

This FINANCING STATEMENT is presented to THE SECRETARY OF STATE for filing pursuant to the Uniform Commercial Code.

1 Debtor(s) (Last Name First) and address(es)

ATS Leasing, Inc.  
10 Ross Simons Drive  
Cranston, RI 02920

2 Secured Party(ies) and address(es)

Newcourt Small Business  
Lending Corporation  
2 Gatehall Drive  
Parsippany, NJ 07054

6 9 1 6 6 6

3 This financing statement covers the following types (or items) of property:

See Exhibit A attached

FEB 4 3 15 PM '99

FOR FILING OFFICER USE

OVERSIZED FILE

Check (X) if covered.



Proceeds of Collateral are also covered



Products of Collateral are also covered

Filed with: Rhode Island Secretary of State

ATS Leasing, Inc.

By: \_\_\_\_\_

Signature(s) of Debtor(s)

Newcourt Small Business Lending Corporation

By: \_\_\_\_\_

Signature(s) of Secured Party(ies)

(1) Filing Officer Copy — Alphabetical

Standard Form — Uniform Commercial Code — Form UCC1

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EXHIBIT A

Debtors:       ATS LEASING, INC.

Secured Party:       NEWCOURT SMALL BUSINESS LENDING CORPORATION  
F/K/A AT&T SMALL BUSINESS LENDING CORPORATION

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(A) All accounts, contract rights, instruments, documents, chattel paper, general intangibles (including, without limitation, tax refunds and insurance proceeds); any other obligations or indebtedness owed to Debtor from whatever source arising; all rights of Debtor to receive any payments in money, or kind; all cash or non-cash proceeds of all of the foregoing; all of the right, title and interest of Debtor in and with respect to the goods, services, or other property which gave rise to or which secure any of the foregoing and insurance policies and proceeds relating thereto; and all of the foregoing, whether now existing or hereafter created or acquired.

(B) All goods, merchandise and other personal property now owned or hereafter acquired by Debtor, supplies or materials used or consumed in Debtor's business, and all products thereof; all cash or non-cash proceeds of all of the foregoing, including insurance proceeds.

(C) All machinery and equipment and furniture and fixtures of Debtor now owned or hereafter acquired by Debtor, and used or acquired for use in the business of Debtor, together with all parts and appurtenances therefor and thereto and all cash or non-cash proceeds.

(D) All ledger sheets, files, records, documents, and instruments (including, without limitation, computer programs, tapes, and related electronic data processing software) evidencing an interest in or relating to any of the foregoing; and

(E) All instruments, documents, securities, cash, property and the proceeds of any of the foregoing, owned by Debtor or in which Debtor has an interest, which now or hereafter are at any time in possession or control of Secured Party or in transit by mail or carrier to or from Secured Party or in the possession of any third party acting in or on behalf of Secured Party, without regard to whether Secured Party received the same in pledge, for safekeeping, as agent for collection or transmission or otherwise or whether Secured Party had conditionally released same.

(F) All motor vehicles, which are now owned or hereafter acquired by the Debtor, and used or acquired for use in the business of the Debtor including, without limitation the vehicles identified in Exhibit "B" attached hereto.

Exhibit B

YEAR	MAKE	MODEL	VIN NUMBER	ALL EXCELLENT CONDITION
1990	FORD	E150	IFTDE14Y8LHA73065	
1991	" "		1FTEE14N7MHB28682	
1994			IFTEE14YIRHA46805	
1993			IFTDE14Y1PHA17409	
1991			IFTEE14Y4MHA47956	
1991			IFTEE14N8MHB19635	
1993		AEROSTA	IFTCA14U8PZA64127	
1993		E150	IFTEE14Y6PHA00674	
1992			IFTDE14YXNHAA09242	
1994			IFTEE14YXRHA19277	
1991			IFTDE14Y4MHB26717	
1991			IFTDE14YOMHB26715	
1993			IFTDE14Y6PHB64115	
1991			IFTEE14YIMHB15193	
1991			IFTEE14Y8MHA95251	
1994			IFTEE14Y2RHA46800	
1994			IFTEE14Y7RHA85737	
1991			IFTDE14Y5MHA83196	
1990			IFTDE14YXLHA73083	
1995		E250	IFTEE24Y3SHB14473	
1991		E150	IFTEE14YMHA55023	
1995		E250	IFTFE24Y8SHB14467	
1995			IFTFE24Y4SHB14465	
1995			IFTE24Y9SHB14462	
1990		E150	IFTDE14Y2LHA73062	
1995		E250	IFTFE24Y8SHB14470	
1993		E150	IFTDE14Y9PHB64111	
1990		E150	IFTDE14Y7LHB62397	
1991			IFTEE14Y6MHB32815	

Exhibit B

YEAR	MAKE	MODEL	VIN NUMBER
1993	FORD	AEROSTAR	IFTCA14U8PZA11122
1993	FORD	AEROSTAR	IFTCA14U6PZA64126
1988	TOYOTA	2 DR	JT2MA70J4J0098315
1981	FORD	PICK UP	IFTDF15E2BNA57333
1990	FORD	CUBE VAN	IFDKE37HXLHA44077
1991	FORD	TRACTOR	IFTYW90TXMVAO1438
1990	GMC	CARGO STRAIGHT TRUCK	IGDM7HIJ7LJ603895
1990	GMC	CARGO STRAIGHT TRUCK	IGDM7HIJ8LJ603937
1981	FORD	TRACTOR	IFDYU9OW5BVJ30077

SIX TRAILERS REGISTERED IN MAINE