

UCC-1 Form

FILER INFORMATION

Full name: **MICHELLE MACKNIGHT**

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SEND ACKNOWLEDGEMENT TO

Contact name: **ROBERTS, CARROLL, FELDSTEIN & PEIRCE**

Mailing Address: **10 WEYBOSSET STREET, 8TH FLOOR**

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

DEBTOR INFORMATION

Org. Name: **101 PLAIN, LLC**

Mailing Address: **101 PLAIN STREET, SUITE 100**

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

SECURED PARTY INFORMATION

Org. Name: **ROCKLAND TRUST COMPANY**

Mailing Address: **100 SLADE'S FERRY AVENUE**

City, State Zip Country: **SOMERSET, MA 02726 USA**

TRANSACTION TYPE: STANDARD

CUSTOMER REFERENCE: OUR FILE NO. 3842-298

COLLATERAL

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

EXHIBIT A

Debtor: 101 Plain, LLC
101 Plain Street, Suite 100
Providence, Rhode Island 02903

Secured Party: Rockland Trust Company
288 Union Street
Rockland, Massachusetts 02370

All fixtures, machinery, equipment, furniture, inventory, building supplies, appliances and other articles of personal property (hereinafter collectively referred to as the "Personal Property"), including, but not limited to, all gas and electric fixtures, radiators, heaters, furnaces, engines and machinery, boilers, ranges, ovens, elevators and motors, bathtubs, sinks, commodes, basins, pipes, faucets and other plumbing, heating and air conditioning equipment, mirrors, refrigerating plant, refrigerators, iceboxes, dishwashers, carpeting, floor coverings, furniture, light fixtures, signs, lawn equipment, water heaters, and cooking apparatus and appurtenances, and all other fixtures and equipment now or hereafter owned by Debtor and located in, on or about, or used or intended to be used with or in connection with the use, operation, or enjoyment of the real property described in Exhibit B attached hereto ("Mortgaged Property"), whether installed in such a way as to become a part thereof or not, including all extensions, additions, improvements, betterments, renewals and replacements of any of the foregoing and all the right, title and interest of Debtor in and to any of the foregoing now owned or hereafter acquired by Debtor, all of which are hereby declared and shall be deemed to be fixtures and accessions to the freehold and a part of the Improvements as between the parties hereto and all persons claiming by, through or under them;

All right, title and interest of Debtor in and to all policies of insurance, licenses, franchises, permits, service contracts, maintenance contracts, property management agreements, equipment leases, tradenames, trademarks, servicemarks, logos, goodwill, accounts, chattel paper, whether tangible or electronic, payment intangibles, payment obligations arising out of the sale, lease or license of tangible and intangible property, health care insurance receivables, credit card receivables, letter-of-credit rights, supporting obligations, software, commercial tort claims, tax refunds, and general intangibles as defined in the Uniform Commercial Code as enacted in the State of Rhode Island, which in any way now or hereafter belong, relate or appertain to the Mortgaged Property or the Personal Property or any part thereof now owned or hereafter acquired by Debtor, including, without limitation, all condemnation payments, insurance proceeds and escrow funds;

All the right, title, interest of Debtor in and to all contracts, agreements, labor, material and payment bonds, guaranties and warranties, and plans and specifications, whether now or hereafter existing, including, without limitation (i) any architectural or engineering agreement

other architectural or engineering services, (ii) the plans and specifications for the construction of any improvements on the Mortgaged Property, and (iii) any construction manager's agreement entered into with respect to construction of improvements on the Mortgaged Property;

All proceeds, products, substitutions and accessions of the foregoing of every type.

All proceeds of the above property, including such as may be in the possession of Debtor at any time or in the possession of any representative person on behalf of Debtor, including a Trustee, receiver, custodian or other similar official under any action seeking reorganization, arrangement, adjustment, liquidation, dissolution or composition of Debtor under any law relating to bankruptcy, insolvency, reorganization or relief of debtors, whether such proceeds have been paid to or recovered by Debtor or any of said representatives.

The Debtor acknowledges and agrees that, with respect to any term used herein that is defined in either (a) Article 9 of the Uniform Commercial Code as in force in the jurisdiction in which this financing statement was signed by the Debtor at the time it was signed or (b) Article 9 as in force at any relevant time in the jurisdiction in which this financing statement is filed, the meaning to be ascribed thereto with respect to any particular item of property shall be that under the more encompassing of the two definitions.

