

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)	9707 CITIZENS LEASIN
UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071	11034966 RIRI

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 All States Asphalt, Inc.					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 325 Amherst Rd.		CITY Sunderland	STATE MA	POSTAL CODE 01375	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION CORPORATION	1f. JURISDICTION OF ORGANIZATION MA		1g. ORGANIZATIONAL ID #, if any <input checked="" 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 Johnston Asphalt, LLC					
OR	2b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS 325 Amherst Rd.		CITY Sunderland	STATE MA	POSTAL CODE 01375	COUNTRY USA
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION LLC	2f. JURISDICTION OF ORGANIZATION RI		2g. ORGANIZATIONAL ID #, if any 122284 <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)

3a. ORGANIZATION'S NAME RBS ASSET FINANCE, INC.					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 189 CANAL ST		CITY PROVIDENCE	STATE RI	POSTAL CODE 02903	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All Equipment, wherever located, now or hereafter financed by CITIZENS LEASING CORPORATION to the above-referenced Debtor, including all construction and material handling equipment, together with all accessories, additions, accessions, alterations, attachments, parts and repairs now or hereafter affixed thereto or used in connection therewith, and all related software, embedded therein or otherwise, and substitutions and replacements thereof or of any part thereof, and to the extent not listed above as original collateral, proceeds and products of the foregoing, including the proceeds of all insurance policies with respect to the Equipment, in all cases whether now existing or hereafter arising. 1002850-line

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

11034966 direct all states-1

FINANCING STATEMENT ADDENDUM

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9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME All States Asphalt, Inc.			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS

11034966-RI-0
9707 CITIZENS LEASIN
 direct
 all states-1
 File with: Rhode Island

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME Killingly Asphalt Products, LLC				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS 325 Amherst Rd.		CITY Sunderland	STATE MA	POSTAL CODE 01375
11d. SEE INSTRUCTION	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION LLC	11f. JURISDICTION OF ORGANIZATION CT	11g. ORGANIZATIONAL ID #, if any 0696455 <input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P's NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral or is filed as a fixture filing.

16. Additional collateral description:

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

Debtor is a TRANSMITTING UTILITY

Filed in connection with a Manufactured-Home Transaction -- effective 30 years

Filed in connection with a Public-Finance Transaction -- effective 30 years



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11a. ORGANIZATION'S NAME Northeast Land Development, LLC					
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS 325 Amherst Rd.		CITY Sunderland	STATE MA	POSTAL CODE 01375	COUNTRY
11d. SEE INSTRUCTION	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION LLC	11f. JURISDICTION OF ORGANIZATION CT	11g. ORGANIZATIONAL ID #, if any 0703307	<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P's NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME					
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11a. ORGANIZATION'S NAME Tri State Materials (NY), LLC					
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS 325 Amherst Rd.		CITY Sunderland	STATE MA	POSTAL CODE 01375	COUNTRY
11d. <u>SEE INSTRUCTION</u>	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION LLC	11f. JURISDICTION OF ORGANIZATION NY	11g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE	

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11a. ORGANIZATION'S NAME Warner Bros., LLC			
OR	11b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS 325 Amherst Rd.		CITY Sunderland	STATE MA
		POSTAL CODE 01375	COUNTRY
11d. SEE INSTRUCTION	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION LLC	11f. JURISDICTION OF ORGANIZATION MA
			11g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE

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11a. ORGANIZATION'S NAME WT Land, LLC				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS 325 Amherst Rd.		CITY Sunderland	STATE MA	POSTAL CODE 01375
11d. SEE INSTRUCTION	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION LLC	11f. JURISDICTION OF ORGANIZATION MA	11g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE

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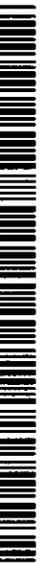
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11a. ORGANIZATION'S NAME Trew Stone, LLC				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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