

# UCC-1 Form

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## FILER INFORMATION

*Full name:* **ALEXANDRA W. PEZZELLO, ESQ.**

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## SEND ACKNOWLEDGEMENT TO

*Contact name:* **PARTRIDGE SNOW & HAHN LLP**

*Mailing Address:* **40 WESTMINSTER ST., STE. 1100**

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

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## DEBTOR INFORMATION

*Org. Name:* **THE FRANKLIN GROUP, LLC**

*Mailing Address:* **P.O. Box 69**

*City, State Zip Country:* **WEST WARWICK, RI 02893 USA**

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## SECURED PARTY INFORMATION

*Org. Name:* **DIGITAL FEDERAL CREDIT UNION**

*Mailing Address:* **220 DONALD LYNCH BOULEVARD**

*City, State Zip Country:* **MARLBOROUGH, MA 01752 USA**

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## TRANSACTION TYPE: STANDARD

**CUSTOMER REFERENCE: (4263355) 3729-38 TO BE FILED WITH RHODE ISLAND SECRETARY OF STATE**

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## COLLATERAL

ALL DEBTOR'S FIXTURES, MACHINERY AND EQUIPMENT, PREMIUMS, AWARDS, LEASES, RENTALS AND OTHER PAYMENTS, NOW OWNED OR HEREAFTER ACQUIRED, INCLUDING, BUT NOT LIMITED TO THOSE ITEMS SET FORTH ON EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE, RELATING TO OR USED IN CONNECTION WITH THE LEASED PREMISES OCCUPIED BY DEBTOR, SAID LEASED PREMISES BEING THAT CERTAIN PARCEL OF LAND LOCATED AT 31-33 NELLIE STREET, PROVIDENCE, RHODE ISLAND 02940; 1792-1800 NEW LONDON TURNPIKE, WEST WARWICK, RHODE ISLAND 02893; 29-31 KNIGHT STREET, WEST WARWICK, RHODE ISLAND 02893 AND 100 PAWTUXET TERRACE, WEST WARWICK, RHODE ISLAND 02893, AS MORE PARTICULARLY DESCRIBED ON EXHIBIT B ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.

## EXHIBIT A TO UCC-1 FINANCING STATEMENT

Debtor:

The Franklin Group, LLC  
P.O. Box 69  
West Warwick, Rhode Island 02893

Secured Party:

Digital Federal Credit Union  
853 Donald Lynch Boulevard  
Marlborough, Massachusetts 01752  
Attn: David Bromberg, Senior Commercial  
Loan Officer

The following terms shall have the following meanings:

**FIXTURES, MACHINERY AND EQUIPMENT:** All fixtures of every kind and nature whatsoever owned by Debtor, now or hereafter located in, upon or about the real estate located at 31-33 Nellie Street, Providence, Rhode Island 02940; 1792-1800 New London Turnpike, West Warwick, Rhode Island 02893; 29-31 Knight Street, West Warwick, Rhode Island 02893 and 100 Pawtuxet Terrace, West Warwick, Rhode Island 02893, as more particularly described on Exhibit B attached hereto and incorporated herein by reference (the "Real Estate"), all buildings, structures, improvements and tenements of every kind or nature whatsoever now or hereinafter erected on the Real Estate and the land lying in the bed of any street, road or avenue, opened or proposed, and any and all sidewalks, plazas, alleys, strips and gores, in front of, adjoining or adjacent to the Real Estate; and all and singular the privileges, tenements, hereditaments, licenses, easements, party wall agreements, rights, royalties, mineral, oil and gas rights, rents, issues and profits, water, water rights, water stock, and appurtenances, reversion or reversions and remainder or remainders belonging or in any way appertaining to the Real Estate or any other location for incorporation into improvements located or to be located on the Real Estate, and all renewals and replacements thereof and additions, substitutions and accessions thereto (the "Fixtures"). 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.