The Debtor further acknowledges and agrees that this financing statement covers, and is intended to cover, all assets of the Debtor.

3842-298 (3670395)

EXHIBIT B

PARCEL ONE

**105 Plain Street
Providence, Rhode Island
AP: 23/Lot(s): 647**

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

Beginning at a point on Plain Street, said point being the southeast corner of the herein described parcel and said point also being at the intersection of the westerly line of Plain Street and the northerly line of Oldham Street in the City of Providence;

Beginning from the aforesaid point and running westerly along the northerly line of Oldham Street, a distance of one hundred eighty five feet (185.00) to a point;

Thence turning an interior angle of ninety degrees (90°00'00") and running a distance of eighty three feet (83.00) to a point;

Thence turning an interior angle of two hundred seventy degrees (270°00'00") and running a distance of forty feet (40.00) to a point;

Thence turning an interior angle of two hundred seventy degrees (270°00'00") and running a distance of eighty three feet (83.00) bounded by land now or formerly of Anthony Roderick to a point;

Thence turning an interior angle of ninety degrees (90°00'00") and running a distance of forty feet (40.00) bounded southerly by the northerly line of Oldham Street to a point;

Thence turning an interior angle of one hundred sixty seven degrees and fifty minutes (167°50'00") and running a distance of one hundred twenty five feet (125.00) bounded southerly by the northerly line of Oldham Street to a point;

Thence turning an interior angle of ninety degrees (90°00'00") and running a distance of eighty three feet (83.00) bounded by land now or formerly of Goldie Haroian to a point;

Thence turning an interior angle of ninety degrees and twenty seconds (90°00'20") and running a distance of one hundred two and seventy two hundredths feet (102.72) bounded northerly by land now or formerly of Francis J. Kennedy, Spyridon Papaioannou, et ux and Amcam Realty Inc. to a point;

Thence turning an interior angle of two hundred sixty nine degrees fifty nine minutes and forty seconds (269°59'40") and running a distance of eighty-two and thirty-nine hundredths feet (82.39) bounded by land now or formerly of Amcam Realty Inc. to a point;

Thence turning an interior angle of $90^{\circ}00'00''$ and running a distance of four and $66/100$ feet (4.66) bounded northerly by the southerly line of Frank Street to a point;

Thence turning an interior angle of $192^{\circ}10'00''$ a distance of two hundred forty-five and $34/100$ feet (245.34) bounded northerly by the southerly line of Frank Street to a point;

Thence turning an interior angle of $90^{\circ}42'00''$ and running a distance of one hundred sixty-five and $41/100$ (165.41) feet bounded easterly by the westerly line of Plain Street to a point, said point being the point of beginning and said line forming with the line of beginning an interior angle of $89^{\circ}18'00''$.

PARCEL TWO

5 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 745

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

Beginning at a stone bound at the southeasterly corner of the lot herein conveyed, said corner being the northwesterly corner of Plain and Frank Streets; thence westerly along the northerly line of said Frank Street, a distance of eighty (80) feet to a point; thence northerly describing an interior angle of ninety (90) degrees, a distance of forty nine (49) feet to a point; thence easterly describing an interior angle of ninety (90) degrees, a distance of seventy nine and four tenths (79.4) feet to a point in the westerly line of Plain Street; thence southerly along the westerly line of said Plain Street, and describing an interior angle of ninety degrees and forty two minutes ($90^{\circ}42'$), a distance of forty nine (49) feet to the point of beginning.

PARCEL THREE

15 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 635

That certain tract or parcel of land, with all the buildings and improvements thereon, situated on the northerly side of Frank Street in the City and County of Providence, State of Rhode Island, comprising the easterly ten (10) feet in width by the entire depth of Lot No. 34 (thirty four) and the westerly thirty (30) feet in width by the entire depth of Lot No. 31 (thirty one) on that plat of land entitled, "THE BEACON PLAT NO. 2 SURVEYED AND DRAWN FEBRUARY 1887 BY GEO. C. TINGLEY, C.E.", which said plat is on file in the Providence Land Evidence Records in Plat Book 18 at Page 3 and on Plat Card # 576.

