[redacted]

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Phone:(800) 331-3282 Fax: (818) 662-4141

B. SEND ACKNOWLEDGEMENT TO: (Name and Address) 8844 DIRECT CAPITAL

UCC Direct Services
P.O. Box 29071
Glendale, CA 91209-9071

10504080

RIRI

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Bruce Beard Automotive, Inc				
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS: 1180 West Main Road	CITY: Middletown	STATE: RI	POSTAL CODE: 02842	COUNTRY
1d. SEE INSTRUCTIONS / ADD'L INFO RE ORGANIZATION DEBTOR / 1e. TYPE OF ORGANIZATION: CORPORATION	1f. JURISDICTION OF ORGANIZATION: RI	1g. ORGANIZATIONAL ID #, if any: 96433		☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS / ADD'L INFO RE ORGANIZATION DEBTOR / 2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any		☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: Direct Capital Corporation				
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS: 155 Commerce Way	CITY: Portsmouth	STATE: NH	POSTAL CODE: 03801	COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

All Debtor/Lessee's Equipment, Machinery, and other Fixed Assets, Whether Located On The Premises Or Elsewhere, Whether Now Owned or Hereafte Acquired. The Secured Party named above (the "Lessor") and the Debtor named above (the "Lessee") intend and agree that the transaction under the lease constitutes a "true lease" of the property with is the subject of the Lease. The execution and filing of this financing statement shall not be construe to contradict such intention and agreement. If, however, the transaction under the Lease is deemed to constitute a financing or any other transaction not constituting a 'true lease', it shall be deemed that this financing statement has been filed to perfect any security interest granted by the Lessee under the Lease to secure all of the Lessee's obligations to the Lessor under the Lease. See attached invoice # 3224 from Personal Computing, Inc See attache invoice # 5957715, 5962239, 5958392

5. ALTERNATIVE DESIGNATION [if applicable] ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

10504080 06-21392 Bruce Beard Automotive, Inc

10896-13-0

Personal Computing, Inc.
221 Third St., Suite 202
Newport, RI 02840

Invoice

Date	Invoice #
1/22/2007	1224

Bill To	Ship To
Bruce Beard Automotive, Inc. 1180 West Main Road MIDDLETOWN, RI 02842	

P.O. Number	Terms	Due Date	Ship	Via
	Net 15	2/6/2007	1/15/2007	

Ordered	Quantity	Unit	Item Code	Description	Serviced	Price Ea.	Prev. In...	Amount
1	1		SVR - BBAI0107	Custom Intel Entry Level Server with S3000AH Intel Server Board Single Xeon, Intel Dual-Core Xeon 3060 2.4GHz processor, 2GB ECC DDR2-667 memory, (2) 250GB SATA Hard Drive in Raid 1, (2) Intel 10/100/1000 Network Interface On-Board Video Cards, Floppy Drive, DVD Drive, no keyboard, Mouse or O/S.		1,525.00	0	1,525.00T
1	1		SUA750	APC Smart-UPS 750VA USB & Serial UPS		284.95	0	284.95T
1	1		SRW2016	Linksys 16 port 10/100/1000 G Bit Switch w/Webview		339.00	0	339.00T
1	1		USR5686E	U S Robotics 56K External Fax Modem v.92 Serial		89.95	0	89.95T
1	1		F2L088-06	Belkin Serial Modem Cable DB9F to DB25M 6FT		4.95	0	4.95T

Returned check fee: $25.00

Phone #	401-846-5155
E-mail	mary@personalcomputing.net
Web Site	www.personalcomputing.net

Subtotal	
Sales Tax (7.0%)	
Total	
Payments/Credits	
Balance Due	
Customer Total Balance*	

*Total Balance is the total of all outstanding invoices as of the invoice date and does not reflect payments received since. This line is NOT the amount of this particular invoice.

