

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)	18995 FIRST FUND LLC
UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071	11205078 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				
OR				
1b. INDIVIDUAL'S LAST NAME PROULX		FIRST NAME WAYNE	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 656 METSCOM AVENUE		CITY WARREN	STATE RI	POSTAL CODE 02885
1d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION
				1g. ORGANIZATIONAL ID #, if any <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
2d. SEE INSTRUCTIONS		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)

3a. ORGANIZATION'S NAME First Funds				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 240 W. 35th St.		CITY New York	STATE NY	POSTAL CODE 10001
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

CERTAIN FUTURE CREDIT CARD RECEIVABLES SOLD BY EASTBAY FLOORING AS SELLER, AND PURCHASED BY FIRST FUNDS LLC, AS BUYER, PURSUANT TO THAT CERTAIN PURCHASE AND SALE OF FUTURE RECEIVABLES AGREEMENT BETWEEN SELLER AND PURCHASER DATED MAY 22, 2007 (THE "AGREEMENT"). THE SALE OF THE FUTURE RECEIVABLES PURSUANT TO THE AGREEMENT IS INTENDED BY THE PARTIES THERETO TO BE AN OUTRIGHT SALE OF SUCH FUTURE RECEIVABLES AND NOT INTENDED TO BE, NOR IS IT TO BE CONSTRUED AS, A FINANCING OR AN ASSIGNMENT FOR SECURING THE OBLIGATIONS OF THE SELLER. THIS UCC FINANCING STATEMENT IS FILED FOR NOTICE PURPOSES ONLY.

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) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 [optional]		
8. OPTIONAL FILER REFERENCE DATA 11205078				