PARCEL FOUR

**21 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 634**

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

Beginning at the southeasterly corner of said lot, at a point in said Frank Street and at the southwesterly corner of land now or lately of Bridget Flynn, said point being one hundred sixty (160) feet westerly from the westerly line of Plain Street as measured along the northerly line of Frank Street; thence westerly, bounding southerly on said Frank Street forty (40) feet to land now or lately of Annis Pappas; thence northerly, bounding westerly on said Pappas land, eighty seven and $37/100$ (87.37) feet to land now or lately of Rose A. Sawyer; thence easterly, bounding northerly on said Sawyer land; thence southerly, bounding easterly on said Flynn land, eighty nine and $47/100$ (89.47) feet to the point of beginning.

PARCEL FIVE

**40 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 930**

That lot of land with the buildings and improvements thereon, situated at the southeasterly corner of Beacon Avenue and Frank Street 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 Frank Street with the easterly line of Beacon Avenue, at the northwesterly corner of said lot; thence easterly, bounding northerly on Frank Street, one hundred and $25/100$ (100.25) feet, more or less, to land now or lately of Clarence J. Tillinghast et al; thence southerly, bounding easterly on said last named land about thirty three (33) feet to land now or lately of Clifford A. Baxter, et al; thence westerly, bounding southerly on said last named land, ninety four and $68/100$ (94.68) feet, more or less, to Beacon Avenue; thence northerly, bounding westerly on Beacon Avenue, thirty three and $42/100$ (33.42) feet, more or less, to Frank Street at the point of beginning.

PARCEL SIX

**34 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 632**

That certain lot or parcel of land with all the buildings and improvements thereon, situated on the southerly side of Frank Street, in the City and County of Providence, State of Rhode Island, laid out and designated as Lot No. 11 on that plat entitled; "The Beacon Plat No. 2 Surveyed and Drawn February 1887 by Geo. C. Tingley, C.E.", which plat is recorded in the office of the Recorder of Deeds of the City of Providence in Plat Book 18 at Page 3 and (copy) on Plat Card 576.

Said lot is bounded and described as follows:

Beginning at a point in the southerly line of Frank Street, one hundred and $25/100$ (100.25) feet, more or less, easterly from the easterly line of Beacon Avenue, said point of beginning being at the northerly corner of land now or lately of Frank J. Mazzone and wife, and running thence easterly, bounding northerly on said Frank Street, a distance of forty and $12/100$ (40.12) feet to land now or lately of Elizabeth H. Kelley, et al; thence turning a right angle and running southerly, bounding easterly on said Kelley land, a distance of eighty-two and $39/100$ (82.39) feet to land now or lately of Elias M. Kerhulas and wife; thence turning a right angle and running westerly, bounding southerly in part on said Kerhulas land and in part on land now or lately of Mushak Bogoian and wife, a distance of fifty three and $61/100$ (53.61) feet to land now or lately of Sarah A. Salisbury Estate; thence turning an interior angle of 80 degrees 32' and running northerly, bounding westerly in part on said last named land, in part on land now or lately of Timothy J. Leahy and in part on said Mazzone land, a distance of eighty three and $53/100$ (83.53) feet to said Frank Street and the point or place of beginning, said last described line forming an interior angle of 99 degrees 28' with the line first herein described.

PARCEL SEVEN

**9 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 306**

That lot of land with the buildings and improvements thereon, situated on the northerly side of Frank Street in the City and County of Providence, State of Rhode Island bounded and described as follows:

Beginning at the southeasterly corner of said lot at a point in said Frank Street and at the southwesterly corner of land now or lately of Duante J. Nappi, et al, said point being eighty (80) feet westerly from the westerly line of Plain Street, as measured along the northerly side of Frank Street; thence westerly, bounding southerly on said Frank Street, forty (40) feet to land now or lately of Bridget Flynn; thence northerly, bounding westerly on the last named land, ninety one

and 57/100 (91.57) feet to land now or lately of James P. Mallon; thence easterly, bounding northerly in part on the last named land and in part on land now or lately of Pasquale Perrino, forty (40) feet, more or less, to land now or lately of Amcan Realty, Inc. and thence southerly, bounding easterly on the last named land in part on said Nappi land ninety-five and 68/100 (95.68) feet to the place of beginning.

Containing three thousand seven hundred (3,705) square feet of land, more or less.

