

UCC-1 Form

FILER INFORMATION

Full name: SULLIVAN TIRE Co., INC. GREG MEALLO

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SEND ACKNOWLEDGEMENT TO

Contact name: SULLIVAN TIRE Co., INC. CREDIT DEPT

Mailing Address: 45 ACCORD PARK DRIVE

City, State Zip Country: NORWELL, MA 02061 USA

DEBTOR INFORMATION

Org. Name: BEC, CORPORATION

Mailing Address: 588 BROADWAY

City, State Zip Country: PAWTUCKET, RI 02860 USA

SECURED PARTY INFORMATION

Org. Name: SULLIVAN TIRE Co., INC.

Mailing Address: 41 ACCORD PARK DRIVE

City, State Zip Country: NORWELL, MA 02061 USA

TRANSACTION TYPE: STANDARD

CUSTOMER REFERENCE: 1005805

COLLATERAL

ALL INVENTORY OF MICHELIN, BFGOODRICH, UNIROYAL, HANKOOK, TBC, PIRELLI AND MAXXIS TIRES AND TUBES, TOGETHER WITH: ALL ISSUE, INCREASES, SUBSTITUTIONS, REPLACEMENTS, ATTACHMENTS, ADDITIONS, ACCESSIONS, EXTENSIONS, RENEWALS, AND PRODUCTS OF THE FOREGOING; ALL ACCOUNTS, ACCOUNTS RECEIVABLE, CONTRACT RIGHTS, INSTRUMENTS, CHATTEL PAPER, GENERAL INTANGIBLES, PAYMENT INTANGIBLES, INSURANCE PROCEEDS, INSURANCE PREMIUM REFUNDS, SECURITY DEPOSITS, REFUNDS AND RIGHTS TO PAYMENT OF ANY KIND, ARISING FROM OR RELATED TO ANY OF THE FOREGOING; ALL DEBTORS BOOKS AND RECORDS CONCERNING ANY OF THE FOREGOING AND ALL PROCEEDS OF ANY OF THE FOREGOING. CUSTOMER GRANTS SECURED PARTY A CONTINUING SECURITY INTEREST (TO INCLUDE A CONTINUING PURCHASE MONEY SECURITY INTEREST) IN ALL OF THE FOREGOING, WHETHER NOW EXISTING OR HEREAFTER ARISING, NOW OWNED OR HEREAFTER ACQUIRED, NOW DUE OR TO BECOME DUE. UCC-1 COLLATERAL DESCRIPTION: TO SECURE PAYMENT FOR ALL PURCHASES FROM SECURED PARTY, NOW AND IN THE FUTURE, DEBTOR HEREBY GRANTS SECURED PARTY A CONTINUING SECURITY INTEREST IN ALL OF DEBTOR'S INVENTORY AND ACCOUNTS RECEIVABLE AND PRESENTLY OWNED OR HEREAFTER ACQUIRED TIRES FROM TIME TO TIME CONSISTING OF SULLIVAN TIRE RE-TREAD TIRES, GOODYEAR, DUNLOP, REPUBLIC, MICHELIN, BFG, UNIROYAL, CONTINENTAL, COUNTRYWIDE, HANKOOK, KELLY, BF GOODRICH, GENERAL, PIRELLI, FUZION, KHUMO,YOKOHAMA, BRIDGESTONE, SUMITOMO, SAILUN, UNIROYAL, CONTINENTAL, NEXEN, JETZON, FIRESTONE AND ALL OTHER TIRES WHEREVER LOCATED INCLUDING ANY AND ALL PROCEEDS RECEIVED FROM THE SALE OR OTHER DISPOSITION OF SAID TIRES. INCLUDING AND TOGETHER WITH: ALL ISSUE, INCREASES, SUBSTITUTIONS, REPLACEMENTS, ATTACHMENTS, ADDITIONS, ACCESSIONS, EXTENSIONS, RENEWALS, AND PRODUCTS OF THE FOREGOING; ALL ACCOUNTS, ACCOUNTS RECEIVABLE, CONTRACT RIGHTS, INSTRUMENTS, CHATTEL PAPER, GENERAL INTANGIBLES, PAYMENT INTANGIBLES, INSURANCE PROCEEDS, INSURANCE PREMIUM REFUNDS, SECURITY DEPOSITS, REFUNDS AND RIGHTS TO PAYMENT OF ANY KIND, ARISING FROM OR RELATED TO ANY OF THE FOREGOING; ALL DEBTORS BOOKS AND RECORDS CONCERNING ANY OF THE FOREGOING AND ALL PROCEEDS OF ANY OF THE FOREGOING. CUSTOMER GRANTS SECURED PARTY A CONTINUING SECURITY INTEREST IN ALL OF THE FOREGOING, WHETHER NOW EXISTING OR HEREAFTER ARISING, NOW OWNED OR HEREAFTER ACQUIRED, NOW DUE OR TO BECOME DUE.

All inventory of Michelin, BFGoodrich, Uniroyal, Hankook, TBC, Pirelli and Maxxis tires and tubes, together with: all issue, increases, substitutions, replacements, attachments, additions, accessions, extensions, renewals, and products of the foregoing; all accounts, accounts receivable, contract rights, instruments, chattel paper, general intangibles, payment intangibles, insurance proceeds, insurance premium refunds, security deposits, refunds and rights to payment of any kind, arising from or related to any of the foregoing; all debtors books and records concerning any of the foregoing and all proceeds of any of the foregoing. Customer grants Secured Party a continuing security interest (to include a continuing purchase money security interest) in all of the foregoing, whether now existing or hereafter arising, now owned or hereafter acquired, now due or to become due.

Ucc-1 Collateral Description:

To secure payment for all purchases from Secured Party, now and in the future, Debtor hereby grants Secured Party a continuing security interest in all of Debtor's inventory and accounts receivable and presently owned or hereafter acquired tires from time to time consisting of Sullivan Tire Re-Tread tires, Goodyear, Dunlop, Republic, Michelin, BFG, Uniroyal, Continental, Countrywide, Hankook, Kelly, BF Goodrich, General, Pirelli, Fuzion, Khumo, Yokohama, Bridgestone, Sumitomo, Sailun, Uniroyal, Continental, Nexen, Jetzon, Firestone and all other tires wherever located including any and all proceeds received from the sale or other disposition of said tires.

Including and together with: all issue, increases, substitutions, replacements, attachments, additions, accessions, extensions, renewals, and products of the foregoing; all accounts, accounts receivable, contract rights, instruments, chattel paper, general

intangibles, payment intangibles, insurance proceeds, insurance premium refunds, security deposits, refunds and rights to payment of any kind, arising from or related to any of the foregoing; all debtors books and records concerning any of the foregoing and all proceeds of any of the foregoing. Customer grants Secured Party a continuing security interest in all of the foregoing, whether now existing or hereafter arising, now owned or hereafter acquired, now due or to become due.