All machinery and equipment of every kind and nature whatsoever owned by Debtor, now or hereafter located in or upon the Real Estate, or any part thereof, and all renewals and replacements thereof and additions, substitutions and accessions thereto (the "Machinery and Equipment"). The Machinery and Equipment shall be deemed to include, without limitation of the generality of the foregoing, all right, title and interest of Debtor in and to all machinery, fixtures, equipment, tools, construction materials, bricks, steel, wood, windows, window frames, glass, concrete, mortar, furnishings, furniture, carpets, appliances, cabinets, sinks, tubs, toilets, shower stalls, landscaping materials and improvements, now or any time hereafter attached to, placed upon, or used in any way in connection with the use, enjoyment, operation, maintenance and occupancy of the Real Estate.

All cash and non-cash proceeds of any of the foregoing Fixtures and/or Machinery and Equipment, including insurance proceeds, claims and settlements; and all proceeds and products of any Fixtures and/or Machinery and Equipment, 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.

**PREMIUMS:** All unearned premiums, accrued, accruing or to accrue under insurance policies now or hereafter obtained by Debtor and all proceeds of the conversion, voluntary or involuntary, of the Real Estate or the Fixtures, Machinery and Equipment, 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 Real Estate or the Fixtures, Machinery and Equipment, and/or any other property or rights described herein.

**LEASES:** All existing and future tenancies, subtenancies, leases and subleases of, and agreements now or hereafter affecting or having reference to, the whole or any part of the Real Estate and to which Debtor is a party, and any renewals or extensions thereof or leases or subleases in substitution therefor, whether oral or written, together with and including the Debtor's entire right, title and interest in such leases and subleases, including, but not limited to, all the right, power and authority of Debtor to alter, modify or change such leases and subleases, or to terminate the term thereof or accept a surrender thereof or to cancel the same or to waive or release the tenant from the performance or observance by the tenant of any obligation or condition thereof.

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

### Legal Description

#### PARCEL I

**100 Pawtuxet Terrace  
West Warwick, Rhode Island 02893  
AP: 8/Lot: 144**

Those three (3) certain lots or parcels of land with all the buildings and improvements thereon, situated on the easterly side of Pawtuxet Terrace and the northeasterly side of Jefferson Street in the Town of West Warwick, County of Kent, State of Rhode Island, laid out and designated as Lot Nos. 288 (two hundred eighty-eight), 294 (two hundred ninety-four), and 300 (three hundred) on that plat entitled, "Green Homestead Plat, Owned by W.L. Arnold and E.R. Shippee Warwick, R.I. Nov. 1899 H.N. Foster Engineer and Surveyor Anthony, R.I.", which plat is recorded in the Land Evidence Records of the Town of West Warwick in Plat Book 4 Page 21 and (copy) on Plat Card 87.

Also described as follows:

Beginning at a point being the intersection made with the most easterly line of Pawtuxet Terrace and the most northerly line of Jefferson Street. Said point and place of beginning being the most southwesterly corner of the parcel herein described.

Thence: N04°19'49"E, running along the said easterly line of Pawtuxet Terrace, a distance of 110.01 feet to land now or formerly owned by Earnest L. and Laurie J. Masse.

Thence: Turning an interior angle of 87°23'00" and running S83°03'11"E along said Masse land, 100.00 feet to a common corner of land now or formerly owned by Katherine G. Rzemeln and James J. and Janice E. Cahalan and other land owned by said Rzemeln and Cahalan.

Thence: Turning an interior angle of 92°37'00" and running S04°19'49"W along said Rzemeln and Cahalan land and land now or formerly owned by Alford and Helen Brouillard and land now or formerly owned by Douglas Metcalf, a distance of 147.51 feet to the said northerly line of Jefferson Street.

Thence: Turning an interior angle of 67°10'03" and running N62°50'14"W, along the said northerly line of said Jefferson Street, a distance of 108.39 feet to the point and place of beginning. The last course forming an interior angle with the first of 112°49'57".

