

UCC-1 Form

FILER INFORMATION

Full name: **EDWARD G AVILA**

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SEND ACKNOWLEDGEMENT TO

Contact name: **ROBERTS, CARROLL, FELDSTEIN & PEIRCE, INC.**

Mailing Address: **10 WEYBOSSET STREET, SUITE 800**

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

DEBTOR INFORMATION

Org. Name: **CAERUS PROPERTIES LLC**

Mailing Address: **573 MENDON ROAD, SUITE 2**

City, State Zip Country: **CUMBERLAND, RI 02864 USA**

Org. Name: **SMITH HILL APARTMENTS LLC**

Mailing Address: **573 MENDON ROAD, SUITE 2**

City, State Zip Country: **CUMBERLAND, RI 02864 USA**

SECURED PARTY INFORMATION

Org. Name: **BRISTOL COUNTY SAVINGS BANK**

Mailing Address: **35 BROADWAY**

City, State Zip Country: **TAUNTON, MA 02780 USA**

TRANSACTION TYPE: STANDARD

CUSTOMER REFERENCE: 3494-243

COLLATERAL

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.

EXHIBIT A

Debtor: Caerus Properties LLC
Smith Hill Apartments LLC
573 Mendon Road, Suite 2
Cumberland, RI 02864

Secured Party: Bristol County Savings Bank
35 Broadway
Taunton, MA 02780

As collateral security for the payment and performance of all of the Obligations, the Debtor hereby grants, assigns, conveys, pledges and transfers to the Secured Party, a continuing security interest in the following assets and properties of the Debtor, any and all substitutions therefor and replacements thereof, and any and all additions and accessions thereto whether now owned or hereafter acquired or in which the Debtor may now have or hereafter acquire an interest (all of which are hereinafter collectively referred to as the "Collateral"):

PERSONAL PROPERTY AND FIXTURES: All goods, equipment, machinery, tools and other personal property and fixtures of every kind and description now or hereafter owned by the Debtor or in which the Debtor has an interest (but only to the extent of such interest) and situated or to be situated upon or used in connection with the Premises or in any of the improvements, together with any renewals, replacements or additions thereto or substitutions therefor, all proceeds and products thereof, and now or hereafter located at, or used in connection with the operation of the Premises or the improvements, including without limitation the following:

A. EQUIPMENT, ETC.: All of the Debtor's interest in and to all equipment, fixtures, inventory, goods, materials, supplies, furnishings, accounts, accounts receivable, contract rights, plans, specifications, permits, other rights, bank deposits, warranties, cash, and general intangibles whether now or hereafter existing for use on or in

connection with the Premises.

B. PROCEEDS FOR DAMAGE TO THE MORTGAGED PROPERTY: All proceeds (including, without limitation, insurance and condemnation proceeds), including interest thereon, paid for any damage done to the Premises (as hereinafter defined), or any part thereof, or for any portion thereof appropriated for any character of public or quasi-public use in accordance with the provisions, terms and conditions hereinafter set forth.

C. UTILITY DEPOSITS: All right, title and interest of the Debtor in and to all monetary deposits that the Debtor has been or will be required to give to any public or private utility with respect to utility services furnished or to be furnished to the Premises.

D. RECORDS: All of the records and books of account now or hereafter maintained by the Debtor in connection with the operation of the Premises.

E. NAME AND GOODWILL: The right, in event of foreclosure of the Premises hereunder, to take and use any name by which the Premises is then known or any variation of the words thereof, and the goodwill of the Debtor with respect thereto.

DEFINITIONS

"Code" shall mean the Uniform Commercial Code as the same may be in effect from time to time in the State of Rhode Island.

"Equipment" shall include "equipment" within the meaning of Section 9-102(a)(33) of the Code and, to the extent not otherwise included therein, all machinery, equipment, furniture, parts, tools and dies, of every kind and description, of the Debtor (including automotive equipment), now owned or hereafter acquired by the Debtor, and used or acquired for use in the business of the Debtor, together with all accessions thereto and all substitutions and replacements thereof and parts therefor; all cash or non-cash Proceeds; and including, without limitation, any Equipment.

"Fixtures" shall mean "fixtures" within the meaning of Section 9-102(a)(41) of the Code

and, to the extent not otherwise included therein, all goods which are so related to particular real estate that an interest in them arises under real estate law and all accessions thereto, replacements thereof and substitutions therefor, including, but not limited to, plumbing, heating and lighting apparatus, mantels, floor coverings, furniture, furnishings, draperies, screens, storm windows and doors, awnings, shrubbery, plants, boilers, tanks, machinery, stoves, gas and electric ranges, wall cabinets, appliances, furnaces, dynamos, motors, elevators and elevator machinery, radiators, blinds and all laundry, refrigerating, gas, electric, ventilating, air-refrigerating, air-conditioning, incinerating and sprinkling and other fire prevention or extinguishing equipment of whatsoever kind and nature and any replacements, accessions and additions thereto, Proceeds thereof and substitutions therefor.