PARCEL EIGHT

**43 Oldham Street
Providence, Rhode Island
AP: 23/Lot(s): 640**

That lot of land, situated on the northerly side of Oldham Street, in the City and County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the northerly line of Oldham Street, at the southwesterly corner of said lot, said point being also the southwesterly corner of Lot No. 10 (ten) on the plat hereinafter referred to, and being located seventy two and 72/100 (72.72) feet easterly from the point of intersection of said line of Oldham Street with the easterly line of Beacon Avenue; thence northerly, bounding westerly on land now or lately of Thomas E. Whitney and in part on land now or lately of Sarah A. Salisbury Estate, eighty four and 15/100 (84.15) feet, more or less, to land now or lately of Margaret Carroll; thence easterly, bounding northerly on said last named land, thirty and 89/100 (30.89) feet, more or less, to land now or lately of Elizabeth C. Brady; thence southerly, bounding easterly on said last named land, eighty three (83) feet to Oldham Street; thence westerly, bounding southerly on Oldham Street, forty four and 73/100 (44.73) feet to the point of beginning.

Said lot comprises all except the easterly ten (10) feet in width by the entire depth of Lot No. 10 (ten) on the plat entitled, "THE BEACON PLAT NO. 2 SURVEYED AND DRAWN FEBRUARY 1887 BY GEO. C. TINGLEY, C.E.", and recorded in the office of the Recorder of Deeds in said Providence in Plat Book 18 at Page 3 and (copy) on Plat Card No. 576.

LESS AND EXCEPTING any buildings and improvements situated on the land described above as more particularly conveyed to California Mortgage Inc. by Warranty Deed dated August 11, 2008 and recorded August 15, 2008 in Book 9185 at Page 88 in the Providence Land Evidence Records.

PARCEL NINE

1123 Beacon Avenue

Providence, Rhode Island
AP: 23/Lot(s): 929

Lot One:

That certain lot or parcel of land, situated in the City and County of Providence, State of Rhode Island, further laid out and described as follows:

Beginning at a point in the easterly line of Beacon Avenue, at the northwesterly corner of land now or formerly of Leo Pichette; thence northerly, bounding westerly on Beacon Avenue, thirty three and 42/100 (33.42) feet to land now or formerly of Isidore Shechtman; thence easterly, bounding northerly on said Shechtman land, ninety four and 68/100 (94.68) feet to land now or formerly of Francis J. Kennedy; thence southerly, bounding easterly on said Kennedy land, thirty three and 42/100 (33.42) feet, more or less, to said Pichette land; thence westerly, bounding southerly on said Pichette land, eighty nine and 40/100 (89.40) feet to the point and place of beginning.

LESS AND EXCEPTING any buildings and improvements situated on the land described above as more particularly conveyed to California Mortgage Inc. by Warranty Deed dated August 11, 2008 and recorded August 15, 2008 in Book 9185 at Page 82 in the Providence Land Evidence Records, and also by Bill of Sale recorded in Book 9185 at Page 85 in said Land Evidence Records.

Lot Two:

That certain lot of land, situated in the City and County of Providence, State of Rhode Island, bounded westerly by Beacon Avenue, formerly Mumford Street, upon which it measures thirty three (33) feet and four (4) inches and holding that width extends back easterly ninety (90) feet, more or less, to land now or formerly known as Burial Ground, bounded northerly by land now or formerly of Waldo Fox and southerly by lot number ten (10) upon the plat hereinafter referred to and however described it is the southerly portion of lot number nine (9) upon a "PLAT OF THE TIMOTHY WIGGINS LAND", which is recorded in Plat Book Two (2) at Page Ten (10) of the Records of Land Evidence in said City of Providence.

LESS AND EXCEPTING any buildings and improvements situated on the land described above as more particularly conveyed to California Mortgage Inc. by Warranty Deed dated August 11, 2008 and recorded August 15, 2008 in Book 9185 at Page 82 in the Providence Land Evidence Records, and also by Bill of Sale recorded in Book 9185 at Page 85 in said Land Evidence Records.

Lot Three:

That lot or parcel of land, situated on the northeasterly corner of Beacon Avenue and Oldham Street in the City and County of Providence, State of Rhode Island and is bounded westerly by Beacon Avenue, southerly by Oldham Street, easterly by land now or lately of Zarter R. Bogioian Estate and northerly by land now or lately of Leo Pichette.

LESS AND EXCEPTING any buildings and improvements situated on the land described above as more particularly conveyed to California Mortgage Inc. by Warranty Deed dated August 11, 2008 and recorded August 15, 2008 in Book 9185 at Page 82 in the Providence Land Evidence Records, and also by Bill of Sale recorded in Book 9185 at Page 85 in said Land Evidence Records.

