

UCC-1 Form

FILER INFORMATION

Full name: **ANDREW R BILODEAU**

Email Contact at Filer: **ANDREW@BCLAWRI.COM**

SEND ACKNOWLEDGEMENT TO

Contact name: **BILODEAU CAPALBO, LLC**

Mailing Address: **1350 DIVISION RD., SUITE 102**

City, State Zip Country: **SOUTH KINGSTOWN, RI 02879 USA**

DEBTOR INFORMATION

Org. Name: **BAKEFORD PROPERTIES, LLC**

Mailing Address: **640 TEN ROD ROAD**

City, State Zip Country: **NORTH KINGSTOWN, RI 02852 USA**

SECURED PARTY INFORMATION

Org. Name: **BANK RHODE ISLAND**

Mailing Address: **ONE TURKS HEAD PLACE**

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

TRANSACTION TYPE: STANDARD

COLLATERAL

ALL LEASES AND RENTS AS MORE PARTICULARLY SET FORTH ON EXHIBIT A ATTACHED HERETO AND INCORPORATED BY REFERENCE.

EXHIBIT A

All of Debtor's right, title and interest in and to (i) all leases, subleases and tenancies, whether written or oral, now or hereafter existing with respect to any portion or portions of the premises owned by Debtor in the **Town of North Kingstown, Rhode Island, situated at 606, 610, 640, 650 and 660 Ten Rod Road**, which premises may be more particularly described in Exhibit B attached hereto, together with all buildings and improvements now or hereafter constructed thereon (all of such premises being hereinafter collectively referred to as the "Premises"), together with any renewals or extensions thereof and leases, subleases and tenancies in substitution therefor (all of which are hereinafter referred to as the "Assigned Leases"), (ii) all rents and other payments of every kind due or payable and to become due and payable to the Debtor, its successors and assigns, as a result of any use, possession or occupancy of any portion or portions of the Premises, including, but not limited to, security deposits, tax or operating expense escalation payments, percentage rent, additional rent, or any other payments arising from any license, use permit or concession, (iii) all right, title and interest of the Debtor in and to any and all guarantees of the Assigned Leases, and (iv) any awards which may be made in respect of Debtor's interest in any of the Assigned Leases in any bankruptcy, insolvency or reorganization proceedings in any state or federal court.

EXHIBIT B

PARCEL ONE

Tract One:

An absolute and indefeasible fee simple title in and to that parcel of real property, a separate freehold, located in the Town of North Kingstown, County of Washington and State of Rhode Island, being Unit Numbered 1 (ONE), being more particularly delineated in the Plats and Plans of Survey of Land for THE CONDOMINIUM AT LAFAYETTE MILL FOR LAFAYETTE MILL ASSOCIATES in North Kingstown by Anthony E. Muscatelli & Associates, Inc., dated 6/2/87, a registered Land Surveyor, recorded as a part of the CONDOMINIUM DECLARATION THE CONDOMINIUM AT LAFAYETTE MILL recorded in the office of the Recorder of Deeds of the Town of North Kingstown on July 6, 1987 at 12:30 p.m. at Land Evidence Record Book 538, Page 291 and as Amended on December 24, 1992, said Amendment being recorded on December 30, 1992 at 12:09 p.m. in the Land Evidence Records of the Town of North Kingstown at Book 781, Page 74 (said Declaration and all Exhibits and Schedules attached thereto are hereinafter referred to collectively as the "Condominium Plan"), said Unit being more particularly identified and described in the Condominium Plan, to which reference is hereby made for a more complete description.

Tract Two:

An absolute and indefeasible fee simple interest in and to an undivided interest in those certain percentages as delineated below in and to that certain parcel of land, with all buildings and improvements thereon, the same being defined as the General Common Elements in the Condominium Plan.

Unit 1 (ONE) Carriage House- 5,933 sq. ft. eight and 18/100 (8.18%).

Tract Three:

An absolute and indefeasible fee simple interest in and to an undivided percent interest in those certain percentages as delineated below in and those Building Common Elements which are appurtenant to Unit 1 (ONE), the same being defined in the Condominium Plan.