This being the certain three (3) lots 288, 294, and 300 on the plat entitled "GREEN HOMESTEAD PLAT, OWNED BY W.L. ARNOLD AND E.R. SHIPPEE WARWICK R.I. DATED NOVEMBER 1899 BY H.N. FOSTER ENGINEER AND SURVEYOR ANTHONY R.I." which is recorded in the land evidence records of the Town of WEST WARWICK RI, in Plat Book 4 at Page 21 and (copy) on Plat Card 87.

#### PARCEL II

**29-31 Knight Street  
West Warwick, Rhode Island 02893  
AP: 3/Lot: 130**

Those two (2) certain lots or parcels of land with all the buildings and improvements thereon, situated on the easterly side of Knight Street in the Town of West Warwick, County of Kent, State of Rhode Island, laid out and designated as Lot Nos. 9 (nine) and 10 (ten) on that plat entitled, "Replat of

Lippitt Village West Warwick, R.I. by Frank E. Waterman Co., November, 1926", which plat is recorded in the Land Evidence Records of the Town of West Warwick in Plat Book 1 at Page 41 and (copy) on Plat Card 179.

Also described as follows:

Beginning at a point on the easterly line of Knight Street, said point being at the most northwesterly corner of land now or formerly owned by Janice J. Peixinho and at the most southwesterly corner of the parcel herein described.

Thence: Northerly, running along the said easterly line of Knight Street, 100.00 feet to land now or formerly owned by Mary Lemoi and Margaret M. Laperriere.

Thence: Turning an interior angle of 90°00'00" and running easterly along said Lemoi and Laperriere land, 100.00 feet to land now or formerly owned by Joseph A. Guerreiro.

Thence: Turning an interior angle of 90°00'00" and running southerly along said Guerreiro land and land now or formerly owned by Matthew J. and Krista M. Fellela, a distance of 100.00 feet to the most northeasterly corner of said Peixinho land.

Thence: Turning an interior angle of 90°00'00" and running westerly along the northerly line of Peixinho land, 100.00 feet to the point and place of beginning. The last course forming an interior angle with the first course described at 90°00'00".

And meaning and intending to be Lots 9 & 10 on that plat entitled "REPLAT OF LIPPITT VILLAGE WEST WARWICK, R.I. BY FRANK E. WATERMAN CO. NOVEMBER, 1926" which is recorded in the Land Evidence Records of the Town of West Warwick in Plat Book 1 at Page 41 and (copy) on Plat Card 179.

### **PARCEL III**

**1792-1800 New London Turnpike  
West Warwick, Rhode Island 02893  
AP: 10/Lot: 105**

That certain parcel of land with all buildings and improvements thereon situated in the Town of West Warwick, County of Kent, State of Rhode Island is bounded and described as follows:

Beginning at a point, said point being the intersection made with the most easterly line of New London Turnpike and the most southerly line of Esmond Avenue. Said point marked by drill hole in concrete walk at the most northwesterly corner of the parcel herein described.

Thence: S80°08'28"E, running along the said southerly line of Esmond Avenue, 331.24 feet to land now or formerly owned by Karen V. Pelletier.

Thence: Turning an interior angle of 93°12'24" and running S06°39'08"W along said Pelletier land, 91.44 feet.

Thence: Turning an interior angle of 180°33'00" and running S06°06'08"W running along said Pelletier land and following the centerline of a stonewall, a distance of 222.00 feet to a drill hole at land now or formerly owned by Robert L. Bickerstaff.

Thence: Turning an interior angle of  $178^{\circ}30'13''$  and running  $S07^{\circ}35'55''W$  following the centerline of a stonewall and running with said Bickerstaff land, a distance of 14.01 feet to a drill hole at the most northeasterly corner of West Warwick Historical Cemetery #5.

