

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) <b>Dianne Cosman, Paralegal 401-709-3317</b>
B. E-MAIL CONTACT AT FILER (optional) <b>dcosman@rc.com</b>
C. SEND ACKNOWLEDGMENT TO: (Name and Address)  <b>Patricia J. Igoe, Esq. Robinson &amp; Cole LLP One Financial Plaza, Suite 1430 Providence, RI 02903</b>

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME <b>The Bazar Group, Inc.</b>				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS <b>793 Waterman Avenue</b>		CITY <b>East Providence</b>	STATE <b>RI</b>	POSTAL CODE <b>02914</b>
COUNTRY <b>USA</b>				

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
COUNTRY				

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME <b>Bank Rhode Island</b>				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS <b>One Turks Head Place</b>		CITY <b>Providence</b>	STATE <b>RI</b>	POSTAL CODE <b>02903</b>
COUNTRY <b>USA</b>				

4. COLLATERAL: This financing statement covers the following collateral:

**Any and all assets of Debtor, whether now owned or hereafter acquired, or in which the Debtor may now have or hereafter acquire an interest, including without limitation, the assets described in Exhibit A hereto.**

5. Check only if applicable and check only one box: Collateral is  held in a Trust (see UCC1Ad, item 17 and Instructions)  being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:  Public-Finance Transaction  Manufactured-Home Transaction  A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:  Agricultural Lien  Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable):  Leasee/Lessor  Consignee/Consignor  Seller/Buyer  Bailee/Bailor  Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:  
**To be filed with Rhode Island Secretary of State - 31975.0007**

## EXHIBIT A

Debtor:                   The Bazar Group, Inc.  
793 Waterman Avenue  
East Providence, RI 02914

Secured Party:       Bank Rhode Island  
One Turks Head Place  
Providence, RI 02903

### Collateral Description:

All fixtures and all tangible and intangible personal property of the Debtor, whether now owned or hereafter acquired by the Debtor, or in which the Debtor may now have or hereafter acquire an interest, including, without limitation, (a) all Equipment (including all machinery, tools and furniture), Inventory (including all merchandise, raw materials, work in process, finished goods and supplies), and Goods, whether now owned or hereafter acquired by the Debtor, or in which the Debtor may now have or hereafter acquire an interest (the "**Tangible Collateral**"); (b) all Accounts, accounts receivable, other receivables, contract rights, Chattel Paper, and General Intangibles of the Debtor (including, without limitation, goodwill, patents, trademarks, tradenames, blueprints, designs, product lines and research and development), whether now owned or hereafter acquired by the Debtor, or in which the Debtor may now have or hereafter acquire an interest; (c) all Instruments, documents of title, policies and certificates of insurance, securities, bank deposits, Deposit Accounts, checking accounts and cash now or hereafter owned by the Debtor, or in which the Debtor may now have or hereafter acquire an interest; (d) all the Debtor's rights under consignment agreements with vendors of the Debtor's memo programs and all security therefor, (e) Commercial Tort Claims, Documents, Fixtures, Investment Property and Letter-of-Credit Rights presently owned or hereinafter acquired by the Debtor, including, without limitation, books and records; supporting obligations; contract rights or rights to the payment of money, trademarks, service marks, tradenames, copyrights and trade secrets; policies and certificates of insurance and all amounts payable to the Debtor or rights of the Debtor under or with respect to any such insurance, including, without limitation, all proceeds, refunds and premium rebates, whether any such proceeds, refunds and premium rebates, arise out of any of the foregoing, or otherwise; money, cash or other property; federal, state and local tax refunds and/or abatements to which the Debtor is, or shall become, entitled, no matter how or when arising, including, but not limited to, any carryback tax refunds; all liens, guarantees, rights, remedies and privileges pertaining to any of the foregoing, including the right of stoppage in transit; (f) all accessions, additions or improvements, to all replacements, substitutions and parts for, and all proceeds and products to all of the foregoing; and (g) all books, records and documents relating to all of the foregoing.

"Accounts", "Chattel Paper", "Commercial Tort Claims", "Deposit Accounts", "Documents", "Equipment", "Fixtures", "General Intangibles", "Goods", "Instruments", "Inventory", "Investment Property" and "Letter-of-Credit Rights" shall have the meaning assigned to each in the Uniform Commercial Code in effect in the State of Rhode Island from time to time (the "UCC").