Unit 1 (ONE) one hundred (100%)

There is conveyed herewith the following:

- a. All personal property currently located in the Unit hereby conveyed, designated for the use and enjoyment of the occupant thereof.
- b. Easements in common with the owners of other units on Parcel Two above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the General Common Elements upon Parcel Two above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more particular description.

- c. Easements in common with the owners of other units on Parcel Three above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the Building Common Elements upon Parcel Three above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more complete description.
- d. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Two above as provided in the Condominium Plan.
- e. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Three above as provided in the Condominium Plan.

PARCEL TWO

Tract One:

An absolute and indefeasible fee simple title in and to that parcel of real property, a separate freehold, located in the Town of North Kingstown, County of Washington and State of Rhode Island, being Unit Numbered 2 (TWO), being more particularly delineated in the Plats and Plans of Survey of Land for THE CONDOMINIUM AT LAFAYETTE MILL FOR LAFAYETTE MILL ASSOCIATES in North Kingstown by Anthony E. Muscatelli & Associates, Inc., dated 6/2/87, a registered Land Surveyor, recorded as a part of the CONDOMINIUM DECLARATION THE CONDOMINIUM AT LAFAYETTE MILL recorded in the office of the Recorder of Deeds of the Town of North Kingstown on July 6, 1987 at 12:30 p.m. at Land Evidence Record Book 538, Page 291 and as Amended on December 24, 1992, said Amendment being recorded on December 30, 1992 at 12:09 p.m. in the Land Evidence Records of the Town of North Kingstown at Book 781, Page 74 (said Declaration and all Exhibits and Schedules attached thereto are hereinafter referred to collectively as the "Condominium Plan"), said Unit being more particularly identified and described in the Condominium Plan, to which reference is hereby made for a more complete description.

Tract Two:

An absolute and indefeasible fee simple interest in and to an undivided interest in those certain percentages as delineated below in and to that certain parcel of land, with all buildings and improvements thereon, the same being defined as the General Common Elements in the Condominium Plan.

Unit 2 (TWO) Dyehouse - 4,495 sq. ft. six and 18/100 (6.18%).

Tract Three:

An absolute and indefeasible fee simple interest in and to an undivided percent interest in those certain percentages as delineated below in and those Building Common Elements which are appurtenant to Unit 2 (TWO), the same being defined in the Condominium Plan.

Unit 2 (TWO) one hundred (100%)

There is conveyed herewith the following:

- a. All personal property currently located in the Unit hereby conveyed, designated for the use and enjoyment of the occupant thereof.

- b. Easements in common with the owners of other units on Parcel Two above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the General Common Elements upon Parcel Two above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more particular description.
- c. Easements in common with the owners of other units on Parcel Three above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the Building Common Elements upon Parcel Three above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more complete description.
- d. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Two above as provided in the Condominium Plan.
- e. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Three above as provided in the Condominium Plan.

PARCEL THREE

Tract One:

An absolute and indefeasible fee simple title in and to that parcel of real property, a separate freehold, located in the Town of North Kingstown, County of Washington and State of Rhode Island, being Unit Numbered 3 (THREE), being more particularly delineated in the Plats and Plans of Survey of Land for THE CONDOMINIUM AT LAFAYETTE MILL FOR LAFAYETTE MILL ASSOCIATES in North Kingstown by Anthony E. Muscatelli & Associates, Inc., dated 6/2/87, a registered Land Surveyor, recorded as a part of the CONDOMINIUM DECLARATION THE CONDOMINIUM AT LAFAYETTE MILL recorded in the office of the Recorder of Deeds of the Town of North Kingstown on July 6, 1987 at 12:30 p.m. at Land Evidence Record Book 538, Page 291 and as Amended on December 24, 1992, said Amendment being recorded on December 30, 1992 at 12:09 p.m. in the Land Evidence Records of the Town of North Kingstown at Book 781, Page 7 4 (said Declaration and all Exhibits and Schedules attached thereto are hereinafter referred to collectively as the "Condominium Plan"), said Unit being more particularly identified and described in the Condominium Plan, to which reference is hereby made for a more complete description.

Tract Two:

An absolute and indefeasible fee simple interest in and to an undivided interest in those certain percentages as delineated below in and to that certain parcel of land, with all buildings and improvements thereon, the same being defined as the General Common Elements in the Condominium Plan.

