UCC-1 Form

FILER INFORMATION

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Mailing Address: **155 FEDERAL STREET, 9TH FLOOR**

City, State Zip Country: **BOSTON, MA 02110 USA**

DEBTOR INFORMATION

Org. Name: **MARLEY-CLIFT, LLC**

Mailing Address: **529 RESERVOIR AVENUE**

City, State Zip Country: **CRANSTON, RI 02910 USA**

SECURED PARTY INFORMATION

Org. Name: **TD BANK, N.A.**

Mailing Address: **200 STATE STREET, 10TH FLOOR**

City, State Zip Country: **BOSTON, MA 02109 USA**

TRANSACTION TYPE: PUBLIC FINANCE

COLLATERAL

ALL PERSONAL PROPERTY OF DEBTOR AS DESCRIBED IN EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF ON THE REAL PROPERTY AT 705 TIOGUE AVENUE AND 719-725 TIOGUE AVENUE, COVENTRY, RHODE ISLAND, AS DESCRIBED IN EXHIBIT B ATTACHED HERETO AND MADE A PART HEREOF.

EXHIBIT A
To
UCC-1 Financing Statement
given by
Marley-Clift, LLC, a Rhode Island limited liability company
("Debtor")
to
TD Bank, N.A., a national banking association ("Secured Party")

All right, title and interest of the Debtor in and to the following Collateral and the Premises (collectively, the "Mortgaged Property"):

"Collateral" means, collectively:

(a) All of the Debtor's accounts, accounts receivable, contract rights, documents, instruments, general intangibles, and rents and profits;

(b) Debtor's personal property including inventory, supplies, furniture, furnishings, equipment, and building and construction materials, used or useful in the construction, operation or maintenance of the Premises (as defined below);

(c) Debtor's rights as lessee to all property leased by the Debtor and now or hereafter located on or used in connection with the operation or maintenance of the Premises;

(d) To the extent assignable, all contracts, agreements, licenses, permits and approvals for the construction, ownership, maintenance and operation of the Premises;

(e) All warranties and guarantees of construction contractors and subcontractors and of suppliers and manufacturers of equipment and material or other property incorporated into the Improvements (as defined below) or otherwise constituting part of the Premises;

(f) The goodwill and trade names of the Debtor and any business conducted on the Premises by the Debtor, and all service marks and logotypes used in connection therewith;

(g) All books, records, plans and specifications and operating manuals of the Debtor relating to the construction, use, operation, occupancy, and maintenance of the Premises;

(h) The proceeds of any insurance for damage to the property described above in clauses (a) through (g) of this definition; and

(i) The proceeds of all judgments, awards of damages, and settlements for, or in lieu of, the taking by eminent domain of all or any part of the property described in clauses (a) through (g) of this definition.

"Premises" means, collectively:

(a) The Debtor's fee simple estate in the land known as **705 Tiogue Avenue and 719-725 Tiogue Avenue, Coventry, Rhode Island**, all as more particularly described in Exhibit B attached hereto (the "Land"), together with a fee simple interest in the improvements now or hereafter thereon and owned by the Debtor (the "Improvements"), together with all appurtenances thereof and interests therein now or hereafter owned by the Debtor, including the Debtor's rights in all fixtures now or hereafter attached to, located on or used in connection with the Improvements, and all leases, occupancy agreements, and rents and profits thereof;

(b) All materials now or hereafter incorporated into the Land or the Improvements pursuant to their construction, reconstruction, alteration or repair;

(c) All of the Debtor's goods, equipment, inventory and articles of personal property now or hereafter attached to or incorporated into the Land or the Improvements;

(d) All replacements of and additions to all of the property described above in clauses (a) through (c) of this definition;

(e) The proceeds of any insurance for damage to the property described above in clauses (a) through (c) of this definition;

(f) The proceeds of all judgments, awards of damages and settlements for, or in lieu of, the taking by eminent domain of any part of the property described above in clauses (a) through (c) of this definition; and

(g) Debtor's right, title, and interest in any licenses or easements described in Exhibit B attached hereto.