PARCEL TEN

**30 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 629**

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

Beginning at a point in the southerly line of Frank Street, one hundred forty and 37/100 (140.37) feet, more or less, easterly from the easterly line of Beacon Avenue, said point of beginning being the northwesterly corner of land now or lately of Francis J. Kennedy, and running thence easterly, bounding northerly on said Frank Street, a distance of forty (40) feet to land now or lately of Kostas Leakopoulos and wife; thence turning and running southerly, bounding easterly on said last named land, a distance of eighty two and 39/100 (82.39) feet to land now or lately of Thomas J. Cavas and wife; thence turning and running westerly, bounding southerly in part on said last named land and in part on land now or lately of Louise G. Carr, et al, a distance of forty (40) feet to said Kennedy land; thence turning and running northerly, bounding westerly on said last named land, a distance of eighty two and 39/100 (82.39) feet to said Frank Street and the point or place of beginning.

Said lot being the westerly forty (40) feet of Lot No. 14 on that plat entitled, "THE BEACON PLAT NO. 2 SURVEYED AND DRAWN FEBRUARY 1887 BY GEO. C. TINGLEY, C.E.", which plat is recorded in the office of the Recorder of Deeds of the City of Providence in Plat Book 18 at Page 3 and (copy) on Plat Card 576.

PARCEL ELEVEN

**23 Oldham Street
Providence, Rhode Island
AP: 23/Lot(s): 642**

A parcel of land, with all the buildings and improvements thereon, situated on the northerly side of Oldham Street, in the City of Providence, County of Providence, State of Rhode Island, laid

out as the easterly thirty five (35) feet in width by the entire depth of Lot No. 17 (seventeen) and the adjoining westerly five (5) feet in width by the entire depth of Lot No. 20 (twenty) on that plat entitled, "THE BEACON PLAT NO. 2 SURVEYED AND DRAWN FEBRUARY 1887 BY GEO. C. TINGLEY, C.E.", which plat is recorded in the Office of the Recorder of Deeds in said City of Providence in Plat Book 18 at Page 3 and (copy) on Plat Card 576.

Said parcel bounds southerly on Oldham Street, forty (40) feet and holding that width extends northerly eighty three (83) feet, bounding on all others sides on land now or lately of KFM Associates.

PARCEL TWELVE

**25 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 626**

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

Beginning at a point in the northerly line of Frank Street, at the southeasterly corner of the premises herein described and the southwesterly corner of land now or lately of Peter K. Poladian and wife; said point of beginning being two hundred one (201) feet, more or less, westerly from the northwesterly corner of Plain Street and Frank Street; thence northerly, bounding easterly on said Poladian land, eighty seven and thirty seven (87.37) feet, more or less, to land now or lately of Freeman M. Scares and wife; thence westerly, bounding northerly on said Scares land, thirty one and 03/100 (31.03) feet, more or less, to land now or lately of Ardashes Kasparian and wife; thence southerly, bounding westerly on said Kasparian land, eighty five and 08/100 (85.08) feet, more or less, to Frank Street; thence easterly, bounding southerly on Frank Street, ten and 42/100 (10.42) feet, more or less, to an angle; thence continuing easterly, bounding southerly on Frank Street, thirty nine and 58/100 (39.58) feet, more or less, to the point and place of beginning.

PARCEL THIRTEEN

**29 Frank Street
Providence, Rhode Island
AP: 23/Lot(s): 625**

That certain or parcel of land with all the buildings and improvements thereon, situated on the northerly side of Frank Street, in the City of Providence, County of Providence, State of Rhode Island, laid out and designated as Lot No. 37 (thirty seven), on that certain plat entitled; "THE BEACON PLAT NO. 2 SURVEYED AND DRAWN FEBRUARY 1887 BY GEO. C.

TINGLEY, C.E.", which said plat is recorded in the Land Evidence Records of the City of Providence, in Plat Book 18, at Page 3 (copy) on Plat Card 576.

EXCEPTING THEREFROM, that one (1) foot wide strip on the easterly side of the above described premises, said strip having been conveyed by Ardashes Kasparian and Lucy Kasparian to Annie Pappas, a copy of which may be found in the Records of Land Evidence for the City of Providence in Book 1054 at Page 485.