHINERY AND EQUIPMENT OF EVERY KIND AND NATURE WHATSOEVER OWNED BY DEBTOR, NOW OR HEREAFTER LOCATED IN OR UPON THE REAL ESTATE, OR ANY PART THEREOF, AND ALL RENEWALS AND REPLACEMENTS THEREOF AND ADDITIONS, SUBSTITUTIONS AND ACCESSIONS THERETO (THE "MACHINERY AND EQUIPMENT"). THE MACHINERY AND EQUIPMENT SHALL BE DEEMED TO INCLUDE, WITHOUT LIMITATION OF THE GENERALITY OF THE FOREGOING, ALL RIGHT, TITLE AND INTEREST OF DEBTOR IN AND TO ALL MACHINERY, FIXTURES, EQUIPMENT, TOOLS, CONSTRUCTION MATERIALS, BRICKS, STEEL, WOOD, WINDOWS, WINDOW FRAMES, GLASS, CONCRETE, MORTAR, FURNISHINGS, FURNITURE, CARPETS, APPLIANCES, CABINETS, SINKS, TUBS, TOILETS, SHOWER STALLS, LANDSCAPING MATERIALS AND IMPROVEMENTS, NOW OR ANY TIME HEREAFTER ATTACHED TO, PLACED UPON, OR USED IN ANY WAY IN CONNECTION WITH THE USE, ENJOYMENT, OPERATION, MAINTENANCE AND OCCUPANCY OF THE REAL ESTATE. ALL CASH AND NON CASH PROCEEDS OF ANY OF THE FOREGOING FIXTURES AND/OR MACHINERY AND EQUIPMENT, INCLUDING INSURANCE PROCEEDS, CLAIMS AND SETTLEMENTS; AND ALL PROCEEDS AND PRODUCTS OF ANY FIXTURES AND/OR MACHINERY AND EQUIPMENT, INCLUDING BUT NOT LIMITED TO ANY DEPOSITS OR PAYMENTS NOW OR HEREAFTER MADE BY DEBTOR ON ANY OF

THE FOREGOING TO BE ACQUIRED BY DEBTOR. **PREMIUMS:** ALL UNEARNED PREMIUMS, ACCRUED, ACCRUING OR TO ACCRUE UNDER INSURANCE POLICIES NOW OR HEREAFTER OBTAINED BY DEBTOR AND ALL PROCEEDS OF THE CONVERSION, VOLUNTARY OR INVOLUNTARY, OF THE REAL ESTATE OR THE FIXTURES, MACHINERY AND EQUIPMENT, AND/OR ANY OTHER PROPERTY OR RIGHTS DESCRIBED HEREIN, OR ANY PART THEREOF, INTO CASH OR LIQUIDATED CLAIMS. **AWARDS:** ALL AWARDS OR PAYMENTS, INCLUDING INTEREST THEREON, AND THE RIGHT TO RECEIVE THE SAME, WHICH MAY BE MADE WITH RESPECT TO EMINENT DOMAIN, THE ALTERATION OF THE GRADE OF ANY STREET, OR ANY OTHER INJURY TO OR DECREASE IN THE VALUE OF THE REAL ESTATE OR THE FIXTURES, MACHINERY AND EQUIPMENT, AND/OR ANY OTHER PROPERTY OR RIGHTS DESCRIBED HEREIN. **LEASES:** ALL EXISTING AND FUTURE TENANCIES, SUBTENANCIES, LEASES AND SUBLEASES OF, AND AGREEMENTS NOW OR HEREAFTER AFFECTING OR HAVING REFERENCE TO, THE WHOLE OR ANY PART OF THE REAL ESTATE AND TO WHICH DEBTOR IS A PARTY, AND ANY RENEWALS OR EXTENSIONS THEREOF OR LEASES OR SUBLEASES IN SUBSTITUTION THEREFOR, WHETHER ORAL OR WRITTEN, TOGETHER WITH AND INCLUDING THE DEBTOR'S ENTIRE RIGHT, TITLE AND INTEREST IN SUCH LEASES AND SUBLEASES, INCLUDING, BUT NOT LIMITED