EXHIBIT B
To
UCC-1 Financing Statement
given by
Marley-Clift, LLC, a Rhode Island limited liability company
("Debtor")
to
TD Bank, N.A., a national banking association ("Secured Party")

LEGAL DESCRIPTION

705 Tiogue Avenue, Coventry, RI 02816 AND 719 -725 Tiogue Avenue, Coventry, RI 02816

Parcel No. 1

That certain lot or parcel of land, with all buildings and improvements thereon, situated on the northerly side of Tiogue Avenue, in the Town of Coventry, County of Kent, State of Rhode Island, being bounded and described as follows:

Beginning at a point in the northerly line of Tiogue Avenue; being the southwesterly corner of the land herein described and the southeasterly corner of land now or formerly of Bruce B. Hecker, et al; thence running northeasterly bounding northwesterly on said Hecker land, ninety-four and 35/100 (94.35) feet, more or less, to land now or formerly of Howard L. Kettelle and wife; thence turning an interior angle of 90 degrees and running southeasterly, bounding northeasterly on said Kettelle land, eighty-seven (87) feet, more or less, to a corner and other land now or formerly of Howard L. Kettelle and wife; thence turning and running southerly bounding easterly on said last named land, seventy-one (71) feet, more or less, to Tiogue Avenue; thence turning and running westerly along the northerly line of Tiogue Avenue one hundred fifteen and 68/100 (115.68) feet, more or less, to the point of beginning.

Parcel No. 2

That certain land located on the northeasterly side of Wood Street in the Town of Coventry, County or Kent and State of Rhode Island bounded and described on follows:

Beginning at a point in the northeasterly line of Wood Street at the northwesterly corner or land now or formerly owned by Bruce and Anna Hecker, said point being at the southeasterly corner of the parcel herein described;

Thence running northwesterly in the northeasterly line of said Wood Street one hundred ninety (190) feet; more or less, to a brook at land now or formerly owned by Walter McLaughlin;

Thence running northerly along said brook bounding westerly on the said McLaughlin land and

on land now or formerly owned by Carolyn Gammell three hundred (300) feet, more or less, to the northeasterly corner of the said Gammell land;

Thence turning and running westerly bounding southerly on the said Gammell land ninety (90) feet, more or less, to the southeasterly corner of land now or formerly owned by Barton Kossler;

Thence running northerly bounding westerly on the said Kossler land and on land now or formerly owned by Robert McGowan one hundred ninety-six (196) feet, more or less, to the northwesterly corner of the herein described parcel;

Thence running easterly bounding northerly on land now or formerly owned by Henry G. Waldeck to the Pawtuxet River;

Thence running generally easterly bounding northerly on the said Pawtuxet River to the northwesterly corner of land now or formerly owned by Louis F. and Florence G. Senecal;

Thence running southerly bounding easterly on the said Senecal land, on land now or formerly owned by Harrison and Helen Smith, on land now or formerly owned by Joseph and Jaqueline Smith, on land now or formerly owned by Paul and Amanda Casavant and on other land now or formerly owned by Antha J. Kettelle and Florence K. Lamoureux being described in Parcel 3, below;

Thence running westerly bounding southerly on land now or formerly owned by Christopher Arsenian and said land owned by Bruce and Anna Hecker one hundred eighty-nine feet (189'),more or less, to the northwesterly corner of the said Hecker land;

Thence running southerly bounding easterly on the said last named land ninety-four and 22/100 (94.22) feet, more or less, to the northeasterly line of said Wood Street and the point of beginning.

<u>Parcel No. 3</u>

That certain land located on the northerly side of Tiogue Avenue and on the westerly side of Whitman Street in the Town of Coventry, County of Kent and State of Rhode Island being bounded and described as follows:

Beginning at a point in the northerly line of Tiogue Avenue at the southeasterly corner of land

now or formerly owned by Christopher Arsenian and at the southwesterly corner of the herein described parcel;

Thence running easterly in the northerly line of said Tiogue Avenue seventy-five (75) feet, more or less, to the intersection of the said northerly line of Tiogue Avenue with the westerly line of Whitman Street;

Thence running northerly in the westerly line of said Whitman Street eighty (80) feet, more or less, to the northeasterly corner of the parcel herein described;

Thence running westerly bounding northerly on land now or formerly owned by Paul and Amanda Casavant seventy-five (75) feet, more or less, to the easterly line of other land owned by Antha J. Kettelle and Florence K. Lamoureux and described above as Parcel No 2;

Thence running southerly bounding westerly on said Parcel No. 1 and on said land owned by Christopher Arsenian eighty (80) feet, more or less, to the northerly line of said Tiogue Avenue and the point of beginning.

