

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Name: Wolters Kluwer Lien Solutions Phone: 800-331-3282 Fax: 818-662-4141	
B. E-MAIL CONTACT AT FILER (optional) uccfilingreturn@wolterskluwer.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 19847 - LAW OFFICE OF Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071 75877310 RIRI	

File with Secretary of State, RI

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 NES RHODE ISLAND, INC.				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS		CITY	STATE	POSTAL CODE
39 MAIN STREET		TIBURON	CA	94920
				COUNTRY
				USA

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 THE RAPPAPORT FAMILY TRUST				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS		CITY	STATE	POSTAL CODE
39 MAIN STREET		TIBURON	CA	94920
				COUNTRY
				USA

4 COLLATERAL This financing statement covers the following collateral:
 The following property of the Debtor whether now owned or hereafter acquired or arising out of:

- All Debtor's Accounts, and all of Debtor's money, contract rights, chattel paper, documents, deposit accounts, securities, investment property and instruments with respect thereto, and all of Debtor's rights, remedies, security, liens and supporting obligations, in, to, and in respect of the foregoing, including without limitation, rights of stoppage in transit, replevin, repossession and reclamation and other rights and remedies of an unpaid vendor, lienor or secured party, guaranties or other contracts of suretyship with respect to the Accounts, deposits and other security for the obligations of any Account debtor, and credit and other insurance;
- To the extent not listed above, all of Debtor's money, securities, investment property, deposit accounts, instruments and other property and the proceeds thereof that are now or hereafter held or received by, in transit to, in possession of, or under the control of the Secured Party or a bailee or Affiliate of the Secured Party, whether for safekeeping, pledge, custody, transmission, collection or otherwise;
- To the extent not listed above, all of the Debtor's now owned or hereafter acquired deposit accounts into which Accounts or the proceeds of Accounts are deposited;
- All of the Debtor's right, title and interest in, to, and in respect of all goods relating to, or which by sale have resulted in, Accounts, including, without limitation, all goods described in invoices or other documents or instruments with respect to, or otherwise representing or evidencing any Account, and all returned, reclaimed or repossessed goods;
- All of the Debtor's general intangibles (including, but not limited to, payment intangibles) and other property of every kind and description with respect to, evidencing or relating to its Accounts, including, but not limited to, all existing and future customer lists, choses in action, claims, books, records,

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 <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility			6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
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7 ALTERNATIVE DESIGNATION (if applicable) Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8 OPTIONAL FILER REFERENCE DATA
 75877310 NES

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR. Same as line 1a or 1b on Financing Statement, if line 1b was left blank because Individual Debtor name did not fit, check here

9a ORGANIZATION'S NAME NES RHODE ISLAND, INC.	
OR	
9b INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME. Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a ORGANIZATION'S NAME					
OR					
10b INDIVIDUAL'S SURNAME					
INDIVIDUAL'S FIRST PERSONAL NAME					
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				SUFFIX	
10c MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (11a or 11b)

11a ORGANIZATION'S NAME				
OR				
11b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
11c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)
 ledger cards, contracts, licenses, formulae, tax and other types of refunds, returned and unearned insurance premiums, rights and claims under insurance policies, and computer programs, information, software, records, and data, as the same relate to the Accounts.
 6. All of the Debtor's other money, securities, investment property, deposit accounts, instruments, documents, supporting obligations and chattel paper;
 7. All of the Debtor's letter-of-credit rights and commercial tort claims;
 8. All of the Debtor's other general intangibles (including, without limitation, any proceeds from insurance policies after payment of prior interests), patents, unpatented inventions, trade secrets, copyrights, contract rights, goodwill, literary rights, rights to performance, rights under licenses, choses-in-action, claims, information contained in computer media (such as data bases, source and object codes, and information therein), things in action, trademarks and trademarks applied for (together with the goodwill associated therewith) and derivatives thereof, tradenames including the right to make, use and vend goods utilizing any of the foregoing, and permits, licenses, certifications, authorizations and approvals, and the rights of the Debtor

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable) 14. This FINANCING STATEMENT covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest): 	16. Description of real estate:
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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR. Same as line 1a or 1b on Financing Statement, if line 1b was left blank because Individual Debtor name did not fit, check here

9a ORGANIZATION'S NAME NES RHODE ISLAND, INC.	
OR 9b INDIVIDUAL'S SURNAME	
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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC-1) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

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OR 10b INDIVIDUAL'S SURNAME				
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SUFFIX				
10c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (11a or 11b)