Thence: Turning an interior angle of  $93^{\circ}01'52''$  and running  $N85^{\circ}25'57''W$  along the northerly line of said Historical Cemetery #5, a distance of 41.56 feet to a drill hole at the corner of said stonewall.

Thence: Turning an interior angle of  $267^{\circ}22'27''$  and running  $S07^{\circ}11'36''W$  along the most westerly line of said Historical Cemetery #5, a distance of 41.15 feet to a drill hole in a stonewall at other land owned by said Bickerstaff.

Thence: Turning an interior angle of  $91^{\circ}57'22''$  and running  $N84^{\circ}45'46''W$  following the centerline of a stonewall and running with said Bickerstaff land and land now or formerly owned by Robert Parenteau, a distance of 58.53 feet to a drill hole at the corner of said stonewall.

Thence: Turning an interior angle of  $88^{\circ}53'34''$  and running  $N06^{\circ}20'40''E$  following the centerline of a stonewall and following the most easterly line of land now or formerly owned by Edward H. Nester, a distance of 153.66 feet.

Thence: Turning an interior angle of  $269^{\circ}23'30''$  and running  $N83^{\circ}02'50''W$  following the centerline of a stonewall and running with said Nester land, a distance of 153.11 feet to land now or formerly owned by Carlos Gonzaley.

Thence: Turning an interior angle of  $90^{\circ}00'00''$  and running along said Gonzaley land at a bearing of  $N06^{\circ}57'10''E$ , a distance of 90.00 feet.

Thence: Turning an interior angle of  $266^{\circ}09'03''$  and running  $N79^{\circ}11'53''W$  along the northerly line of said Gonzaley land, 136.77 feet to the said easterly line of New London Turnpike.

Thence: Turning an interior angle of  $71^{\circ}07'12''$  and running  $N29^{\circ}40'55''E$  following the said easterly line New London Turnpike, a distance of 147.47 feet to the point and place of beginning.

Being the same land described as Parcel III in that certain Deed dated September 25, 1998 and recorded on September 25, 1998 in Book 779, Page 169 of the West Warwick Land Evidence Records.

**Parcel IV**

**31-33 Nellie Street, Providence, Rhode Island**

**AP: 77/Lot: 814**

That certain tract or parcel of land with all buildings and improvements thereon, situated on the northeasterly side of Nellie Street and the southeasterly side of Magenta Street, in the City of Providence in the State of Rhode Island, bounded and described as follows:

Beginning at a point on the northerly line of Nellie Street, said point being 155.70 feet when measured at a bearing of N67°35'48"W from a granite bound that is at the intersection made with said northerly line of Nellie Street and the most westerly line of Smithfield Avenue. The point and place of beginning also being the most southeasterly corner of the parcel herein described.

Thence: N67°35'48"W, running along the said northerly line of Nellie Street, 187.01 feet to the easterly line of Magenta Street.

Thence: N22°24'12"E, running along the said easterly line of Magenta Street, 80.03 feet to the most northeasterly corner of Magenta Street.

Thence: N67°35'48"W, running along the most northerly termination of Magenta Street, 15.00 feet to land now or formerly owned by Thomas W. Lawson.

Thence: N22°24'12"E, running along said Lawson land, 74.50 feet to land now or formerly owned by Jan Co., Inc.

Thence: S67°35'48"E, running along said Jan Co., Inc. land, 15.00 feet.

Thence: S03°17'12"W, running along said Jan Co., Inc. land, 24.50 feet.

Thence: N85°33'12"E, running along said Jan Co., Inc. land, 112.87 feet to land now or formerly owned by Domenic Africo.

Thence: S00°49'48"E, running along said Africo land and land now or formerly owned by DB Properties Management, Inc., a distance of 198.45 feet to the point and place of beginning.

Being the same land described in that certain Deed dated September 25, 1998 and recorded September 25, 1998 in Book 3903, Page 176 in the Office of the Recorder of Deeds of Providence, Rhode Island.