Personal Computing, Inc.
221 Third St., Suite 202
Newport, RI 02840

Invoice

Date	Invoice #
1/22/2007	3224

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	Net 15	2/6/2007	1/15/2007	

Ordered	Quantity	Unit	Item Code	Description	Serviced	Price Ea.	Prev. In...	Amount
2	2		ETRAVE8001E3C	eTrust Antivirus r8 1-49 Users, Protection for Desktop, Server, Gateway, Groupware, & PocketPC - Product plus 3 Years Value Maintenance		39.95	0	79.90T
11	11		ETRAVE8001CUE3C	eTrust Antivirus r8 - 1-49 Users - Upgrade from any competitors paid antivirus or antivirus gateway product - Product plus 3 Years Value Maintenance		31.95	0	351.45T
1	1		T75-00927	Win SBS Prem English Lic/SA Pack OLV NL 1YR Acq Y1 5 Clt Addt'l Prod		659.00	0	659.00T
6	6		T74-01744	Win SBS CAL English Lic/SA Pack OLV NL 1YR Acq Y1 Addt'l Prod User CAL		52.00	0	312.00T
1	1		KT800PS2BUS-C	Keytronic Black PS/2 Keyboard		14.95	0	14.95T
1	1		OEM Intellimouse O...	Microsoft Optical Mouse sold only with new PC		18.95	0	18.95T
	4		Patch 07	7' Patch Cable Cat5		3.95		15.80T
	1		Wiring Components	Wire, jacks, boxes, plates, connectors, and other supplies for wiring		9.94		9.94T
	9.66667	Hour	Scheduled Service		1/19/2007	80.00		773.33

Returned check fee: $25.00

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Personal Computing, Inc.
221 Third St., Suite 202
Newport, RI 02840

Invoice

Date	Invoice #
1/22/2007	5224

Bill To
Bruce Beard Automotive, Inc. 1180 West Main Road MIDDLETOWN, RI 02842

Ship To

P.O. Number	Terms	Due Date	Ship	Via
	Net 15	2/6/2007	1/15/2007	

Ordered	Quantity	Unit	Item Code	Description	Serviced	Price Ea.	Prev. In...	Amount
				Corey: New server install: Set up new server, helped install the new switch, and made sure all physical connections were correct. Set up old server at Mark's desk so he could use the Service2000 software during the install. Configured a second VLAN on the switch to isolate the WAN (one port to the T1 line, and one port to the server's WAN port). Installed and configured APC PowerChute software on the server. Installed and configured eTrust Antivirus, and ran the remote install to all workstations. Installed QuickBooks on the server and moved the data from the old server to the new server. Configured the SBS login script to map an S drive to the old server in order for Service2000 program to work correctly. Configured DHCP reservations for the printer, access point, and switch. Downloaded	1/19/2007			

Returned check fee: $25.00

Phone #	401-846-5155
E-mail	mary@personalcomputing.net
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Newport, RI 02840

Invoice

Date	Invoice #
1/22/2007	3224

Bill To	Ship To
Bruce Beard Automotive, Inc. 1180 West Main Road MIDDLETOWN, RI 02842	

P.O. Number	Terms	Due Date	Ship	Via
	Net 15	2/6/2007	1/15/2007	

Ordered	Quantity	Unit	Item Code	Description	Serviced	Price Ea.	Prev. In...	Amount
				and installed drivers for the Xerox printer. Configured backup on the server, and also configured Service2000 backup on the old server. Assisted in adding computers to the domain. Joined the Service2000 computer to the domain and made sure clients could access the program. Configured group policy to only allow Bruce to log into clients via remote desktop. Configured a POP3 connector for Bruce's IDS email account.	1/19/2007			
	9.33333	Hour	Scheduled Service	Tony: Ran new network wires from Diane's computer to the server room. Unplugged all Cat-5 wires from patch panel and old switches/router. Setup new switch and ran all new cat-5 patches to the switch. Added new local admin password to all computers. Updated all computers to the new windows defender. Added all	1/19/2007	80.00		746.67

Returned check fee: $25.00

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Personal Computing, Inc.

221 Third St., Suite 202
Newport, RI 02840

Invoice

Date	Invoice #
1/22/2007	1224

Bill To	Ship To
Bruce Beard Automotive, Inc. 1180 West Main Road MIDDLETOWN, RI 02842	

P.O. Number	Terms	Due Date	Ship	Via
	Net 15	2/6/2007	1/15/2007	

Ordered	Quantity	Unit	Item Code	Description	Serviced	Price Ea.	Prev. In...	Amount
				computers to the domain. Ran the setup wizard for outlook 2003 and tested outlook on each machine(except shop area computers). Verified all network printers, and "my documents" were migrated to the new server. Swapped out old computer (middle desk old) and moved it to the Tool room. Moved Old computer from front desk to middle desk (Bruce's new). Installed old dell computer to front desk and setup applications/domain. Moved old server from left of the front desk to the right of the front desk and ran all extension cables.	1/19/2007			

Returned check fee: $25.00

Phone #	401-846-5155
E-mail	mary@personalcomputing.net
Web Site	www.personalcomputing.net

Subtotal	
Sales Tax (7.0%)	
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Personal Computing, Inc.