"Obligations" means among other things, all indebtedness, obligations and liabilities of the Debtor to the Secured Party of every kind and description, direct or indirect, secured or unsecured, joint or several, absolute or contingent, due or to become due, whether for payment or performance, now existing or hereafter arising, regardless of how the same arise or by what instrument, agreement or book account they may be evidenced, or whether evidenced by any instrument, agreement or book account, including, without limitation, all loans (including any loan by renewal or extension), all indebtedness, all undertakings to take or refrain from taking any action, all indebtedness, liabilities or obligations owing from the Debtor to others which the Secured Party may have obtained by purchase, negotiation, discount, assignment or otherwise, and all interest, taxes, fees, charges, expenses and attorneys' fees chargeable to the Debtor or incurred by the Secured Party under the security agreement giving rise to this financing statement, or any other document or instrument delivered in connection therewith.

"Premises" shall mean the real estate of the Debtor located at 118 Benefit Street, 24-26 Pine Street, 92 Bates Street, 188 Central Avenue and 90 Slater Street, all in Pawtucket, Rhode Island and 27 Camden Avenue in Providence, Rhode Island, which real estate is more particularly described on Exhibit B attached hereto and incorporated herein by reference.

"Proceeds" shall mean "proceeds" as defined in the Code and, to the extent not

otherwise included therein, (a) any and all proceeds of any insurance, indemnity, warranty, guaranty, or other agreement, instrument or undertaking similar to any of the foregoing, payable to the Debtor from time to time with respect to any of the Collateral, (b) any and all payments (in any form whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of all or any part of the Collateral, (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral, and (d) any products or rents of any of the Collateral.

3494-243/#4092852

EXHIBIT B

PARCEL I:

ALL THAT CERTAIN lot or parcel of land, together with all the buildings and other improvements thereon, situated on the northerly side of Benefit Street in the City of Pawtucket, County of Providence, State of Rhode Island, laid out and delineated as Lot Number 48 (forty-eight) on that plat of land entitled, "THE JOSEPH SMITH PLAT BELONGING TO S. PERRY AND OTHERS SURVEYED AND PLATTED JANR'Y 1873 BY N.B. SCHUBARTH", which plat is recorded in the Office of the Recorder of Deeds in the City of Pawtucket on Plat Card No. 124.

EXCEPTING THEREFROM that portion taken by the City of Pawtucket for purposes of widening Benefit Street.

Subject Property:
(for reference purposes only)
118 Benefit Street
Pawtucket, RI
AP 5 AL 61

PARCEL II:

That certain tract or parcel of land with all the buildings and improvements thereon situated on the westerly side of Pine Street, in the City of Pawtucket, State of Rhode Island, comprising the whole of Lots 12 and 13 on that plat entitled, "The Prospect Hill Plat of House Lots in Pawtucket, R.I. belonging to B.F. Fayton & S.A. Nightingale, Surveyed and drawn by Wm. S. Haines, Providence, March 1856" which plat is recorded in the office of the City Clerk of the City of Pawtucket on Plat Card 66.

Said tract is bounded and described as follows:

Beginning at a point in the westerly line of Pine Street, two hundred fifty-five and $\frac{4}{100}$ (255.04) feet, more or less, northerly from the northwesterly line of Pawtucket Avenue, said point of beginning being at the northeasterly corner of land or lately of Joseph Raymond, et al, and running.

Thence westerly bounding southerly on said Raymond land a distance of one hundred and $\frac{70}{100}$ (100.70) feet to land now or lately of Catherine F. Murphy;

Thence turning and running northerly bounding westerly in part on said Murphy land and in part on land now or lately of Antonio Coelho, et al a distance of one hundred (100) feet to land now or lately of Jeremiah F. O'Connell, et al;

Thence turning and running easterly bounding northerly on said O'Connell land a distance of one hundred and 70/100 (100.70) feet to Pine Street;

Thence turning and running southerly bounding easterly on Pine Street a distance of one hundred (100) feet to said Raymond land and the point and place of beginning.

