

UCC-1 Form

FILER INFORMATION

Full name: **JOANN FERRIS**

Email Contact at Filer: **JOANN.FERRIS@BANKNEWPORT.COM**

SEND ACKNOWLEDGEMENT TO

Contact name: **BANKNEWPORT**

Mailing Address: **184 JOHN CLARKE ROAD**

City, State Zip Country: **MIDDLETOWN, RI 02842 USA**

DEBTOR INFORMATION

Org. Name: **YOUNCE LLC**

Mailing Address: **132 BLISS ROAD**

City, State Zip Country: **NEWPORT, RI 02840 USA**

SECURED PARTY INFORMATION

Org. Name: **BANKNEWPORT**

Mailing Address: **184 JOHN CLARKE ROAD**

City, State Zip Country: **MIDDLETOWN, RI 02842 USA**

TRANSACTION TYPE: STANDARD

CUSTOMER REFERENCE: YOUNCE LLC

COLLATERAL

TO BE FILED WITH TOWN OF BRISTOL RE: PLAT 94 LOT 54 BALLOU BOULEVARD, BRISTOL, RI 02809 ALL OF DEBTOR'S FIXTURES, MACHINERY, EQUIPMENT, MATERIALS, PREMIUMS, AWARDS, LEASES, RENTALS AND OTHER PAYMENTS, NOW OR HEREAFTER ACQUIRED, INCLUDING, BUT NOT LIMITED TO THE ITEMS SET FORTH IN EXHIBIT A, ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE, ALL IN CONNECTION WITH THE REAL ESTATE LOCATED IN THE TOWN OF BRISTOL, RHODE ISLAND, MORE PARTICULARLY DESCRIBED IN EXHIBIT B, ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE:

EXHIBIT A
TO UCC-1 FINANCING STATEMENT

Debtor:

Younce, LLC
500 Wood Street Bldg 19
Bristol, RI 02809

Secured Party:

BankNewport
500 West Main Road
Newport, RI 02840

The following terms shall have the following meanings:

FIXTURES: All fixtures of every kind and nature whatsoever, now or hereafter located in, upon or about or constructed upon the premises located at Ballou Blvd, Rhode Island (hereinafter referred to as the "Premises"), or any part thereof, and used or usable in connection with any present or future occupancy or operation of the Premises, and all renewals and replacements thereof and additions, substitutions and accessions thereto. 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; and, all cash and non-cash proceeds of any of the foregoing Fixtures, including, insurance proceeds, claims and settlement; and all proceeds and products of any Fixtures, 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.

MACHINERY AND EQUIPMENT: All machinery and equipment of every kind and nature whatsoever, now, or hereafter located in or upon the Premises, or any part thereof, and all renewals and replacements thereof and additions, substitutions and accessions thereto. The Machinery and Equipment shall be deemed to include, but without limiting the generality of the foregoing, all right, title and interest of Debtor in and to all machinery, equipment, furniture, furnishings, carpets, appliances, cabinets, improvements and all other tangible personal property whatsoever, now or anytime hereafter attached to, placed upon, or used in any way in connection with the use, enjoyment, operation, maintenance and occupancy of the Premises, and all other items which constitute "machinery and equipment" under the UCC; and all cash and non-cash proceeds of the foregoing, including insurance proceeds.

PREMIUMS: All unearned premiums, accrued, accruing or to accrue under insurance policies now or hereafter obtained by Mortgagor and all proceeds of the conversion, voluntary or involuntary, of the Premises, the Fixtures, the improvements, 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 Premises, the Fixtures, the improvements and/or any other property or rights described herein.

LEASES: All existing and future tenancies, sub-tenancies, leases and subleases of, and agreements now or hereafter affecting or having reference to, the whole or any part of the Premises and to which Debtor is a party, and ally renewals or extensions thereof or leases or subleases in substitution therefore.

RENTALS AND OTHER PAYMENT: All rents, issues and profits from the Premises and all other sums now or hereafter paid or payable to Debtor by tenants now or hereafter occupying the Premises 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 Premises, including, without limiting the generality of the foregoing language, any and all sums paid or payable to Debtor by reason of the exercise of any tenant, or any option, preemptive right or right of first refusal to purchase or lease the whole or any portion of the Premises, 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 Premises 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 Premises 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 Premises 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

All that certain lot or parcel of land, together with the buildings and improvements thereon, situated in the Town of Bristol, County of Bristol and State of Rhode Island, laid out and delineated as Lot 5 on a plat entitled "SUBDIVISION PLAT EAST BAY INDUSTRIAL PARK, BALLOU ROAD, BRISTOL, RI BY FUSS & ONEILL, INC. CONSULTING ENGINEERS DATED 5/17/1999, AS REVISED JULY 8, 1999, MICHAEL P. SOUSA, REGISTERED PROFESSIONAL ENGINEER, APPROVED BY THE BRISTOL PLANNING BOARD ON JULY 14, 1999" and recorded in the Land Evidence Records of the Town of Bristol, State of Rhode Island on August 24, 1999 in Hanging Folder Number 362.

Subject to restrictions and easements of record.

BEING Lot 54 on Assessor's Plat 94 of the Bristol Tax Assessor's records as presently constituted, for reference purposes only.

Being the same premises conveyed to the within Grantor by deed of Marshall Land, LLC dated November 14, 2005 and recorded November 15, 2005 in Volume 1256 at Page 48, Land Evidence Records of the Town of Bristol, Rhode Island.

Property Address:

58 Ballou Boulevard (vacant lot)
Bristol, RI 02809

C:\old zip\ Sch A & Exh Ballou Blvd., #58, A.P. 94, Lot 54, Bristol