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Newport, RI 02840

Invoice

Date	Invoice #
1/22/2007	3224

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Bruce Beard Automotive, Inc. 1180 West Main Road MIDDLETOWN, RI 02842	

P.O. Number	Terms	Due Date	Ship	Via
	Net 15	2/6/2007	1/15/2007	

Ordered	Quantity	Unit	Item Code	Description	Serviced	Price Ea.	Prev. In...	Amount
	3.66667	Hour	Scheduled Service	Shaun: Uninstalled Symantec Antivirus from client computers and cleaned up temp files. Helped Tony with the WAN wiring. Ran the internet and email connection wizard on the server. Configured user and computer accounts on the server.	1/19/2007 1/19/2007	80.00		293.33
	2.5	Hour	Scheduled Service	Corey: Diane could not access accounting website. Configured the serve to allow SSL port 8443; problem was solved. Fixed most issues on Bruce's tablet by making him a member of the local administrators group. Turned off QuickBooks sharing on the Service2000 computer to make sure no clients connect to the wrong data file. Installed and configured QuickBooks on Bruce's tablet. Created email alias for Diane so that she could receive email sent to dianep@brucebeard.com.	1/22/2007	80.00		200.00

Returned check fee: $25.00

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E-mail	mary@personalcomputing.net
Web Site	www.personalcomputing.net

Subtotal	
Sales Tax (7.0%)	
Total	
Payments/Credits	
Balance Due	
Customer Total Balance*	

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Personal Computing, Inc.
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Newport, RI 02840

Invoice

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1/22/2007	3224

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Bruce Beard Automotive, Inc. 1180 West Main Road MIDDLETOWN, RI 02842	

P.O. Number	Terms	Due Date	Ship	Via
	Net 15	2/6/2007	1/15/2007	

Ordered	Quantity	Unit	Item Code	Description	Serviced	Price Ea.	Prev. In...	Amount
	2.5	Hour	Scheduled Service	Tony: Uninstalled office (60 day trial) on 2 shop area pc's and installed Outlook 2003. Setup new user accounts on 2 shop area computers. We had to re-setup wireless network/WEP on tech1 computer and fix Vans logon issue. Tested service2000 software on 3 garage computers.	1/22/2007	80.00		200.00

Returned check fee: $25.00

Phone #	401-846-5155
E-mail	mary@personalcomputing.net
Web Site	www.personalcomputing.net

Subtotal	$5,919.17
Sales Tax (7.0%)	$259.41
Total	$6,178.58
Payments/Credits	$0.00
Balance Due	$6,178.58
Customer Total Balance*	$6,242.78

*Total Balance is the total of all outstanding invoices as of the invoice date and does not reflect payments received since. This line is NOT the amount of this particular invoice.

7641

Personal Computing, Inc. 2/6/2007

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
2/1/2007	Bill	3224	6,242.78	6,242.78		6,242.78
					Check Amount	6,242.78

1000 BBA Fleet-Main 6,242.78

lenovo

Dear BRUCE BEARD,

Thank you for your purchase from Lenovo. Your order has been received and is being processed. We'll send you another e-mail when your order has shipped.

We have included your complete order information below. You may check your order status at any time by visiting:
http://www.directlenovo.com/orderstatus/login.cfm?cid=3804756&oid=9FDY16

If you have any questions about your order, or if any order information is incorrect, please call (877) 338-4465 ext. 6466 or email jstanley@directlenovo.com. Please include your Customer Number and Order Number in any communications to help us serve you more quickly.

Thank you for purchasing from Lenovo. We appreciate your business.