TO, ALL THE RIGHT, POWER AND AUTHORITY OF DEBTOR TO ALTER, MODIFY OR CHANGE SUCH LEASES AND SUBLEASES, OR TO TERMINATE THE TERM THEREOF OR ACCEPT A SURRENDER THEREOF OR TO CANCEL THE SAME OR TO WAIVE OR RELEASE THE TENANT FROM THE PERFORMANCE OR OBSERVANCE BY THE TENANT OF ANY OBLIGATION OR CONDITION THEREOF. **RENTALS AND OTHER PAYMENTS:** ALL RENTS, ISSUES AND PROFITS FROM THE REAL ESTATE AND ALL OTHER SUMS NOW OR HEREAFTER PAID OR PAYABLE TO DEBTOR BY TENANTS NOW OR HEREAFTER OCCUPYING THE REAL ESTATE OR ANY PORTION THEREOF, UNDER OR BY REASON OF ALL EXISTING AND FUTURE TENANCIES AND LEASES AND SUBLEASES OF THE WHOLE OR ANY PART OF THE REAL ESTATE, INCLUDING, WITHOUT LIMITING THE GENERALITY OF THE FOREGOING LANGUAGE, ANY AND ALL SUMS PAID OR PAYABLE TO DEBTOR BY REASON OF THE EXERCISE BY ANY TENANT, OF ANY OPTION, PREEMPTIVE RIGHT OR RIGHT OF FIRST REFUSAL TO PURCHASE OR LEASE THE WHOLE OR ANY PORTION OF THE REAL ESTATE, PROCEEDS OF RENT INSURANCE AND BUSINESS INTERRUPTION INSURANCE, SO CALLED, PROCEEDS OF ANY INSURANCE OR GUARANTY OF ANY LEASE OR SUBLEASE OF THE WHOLE OR ANY PORTION OF THE REAL ESTATE OR OF THE OBLIGATIONS OF ANY TENANT UNDER SUCH LEASE, AWARDS OF DAMAGE OR OTHER SUMS PAID OR PAYABLE TO DEBTOR BY REASON OF THE TAKING OF ALL OR ANY PORTION OF THE REAL ESTATE BY CONDEMNATION OR OTHER SIMILAR PROCEEDINGS, ALL SUMS PAID OR PAYABLE TO DEBTOR IN ADDITION TO RENTAL FOR SUCH ITEMS AS TAXES, UTILITIES AND WATER CHARGES, ALL SUMS PAID OR PAYABLE FOR USE AND OCCUPANCY OF THE REAL ESTATE OR ANY PORTION THEREOF, AND ALL SUMS PAID PURSUANT TO SETTLEMENT WITH OR JUDGMENT AGAINST ANY TENANT RELATING TO ANY ALLEGED BREACH OF ANY LEASE, SUBLEASE OR AGREEMENT. **EXHIBIT B LEGAL DESCRIPTION THAT CERTAIN TRACT OR PARCEL OF LAND WITH ALL BUILDINGS AND IMPROVEMENTS THEREON SITUATED ON THE SOUTHWESTERLY SIDE OF KINGSTON ROAD, ALSO KNOWN AS ELM STREET, MAIN STREET AND RHODE ISLAND ROUTE 138, IN WYOMING IN THE TOWN OF RICHMOND, COUNTY OF WASHINGTON AND STATE OF RHODE ISLAND FURTHER BOUNDED AND DESCRIBED AS FOLLOWS:** BEGINNING AT A POINT OF CURVATURE IN THE SOUTHWESTERLY LINE OF SAID KINGSTON ROAD. SAID POINT OF BEGINNING BEING FURTHER DESCRIBED AS 30.00' SOUTHWESTERLY OF BASELINE STATION 322+41.83 ON RHODE ISLAND HIGHWAY CONDEMNATION PLAT 470; THENCE SOUTH 34 DEGREES 14' 34" EAST, BOUNDED SOUTHEASTERLY BY SAID KINGSTON ROAD, A DISTANCE OF 80.62' TO A POINT; THENCE SOUTH 51 DEGREES 