11a ORGANIZATION'S NAME				
OR 11b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral) thereunder, issued by any governmental, regulatory or private authority, agency of entity whether now owned or hereafter acquired, together with all cash and non-cash proceeds and products thereof;

9. All of Debtor's now owned or hereafter acquired inventory of every description which is held by Debtor for sale or lease or is furnished by Debtor under any contract of services or is held by Debtor as raw materials, work in progress or materials used or consumed in a business, wherever located, and as the same may now or hereafter from time to time be constituted, together with all cash and non-cash proceeds and products thereof;

10. All of Debtor's now owned or hereafter acquired machinery, equipment, computer equipment, tools, tooling, furniture, fixtures, goods, supplies, materials, work in process, whether now owned or hereafter acquired, together with all additions, parts, fittings, accessories, special tools, attachments, and accessions now or hereafter affixed thereto and/or used in connection therewith, all replacements thereof and substitutions therefor, and all cash and non-cash proceeds and products thereof;

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

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

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest)

16. Description of real estate:

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9. NAME OF FIRST DEBTOR Same as line 1a or 1b on Financing Statement, if line 1b was left blank because Individual Debtor name did not fit, check here

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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

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INDIVIDUAL'S FIRST PERSONAL NAME				
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11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (11a or 11b)

11a ORGANIZATION'S NAME			
OR			
11b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)
 11. To the extent not listed above as original collateral, the proceeds (including, without limitation, insurance proceeds) and products of all of the foregoing.

For purposes hereof, the term "Account" means any right to payment of a monetary obligation, whether or not earned by performance, including, but not limited to, the right to payment of management fees. Without limiting the generality of the foregoing, the term "Account" shall further include any "account" (as that term is defined in the Uniform Commercial Code now or hereafter in effect), any accounts receivable, any "health-care insurance receivables" (as that term is defined in the Uniform Commercial Code now or hereafter in effect), any "payment intangibles" (as that term is defined in the Uniform Commercial Code now or hereafter in effect) and all other rights to payment of every kind and description, whether or not earned by performance.

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15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest)	16. Description of real estate

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10 DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

OR	10a ORGANIZATION'S NAME			
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	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)			
	SUFFIX			
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11 ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (11a or 11b)

OR	11a ORGANIZATION'S NAME			
	11b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

For purposes hereof, the term "Affiliate" means, with respect to a specific Person, any Person directly or indirectly controlling, controlled by or under common control with the specified Person, including without limitation, their stockholders or any Affiliates thereof. A Person shall be deemed to control a corporation or other entity if the Person possesses, directly or indirectly, the power to direct or cause the direction of the management and business of the corporation or other entity, whether through the ownership of voting securities, by contract, or otherwise. Allan Rappaport shall be deemed to be an Affiliate of the Debtor regardless of whether he meets the foregoing description of Affiliate.

For purposes hereof, the term "Person" means an individual, partnership, corporation, trust, joint venture, joint stock company, limited liability company, association, unincorporated organization, governmental authority, or any other entity.

13 <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)	14 This FINANCING STATEMENT <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input type="checkbox"/> is filed as a fixture filing
15 Name and address of a RECORD OWNER of real estate described in item *6 (if Debtor does not have a record interest)	16 Description of real estate

UCC FINANCING STATEMENT ADDENDUM

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9 NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement, if line 1b was left blank because Individual Debtor name did not fit, check here

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OR				
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11c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

12 ADDITIONAL SPACE FOR ITEM 4 (Collateral)

Notwithstanding the foregoing, for so long as the Amended and Restated Credit and Security Agreement dated as of January 29, 2014, by and between NES America, Inc., and the other borrowers that from time to time may be parties thereto, MidCap Funding IV Trust, a Delaware statutory trust, formerly known as MidCap Funding IV, LLC, as the administrative agent for the lenders, and individually, as a lender (as the successor-by-assignment to MidCap Financial Trust f/k/a MidCap Financial, LLC), and the other lenders that from time to time may be parties thereto, as such Amended and Restated Credit and Security Agreement may be modified, amended and/or restated from time to time (the "MidCap Credit Agreement"), may be in effect, the collateral covered by this financing statement shall not include any Eligible Accounts (as that term is defined in the MidCap Credit Agreement) that are part of the Borrowing Base (as that term is defined in the MidCap Credit Agreement).

13. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)	14. This FINANCING STATEMENT: <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input type="checkbox"/> is filed as a fixture filing
15 Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest)	16. Description of real estate

17. MISCELLANEOUS: 75877310-R1-0 19847 - LAW OFFICE OF TIMOTHY THE RAPPAPORT FAMILY TRUST File with Secretary of State, RI NES