Lenovo Sales

Account # 3804756

Bill To:

BRUCE BEARD AUTOMOTIVE INC
BRUCE BEARD
1180 WEST MAIN RD
MIDDLETOWN,RI 02842
USA
(401) 847-7432

Ship To:

BRUCE BEARD AUTOMOTIVE INC
ATTN: BRUCE BEARD
1180 WEST MAIN RD
MIDDLETOWN, RI 02842

Sales Representative: JON STANLEY
Email Address: jstanley@directlenovo.com
Phone Number: (877) 338-4465 ext. 6466
Fax Number: (480) 467-6561
Technical Support: (800) 426-7378

Order Date: 12/26/06
Invoice: 5957715
Order: 9FDY16
Payment Terms: **Credit Card**

Ship Type: UPS 2 DAY

Qty	Product Code	Description	Unit Cost	Total
1	**SYS.6365CT**	**CONFIGURED SYSTEM** **Serial Number: LVA0397**	**$2,621.00**	**$2,621.00**

The above product code consists of the following component(s):

Qty	Component	Description	Cost
1	6365CTO	CTO THINKPAD X SERIES X60	$2,621.00

Qty	Component	Description	Cost
1	27R0300	VBB INTEGR. FINGERPRINT SENSOR	$0.00

Qty	Component	Description	Cost
1	42R9189	VBB INTEGR.WIFI WL 3RD ANTENNA	$0.00

Qty	Component	Description	Cost
1	42T6783	SBB 12.1" MULTIVIEW+MULTITOUCH CD L2500 LV (1.83GHZ)	$0.00

Qty	Component	Description	Cost
1	39T3645	SBB MS WINXP TABLET PC ED.2005	$0.00

Qty	Component	Description	Cost
1	42T6743	SBB MS WINXP TABPC2005-USEN	$0.00

Qty	Component	Description	Cost
1	41W2060	VBB 1GB PC2-5300 667MHZ 1DIMM	$0.00
1	41W1836	SBB KEYBOARD US ENGLISH	$0.00
1	42R9177	SBB 100GB HD 7200RPM ATA2.5"	$0.00
1	42T6741	SBB THINKPADX6TABLULTRABASE	$0.00
1	42R9180	SBB DVD RECORDABL4X MAX UBAY	$0.00
1	62P6054	VBB INTEGR.BLUETOOTH PAN	$0.00
1	41W1501	SBB INTELPRO/WL3945ABGUSCNLAAP	$0.00
1	42T6684	SBB THINKPADX60 TABSER8 SL	$0.00
1	41W1787	SBB CPK NORTH AMERICA	$0.00
1	42T6686	SBB LANGPACK US ENGLISH	$0.00
1	42T6786	SBB BLUETOOTH W/ ANTENNA	$0.00
1	42T6788	SBB CL. PLATE WLANANDBLUETOOTH	$0.00
1	42T6791	SBB FCC LABEL	$0.00
1	42T6800	SBB GEO LABEL US,WLAN,BT	$0.00
1	41W1982	SBB LOGO PLATE	$0.00
1	42R8988	SBB MS LABEL (VISTA CAPABLE)	$0.00
1	42T6795	SBB MT 6365 SYSTEM LABEL	$0.00
1	41W2079	SBB INTEL LBL DUALC./CENTRINO	$0.00
1	42T6732	SBB PACKAGING W/ULTRABASE	$0.00
1	41W2071	SBB 1GB PC2-5300 667MHZ MEM.	$0.00

Payment Terms: Credit Card

Ship Type: UPS 2 DAY

Merchandise Total	**$2,621.00**
Sales Tax	**$183.47**
Shipping / Handling	**$0.00**
Total	**$2,804.47**

- IBM Financing Advantage Lease for only $82.30 per month plus applicable tax
- Contact us 888-727-5254

To purchase your quoted item(s) online, please click the link below:
http://www.directlenovo.com/orderstatus/

Check out our latest product awards and Legends of ThinkPad - amazing real stories from real people!

If you have any questions, or require additional information, please do not hesitate to give me a call.

Thank you again for calling Lenovo.

Sincerely,
JON STANLEY
(877) 338-4465 ext. 6466
Fax: (480) 467-6561
jstanley@directlenovo.com

PLEASE READ CAREFULLY

* This e-mail confirms Lenovo's receipt of your order. Lenovo will accept your order contingent on Lenovo's validation of price, product availability and your agreement to the terms and conditions for the product(s) and/or service(s) ordered. Applicable terms and conditions are typically accepted by the customer during the web ordering process. For Lenovo products, typically the terms and conditions are set forth in The Lenovo Acquisition Agreement. If the terms and conditions were not displayed and agreed to as part of that process, a copy will be provided with your order. The Lenovo Acquisition Agreement terms and conditions are available by visiting http://www.lenovo.com/products/us/contracts or calling (866) 42-THINK and selecting the Customer Service option. Please review them carefully before using the product. If you already have a contract with Lenovo (such as the Lenovo Customer Agreement or Lenovo Business Partner Agreement), that agreement governs your purchases.