Subject Property:
(for reference purposes only)
24-26 Pine Street
Pawtucket, RI
AP 54 AL 898

PARCEL III:

That certain real estate located in the City of Pawtucket, County of Providence, State of Rhode Island, and described as follows:

That certain lot or parcel of land together with all the buildings and improvements thereon, situated on the westerly side of Bates Street, in said City of Pawtucket, bounded and described as follows:
Beginning at a point in the westerly line of Bates Street sixty-one (61) feet northerly of the northerly line of Columbine Avenue; thence running westerly parallel with Columbine Avenue seventy-nine (79) and 68/100 (79.68) feet to the easterly side of lot eighteen (18) on that plat of land entitled "McGinnity Plat Pawtucket, R.I. Belonging to James McGinnity Surveyed 1896 Drawn 1899 by J.E. Judson, Eng'r., with said plat is on file in the office of the Recorder of Deeds in said City of Pawtucket on Plat Card Number 306; thence turning and running northerly along the easterly line of said lot eighteen (18), forty-six and 28/100 (46.28) feet to a point for a corner; thence turning and running easterly seventy-nine and 68/100 (79.68) feet, more or less, to said Bates Street; thence turning and running southerly along the westerly line of Bates Street forty-five and 55/100 (45.55) feet to the point or place of beginning. Said premises comprise the northerly portions of lots numbered nineteen (19) and twenty (20) on the above-described plat.

Subject Property:
(for reference purposes only)
92 Bates Street
Pawtucket, Rhode Island
AP: 5 AL: 424

PARCEL IV:

That certain lot or parcel of land, with all buildings and improvements thereon, situated on the northwesterly corner of Central Avenue and Greene Street in the City of Pawtucket, County of Providence, State of Rhode Island bounded and described as follows:

Beginning at the said corner and running thence northerly along the westerly line of Greene Street one hundred and 11/100 (100.11) feet, more or less, to land now or lately of Jaime S. & Maria T. DeOliveira; thence westerly bounding northerly on said DeOliveira land forty seven and 5/10 (47.5) feet to a corner; thence southerly bounding westerly on land now or lately of Samuel M. & Mary Scungio, one hundred (100) feet, more or less, to the northerly line of Central Avenue; thence easterly along said northerly line of Central Avenue, forty seven and 5/10 (47.5) feet, more or less, to the point or place of beginning and comprising the easterly one half of lot 81 and 82 on "MAP OF THE DIVISION OF LAND ON PLEASANT VIEW IN PAWTUCKET BELONGING TO B.F. GREENE & H. DANIELS JONATHAN CHASE, WILLIAM H. GOODING, CHAS. MOIES, COMMISSIONERS APPOINTED BY THE SUPREME COURT MARCH TERM 1879 SURVEYED NOV. 1879 A. R. SWEET, C.E." and being recorded in the Land Evidence Records of the City of Pawtucket on Plat Card 183.

Subject Property:
(for reference purposes only)
188 Central Avenue
Pawtucket, RI
Plat 20, Lot 260

PARCEL V:

That certain lot or parcel of land with all the buildings and improvements thereon, situated on the westerly side of Slater Street in the City of Pawtucket, County of Providence, State of Rhode Island, bounded and described as follows: Beginning at a point in the westerly line of said Slater Street, one hundred five (105) feet from the northerly line of Capital Street; thence westerly at right angles with said Slater Street, and on the northerly line of Lots Numbered 67 and 68 on "Map No. two (2) of House Lots at Woodlawn formerly belonging to Gideon L. Spencer situated at Pawtucket, R.I. surveyed and platted October 1848 by Atwater, Schubarth & Haines, Replatted August 1859 by C.E. Paine", which said plat is recorded in the Records Of Land Evidence in said City of Pawtucket on Plat Card No. 107, one hundred (100) feet to Lot No. 52 on said Plat; thence northerly, on the easterly line of said Lot No.

52, fifty (50) feet for a corner; thence easterly, on land now or formerly of James Welch and through the center of Lots Numbered 53 and 54 on said Plat, one hundred (100) feet to the westerly lien of said Slater Street; thence southerly, fifty (50) feet to the point of beginning.

Comprising the southerly half part of said Lots Numbered 51 and 54 on said plat.

Subject Property:
(for reference purposes only)
90 Slater Street
Pawtucket, Rhode Island
AP: 52 AL: 188

PARCEL VI:

That certain lot or parcel of land with all the buildings and improvements thereon situated on the northeasterly side of Camden Avenue, in the City of Providence, County of Providence, State of Rhode Island, laid out and designated at Lot No. 20 (Twenty), on that certain plat entitled, "PLAT OF THE HARDENBERGH PURCHASE ON SMITH'S HILL, ALFRED METCALF, SURVEYOR, 1856", which said plat is recorded in the Land Evidence Records City of Providence (copy) on Plat Card 335.

Subject Property:
(for reference purposes only)
27 Camden Avenue
Providence, RI
Plat 69, Lot 267