45' 21" WEST, BOUNDED SOUTHERLY BY LAND NOW OR FORMERLY OF SUN VALLEY, INC., A DISTANCE OF 194.06' TO A 3/8" DRILL HOLE FOUND AT AN INTERSECTION OF STONE WALLS; THENCE NORTH 68 DEGREES 13' 14" WEST, BOUNDED SOUTHWESTERLY BY LAND NOW OR FORMERLY OF KEITH B. BRYANT, ALONG THE CENTERLINE OF A STONE WALL, A DISTANCE OF 150.04' TO A POINT; THENCE NORTH 20 DEGREES 27' 53" EAST, BOUNDED NORTHWESTERLY BY SAID BRYANT LAND, A DISTANCE OF 323.19' TO A POINT; THENCE SOUTHEASTERLY, BOUNDED NORTHEASTERLY BY SAID KINGSTON ROAD, ALONG THE ARC OF A CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 05 DEGREES 38' 45" AN ARC DISTANCE OF 158.98', A CHORD BEARING OF SOUTH 39 DEGREES 08' 47" EAST, A CHORD DISTANCE OF 158.91' TO A POINT; THENCE CONTINUING SOUTHEASTERLY, BOUNDED NORTHEASTERLY BY SAID KINGSTON ROAD, ALONG THE ARC OF SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 2 DEGREES 4' 51" AN ARC DISTANCE OF 58.59', A CHORD BEARING OF SOUTH 35 DEGREES 16' 59" EAST, A CHORD DISTANCE OF 58.59' TO THE POINT AND PLACE OF BEGINNING. THE AFORESAID PARCEL IS ALSO DESCRIBED AS FOLLOWS: BEGINNING AT A POINT WHERE THE SOUTHERLY LINE OF MAIN STREET (A.K.A. RHODE ISLAND STATE HIGHWAY ROUTE 138, PUBLIC, VARIABLE WIDTH) IS INTERSECTED BY THE DIVIDING LINE BETWEEN LOT 6 AND LOT 4 (N/F LANDS OF SUN VALLEY, LLC), MAP 5B, AND FROM SAID BEGINNING POINT RUNNING THENCE; 1. ALONG SAID DIVIDING LINE, SOUTH 54 DEGREES - 07 MINUTES - 31 SECONDS WEST, A DISTANCE OF 193.38 FEET TO A POINT, THENCE; 2. ALONG THE DIVIDING LINE BETWEEN LOT 6 AND LOT 9 (N/F LANDS OF KEITH B. BRUCE O., AND JOYCE W. BRYANT), MAP 5B, NORTH 65 DEGREES - 13 MINUTES - 44 SECONDS WEST, A DISTANCE OF 148.62 FEET TO A POINT, THENCE; 3. CONTINUING ALONG SAME, NORTH 22 DEGREES - 51 MINUTES - 55 SECONDS EAST, A DISTANCE OF 324.05 FEET TO A POINT ON THE AFOREMENTIONED SOUTHERLY LINE OF MAIN STREET, THENCE; 4. ALONG SAID SOUTHERLY LINE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 1613.35 FEET, A CENTRAL ANGLE OF 07 DEGREES - 43 MINUTES - 36 SECONDS, AND AN ARC LENGTH OF 217.57 FEET, ALSO BEARING A CHORD OF SOUTH 34 DEGREES - 50 MINUTES - 51 SECONDS EAST, A CHORD DISTANCE OF 217.40 FEET TO A POINT OF TANGENCY, THENCE; 5. CONTINUING ALONG SAME, SOUTH 30 DEGREES - 59 MINUTES - 03 SECONDS EAST, A DISTANCE OF 80.62 FEET TO THE POINT AND PLACE OF BEGINNING. FOR REFERENCE PURPOSES ONLY: PROPERTY ADDRESS: 1209 MAIN STREET, RICHMOND, RHODE ISLAND