If you do not agree to the terms and conditions and wish to return your purchase, do not use the product. You may return your purchase for a full refund of the purchase price . Visit http://www-131.ibm.com/webapp/wcs/stores/servlet/HelpDisplay?catalogId=-840&langId=-1&storeId=10000001&subject=2196979 for instructions.

**LIMITED SUPPLY OF REFURBISHED PRODUCTS: Refurbished models cannot be reordered once they sell out. Lenovo Credit Corporation has the right to refuse or cancel orders placed for refurbished product(s), even if Lenovo Credit Corporation has confirmed receipt of your order. If we take your order on a refurbished product which sells out and the refurbished product cannot be fulfilled through existing inventory, Lenovo Credit Corporation shall contact you and advise you of the stock outage.

*** Lease for only $82.30 per month plus applicable sales tax based on a 36 Months FMV purchase option with $0 down. Lease payment is an estimate assuming 80% hardware and 20% software, and does not include applicable taxes or fees. Rates and terms subject to change and may vary. Lease rates subject to credit approval. Rates provided are for commercial clients with greater than 25 employees for acquisitions up to $300K.**

lenovo

Dear BRUCE BEARD,

Thank you for your purchase from Lenovo. Your order has been received and is being processed. We'll send you another e-mail when your order has shipped.

We have included your complete order information below. You may check your order status at any time by visiting: http://www.directlenovo.com/orderstatus/login.cfm?cid=3804756&oid=2AW7Y8

If you have any questions about your order, or if any order information is incorrect, please call (877) 338-4465 ext. 6466 or email jstanley@directlenovo.com. Please include your Customer Number and Order Number in any communications to help us serve you more quickly.

Thank you for purchasing from Lenovo. We appreciate your business.

Lenovo Sales

Account # 3804756

Bill To:

BRUCE BEARD AUTOMOTIVE INC
BRUCE BEARD
1180 WEST MAIN RD
MIDDLETOWN,RI 02842
USA
(401) 847-7432

Ship To:

BRUCE BEARD AUTOMOTIVE INC
ATTN: BRUCE BEARD
1180 WEST MAIN RD
MIDDLETOWN, RI 02842

Sales Representative: JON STANLEY
Email Address: jstanley@directlenovo.com
Phone Number: (877) 338-4465 ext. 6466
Fax Number: (480) 467-6561
Technical Support: (800) 426-7378

Order Date: 12/26/06
Invoice: 5962239
Order: 2AW7Y8
Payment Terms: **Credit Card**

Ship Type: UPS Ground

Qty	Product Code	Description	Unit Cost	Total
1	41C9338	LENOVO THINKPAD PROTECTION EXTENDED SERVICE AGREEMENT - 3 YEARS - ON-SITE	$389.00	$389.00

The following information has been captured for this warranty:

Machine/Model Number	Serial Number	Purchase Date (mm/dd/yyyy)
New product		

Payment Terms: Credit Card

Ship Type: UPS Ground

Merchandise Total	$389.00
Sales Tax	$0.00
Shipping / Handling	$0.00
Total	**$389.00**

To purchase your quoted item(s) online, please click the link below:
http://www.directlenovo.com/orderstatus/

lenovo

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(401) 847-7432

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ATTN: BRUCE BEARD
1180 WEST MAIN RD
MIDDLETOWN, RI 02842

Sales Representative: JON STANLEY
Email Address: jstanley@directlenovo.com
Phone Number: (877) 338-4465 ext. 6466
Fax Number: (480) 467-6561
Technical Support: (800) 426-7378

Order Date: 12/26/06
Invoice: 5958392
Order: 9FE62T
Payment Terms: Credit Card

Ship Type: UPS 2 DAY

Qty	Product Code	Description	Unit Cost	Total
1	41U3143	LENOVO THINKPAD TABLET DIGITIZER PEN - STYLUS	$49.95	$49.95

Product Description	Lenovo ThinkPad Tablet Digitizer Pen - stylus
Device Type	Stylus
Dimensions (WxDxH)	0.4 in x 0.4 in x 5 in
Weight	0.5 oz
Features	Eraser
Manufacturer Warranty	1 year warranty

Payment Terms: Credit Card

Ship Type: UPS 2 DAY

Merchandise Total	**$49.95**
Sales Tax	**$3.50**
Shipping / Handling	**$0.00**