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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Joseph R. Miller, Esq. 401-454-5000	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Miller & Caine, L.L.P. 40 Westminster Street, Suite 305 Providence, RI 02903-2525	

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 ATLANTIC COAST CREATIONS, LTD.				
OR 1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 415 Valley Street		CITY Providence	STATE RI	POSTAL CODE 02908
1d. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND		1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Rhode Island	1g. ORGANIZATIONAL ID #, if any 1508 <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. TAX ID #: SSN OR EIN NOT REQUIRED IN RHODE ISLAND		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 BANK RHODE ISLAND				
OR 3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS One Turks Head Place		CITY Providence	STATE RI	POSTAL CODE 02903
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All personal property, receivables, inventory, equipment and general intangibles of Debtor, including, without limitation, all of the personal property of the Debtor described on Exhibit A attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAIOLR	<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. TO REQUEST A SEARCH REPORT, FILE A UCC11					

8. OPTIONAL FILER REFERENCE DATA

Bank RI/Atlantic Coast Creations -- RI Secy State

EXHIBIT A

UCC-1 FINANCING STATEMENT

Debtor: **ATLANTIC COAST
CREATIONS, LTD.**
 415 Valley Street
 Providence, RI 02908

Secured Party: **BANK RHODE ISLAND**
 One Turks Head Place
 Providence, RI 02903

All Receivables, all Inventory, all Equipment and all General Intangibles of Debtor and all additions and accessions to and substitutions for and proceeds of (including without limitation, insurance proceeds) and products of the foregoing, all as hereinafter defined:

"Receivables" means all now owned and hereafter acquired, present and future accounts (within the meaning of Section 9-102(a)(2) of the Uniform Commercial Code) of Debtor, including all guaranties and security therefor and all rights and interest of Debtor in any goods which gave rise thereto or are described therein or are represented thereby; all state and federal tax refunds now or hereafter accruing or paid to Debtor; any other obligations or indebtedness owed to Debtor from whatever source arising and all rights of Debtor to receive any payments in money or kind; and all records, documents and instruments evidencing or relating to any of the foregoing, all proceeds (as defined in Section 9-102(1)(64) of the Uniform Commercial Code) of the foregoing, whether cash or noncash proceeds.

"Inventory" means all inventory (as defined in Section 9-102(1)(44) of the Uniform Commercial Code), goods (as defined in Section 9-102(a)(48) of the Uniform Commercial Code), merchandise and other personal property, wherever located, now owned or hereafter acquired by Debtor which are held for sale or lease, or furnished or to be furnished under any contract of service or are raw materials, work in process, supplies or materials used or consumed in Debtor's business, and all products thereof, and substitutions, replacements, additions or accessions thereto, all proceeds (as defined in Section 9-102(a)(64) of the Uniform Commercial Code) of all of the foregoing, whether cash or noncash proceeds, including insurance proceeds.

"Equipment" means all machinery, equipment (as defined in Section 9-102(a)(33) of the Uniform Commercial Code), furniture, and fixtures (as defined in Section 9-102(a)(41) of the Uniform Commercial Code) of Debtor, wherever located, now owned or hereafter acquired by Debtor, together with any and all accessions (as defined in Section 9-102(a)(1) of the Uniform Commercial Code) thereto and all substitutions and replacements thereof and parts therefore, all noncash proceeds (as defined in Section 9-102(a)(58) of the Uniform Commercial Code), cash proceeds (as defined in Section 9-102(a)(9) of the Uniform Commercial Code) and proceeds (as defined in Section 9-102(a)(64) of the Uniform Commercial Code) thereof in whatever form received, whether cash or noncash proceeds.

"General Intangibles" means all of Debtor's now owned or hereafter acquired general intangibles within the meaning of Section 9-102(a)(42) of the Uniform Commercial Code and to the extent not included therein, all patents, trademarks, tradenames, copyrights, goodwill, royalties, licenses, choses in action, tax refunds, insurance premium rebates and refunds, any and all assets due from stockholders and Affiliates to Debtor and insurance proceeds, "documents", "chattel paper" and "instruments" all as defined in Section 9-102 of the Uniform Commercial Code, pending applications for any of the foregoing and Debtor's business names, and all proceeds (as defined in Section 9-102(a)(64) of the Uniform Commercial Code) of the foregoing, whether cash or non-cash proceeds.