

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]	
Marcos Mieses	978-244-2231
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
TOYOTA MOTOR CREDIT CORPORATION 100 APOLLO DRIVE SUITE 201 PO BOX 8 CHELMSFORD, MA 01824	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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						
Walton Enterprises, Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
500 Taunton Ave.			East Providence	MA	02914	USA
1d. TAX ID #	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any	
			Corporation	Rhode Island	157010 <input type="checkbox"/> 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. TAX ID #	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	
					<input type="checkbox"/> NONE	

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

TOYOTA MOTOR CREDIT CORPORATION						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
PO BOX 8			CHELMSFORD	MA	01824	USA

4. This FINANCING STATEMENT covers the following collateral:

Debtor hereby grants to Secured Party as security for the payment of all liabilities and obligations of Debtor to Secured Party, whether or not under an Inventory Loan and Security Agreement between them, and whether now existing or hereafter arising, a continuing lien on:

- (a) all new Toyota-manufactured motor vehicles, all other new motor vehicles, all used motor vehicles, all trucks, van conversions and recreational vehicles, all additions and accessions, all parts, accessories, furnishings and supplies, and all inventory property of like kind or type including replacements, substitutions, additions, and returns, whether now owned, in transit, or hereafter acquired; and
- (b) all new and used machinery, equipment, tools, appliances, office furniture and fixtures, and office equipment and supplies, and all goods of like kind or type including replacements, substitutions, and additions, whether now owned or hereafter acquired; and
- (c) all accounts receivable, documents, instruments, chattel paper, security agreements, contract rights, policies and certificates of insurance, advance warranty payments, incentive payments, rebates or refunds, and guaranties therefor, whether now existing or hereafter arising; and
- (d) all general intangibles, including, but not limited to, tax refunds, license rights, franchise rights, trademarks, service marks, trade names, goodwill, choses or things in action, computer programs, computer discs and tapes, catalogs, purchase orders, customer lists, and deposit accounts, whether now existing or hereafter arising; and
- (e) all cash and non-cash proceeds from the sale or disposition of the foregoing, including proceeds of any insurance on any of the foregoing; and
- (f) Debtor's books and records relating to any of the foregoing, including, but not limited to, ledgers, records, reports, computerized information, and the equipment containing such information.

5. ALTERNATIVE DESIGNATION (if applicable):		<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> 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) (optional)		<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2			
8. OPTIONAL FILER REFERENCE DATA							