Parcel No. 4

That certain lot or parcel of land with all buildings and improvements thereon located in the Town of Coventry, County of Kent, State of Rhode Island, bounded and described as follows:

Beginning at the southwesterly corner of the parcel herein described, at a point on the northerly side of said Tiogue Road, which point is seven and 52/100 (7.52) feet westerly from a Rhode Island Highway Bound; thence running northerly, bounding westerly on land now or formerly of Howard Kettelle and Myrtle M. Kettelle, ninety-four and 22/100 (94.22) feet; thence turning an interior angle of 90° and running easterly bounded northerly on other land of said Howard Kettelle et ux one hundred two (102) feet; thence turning an interior angle of 90° and running southerly bounding easterly on land now or formerly of Albert Felice, Jr. ninety-four and 35/100 (94.35) feet to the northerly line of said Tiogue Road; thence turning and running westerly along the northerly line of said Tiogue Road one hundred two and 01/100 (102.01) feet to the point and place of beginning.

Parcel No. 5

That certain land together with all buildings and improvements thereon, situated in the Town of Coventry, County of Kent, State of Rhode Island, laid out and delineated as Parcel "A" on Plat No. 278A by the Rhode Island Department of Transportation, entitled, "Plat Showing Land in Coventry, Rhode Island, Conveyed by the State of Rhode Island and Providence Plantations, Tiogue Avenue at Sandy Bottom Road", which plat is recorded in the land evidence records of Town of County in Plat Book 15 at Page 91, in Envelope 601, said land being further described as follows:

Beginning at a point on the northerly State Highway Line of Tiogue Avenue as established by Plat No. 278, said point being the most easterly corner of the herein described parcel, said point being opposite and forty six and 03/100 (46.03) feet northwesterly of existing Tiogue Avenue baseline station 100+06.64;

Thence proceeding in a generally southwesterly direction along the new State Highway Line as established by Plat No. 278A, across land now or formerly belonging to the State of Rhode Island and Providence Plantations and to a point, said point being opposite and forty six and 03/100 (46.03) feet northwesterly of existing Tiogue Avenue baseline station 101+62.52;

Thence proceeding in a generally westerly direction, along the new State Highway Line, across said State of Rhode Island and Providence Plantations land to a point, said point being opposite and thirty five and 00/100 (35.00) feet northeasterly of existing Sandy Bottom Road, Plat No. 2380, baseline station 5+56.45;

Thence proceeding in a generally northwesterly direction, along the new State Highway Line, across said State of Rhode Island and Providence Plantations land to a point, said point being opposite and thirty five and 00/100 (35.00) feet northeasterly of existing Sandy Bottom Road, Plat No. 2380, baseline station 7+23.61;

Thence proceeding in a generally northwesterly direction, along the new State Highway Line, across said State of Rhode Island and Providence Plantations land to a point, said point being opposite and thirty five and 00/100 (35.00) feet northeasterly of existing Sandy Bottom Road, Plat No. 2380, baseline station 7+68.89;

Thence proceeding in a generally northeasterly direction, along the new State Highway Line, across said State of Rhode Island and Providence Plantations land to a point, said point being opposite and sixty five and 16/100 (65.16) feet northeasterly of existing Sandy Bottom Road, Plat No. 2380, baseline station 7+80.51:

Thence proceeding in a generally southeasterly direction, along the arc of a curve to the left along said existing northerly State Highway Line of Tiogue Avenue as established by Plat No. 278, said arc of a curve to a point having a radius of 278.10', and arc distance 102.57'

Thence proceeding in a generally southeasterly direction, along said existing northerly State Highway Line of Tiogue Avenue as established by Plat No. 278, a distance of ninety and 49/100 (90.49) feet to a point and beginning of a curve to the left.

Thence proceeding in a generally southeasterly direction, along the arc of a curve to the left along said existing northerly State Highway Line of Tiogue Avenue as established by Plat No 278, said arc of a curve to a point having a radius of 278.10', and arc distance 102.57';

Thence proceeding in a generally easterly direction, along said existing northerly State Highway Line of Tiogue Avenue as established by Plat No. 278, a radius of 502.06', and arc

distance of 188.51’ to the point and place of beginning.

705 Tiogue Avenue, Coventry, RI 02816 AND
719 -725 Tiogue Avenue, Coventry, RI 02816 - AP 38 AL 134 and 136.1