Unit 3 (THREE) Shewatuck - 11,032 sq. ft. fifteen and 18/100 (15.18%).

Tract Three:

An absolute and indefeasible fee simple interest in and to an undivided percent interest in those certain percentages as delineated below in and those Building Common Elements which are appurtenant to Unit 3 (THREE), the same being defined in the Condominium Plan.

Unit 3 (THREE) one hundred (100%)

There is conveyed herewith the following:

- a. All personal property currently located in the Unit hereby conveyed, designated for the use and enjoyment of the occupant thereof.
- b. Easements in common with the owners of other units on Parcel Two above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the General Common Elements upon Parcel Two above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more particular description.
- c. Easements in common with the owners of other units on Parcel Three above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the Building Common Elements upon Parcel Three above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more complete description.
- d. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Two above as provided in the Condominium Plan.
- e. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Three above as provided in the Condominium Plan.

PARCEL FOUR

Tract One:

An absolute and indefeasible fee simple title in and to that parcel of real property, a separate freehold, located in the Town of North Kingstown, County of Washington and State of Rhode Island, being Unit Numbered 4 (FOUR), being more particularly delineated in the Plats and Plans of Survey of Land for THE CONDOMINIUM AT LAFAYETTE MILL FOR LAFAYETTE MILL ASSOCIATES in North Kingstown by Anthony E. Muscatelli & Associates, Inc., dated 6/2/87, a registered Land Surveyor, recorded as a part of the CONDOMINIUM DECLARATION THE CONDOMINIUM AT LAFAYETTE MILL recorded in the office of the Recorder of Deeds of the Town of North Kingstown on July 6, 1987 at 12:30 p.m. at Land Evidence Record Book 538, Page 291 and as Amended on December 24, 1992, said Amendment being recorded on December 30, 1992 at 12:09 p.m. in the Land Evidence Records of the Town of North Kingstown at Book 781, Page 74 (said Declaration and all Exhibits and Schedules attached thereto are hereinafter referred to collectively as the "Condominium Plan"), said Unit being more particularly identified and described in the Condominium Plan, to which reference is hereby made for a more complete description.

Tract Two:

An absolute and indefeasible fee simple interest in and to an undivided interest in those certain percentages as delineated below in and to that certain parcel of land, with all buildings and improvements thereon, the same being defined as the General Common Elements in the Condominium Plan.

Unit 4 (FOUR) Rodman - 51,223 sq. ft. seventy and 47/100 (70.47%).

Tract Three:

An absolute and indefeasible fee simple interest in and to an undivided percent interest in those certain percentages as delineated below in and those Building Common Elements which are appurtenant to Unit 4 (ONE), the same being defined in the Condominium Plan.

Unit 4 (FOUR) one hundred (100%)

There is conveyed herewith the following:

- a. All personal property currently located in the Unit hereby conveyed, designated for the use and enjoyment of the occupant thereof.
- b. Easements in common with the owners of other units on Parcel Two above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the General Common Elements upon Parcel Two above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more particular description.
- c. Easements in common with the owners of other units on Parcel Three above, but not limited to such owners, for ingress, egress, use, repair, maintenance and replacement in and over all elements of the Building Common Elements upon Parcel Three above and upon the Property all as more particularly designated with identified in the Condominium Plan, to which reference is hereby made for a more complete description.
- d. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Two above as provided in the Condominium Plan.
- e. All rights, powers and privileges inuring to the benefit of all owners of units on Parcel Three above as provided in the Condominium Plan.

PARCEL FIVE:

That certain lot or parcel of land together with all buildings and improvements thereon situated, located on the southerly side of Ten Rod Road in the Town of North Kingstown, County of Washington, State of Rhode Island, laid out and designated as Lot No. 101 on that certain plat entitled, "Plan of Lot #101 showing relocation of line between Lot #99 located in LaFayette, North Kingstown, R.I. owned by Rodman Manufacturing Co. Jan., 1953, Scale: 1" = 40' CA Rounds, Eng'r.", which said plat is recorded in the Land Evidence Records of said Town of North Kingstown in Book 188 at Page 384.

Together with the benefit of the rights of way appurtenant to the above described premises as set forth in Deed recorded in Book 188 at Page 380, in common with others legally entitled thereto.