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**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Robert J. Donnelly 401-789-0217
B. E-MAIL CONTACT AT FILER (optional) rdonnelly@kenyonlawyers.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Robert J. Donnelly, Esq. 133 Old Tower Hill Road Wakefield, RI 02879

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 Champlin's Seafood Deck, Inc.				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
P.O. Box 426	Narragansett	RI	02882	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				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
41 Newport Avenue	North Kingstown	RI	02852	USA

4. COLLATERAL: This financing statement covers the following collateral:  
Those certain assets as shown on Exhibit A attached hereto.

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative				
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility			6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenser				
8. OPTIONAL FILER REFERENCE DATA:				

# UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. 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

18a. ORGANIZATION'S NAME

Champlin's Seafood Deck, Inc.

OR  
18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR  
19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME

OR  
20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME

OR  
21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

OR  
22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

Heard

Sarah

22c. MAILING ADDRESS

41 Newport Avenue

CITY

North Kingstown

STATE

RI

POSTAL CODE

02852

COUNTRY

USA

23.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR  
23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

Flanders

Rebekah

23c. MAILING ADDRESS

41 Newport Avenue

CITY

North Kingstown

STATE

RI

POSTAL CODE

02852

COUNTRY

USA

24. MISCELLANEOUS:

EXHIBIT A

UNIFORM COMMERCIAL CODE  
CONTINUATION OF FINANCING STATEMENT  
STATE OF RHODE ISLAND

DEBTOR: CHAMPLIN'S SEAFOOD DECK, INC.

SECURED PARTY: STEPHEN R. HEARD, SARAH W. HEARD AND REBEKAH R. FLANDERS

The financing statement covers the following types of property:

All fixtures and all tangible and intangible property of the Debtor, whether now owned or hereafter acquired by the Debtor, or in which the Debtor may now have or hereafter acquire an interest, including without limitation:

(A) All ACCOUNTS and GENERAL INTANGIBLES now existing or arising in the future, whether in the ordinary course of the Debtor's business, in respect of the sale of INVENTORY, or otherwise, (including without limitation: (1) all monies due and to become due under any contract or account, (2) any damages arising out of or for breach or default in respect of any such contract or account, (3) all other amounts from time to time paid or payable under or in connection with any such contract or account, and (4) the right of the Debtor to terminate any contract or to perform and exercise all remedies thereunder);

(B) all inventory;

(C) all fixtures;

(D) all equipment;

(E) all ledger sheets, files, records, documents and instruments (including, without limitation, computer programs, tapes and related data processing software) evidencing an interest in or relating to the foregoing collateral;

(F) all instruments, documents, securities, cash and property, owned by the Debtor or in which Debtor has an interest, which now or hereafter at any time are in the possession or control of the Secured Party or in transit by mail or carrier to or from the Secured Party or in the possession of any third party acting in behalf of the Secured Party without regard to whether the Secured Party received the same in pledge for safekeeping, as agent for collection or transmission or otherwise or whether the Secured Party had conditionally released the same; and

(G) to the extent not otherwise included all proceeds of any and all of the foregoing.

(H) all licenses and permits, including all alcoholic beverage and food licenses issued to Debtor by the Town of Narragansett