

UCC-1 Form

FILER INFORMATION

Full name: **WOLTERS KLUWER LIEN SOLUTIONS**

Email Contact at Filer: **CTLSWEBACK@WOLTERSKLUWER.COM**

SEND ACKNOWLEDGEMENT TO

Contact name: **LIEN SOLUTIONS**

Mailing Address: **P.O. Box 29071**

City, State Zip Country: **GLENDAL, CA 91209-9071 USA**

DEBTOR INFORMATION

Org. Name: **RED'S DISCOUNT LIQUORS, LLC**

Mailing Address: **2103 WARWICK AVE**

City, State Zip Country: **WARWICK, RI 02889 USA**

Org. Name: **LARRY'S LIQUORS**

Mailing Address: **2103 WARWICK AVE**

City, State Zip Country: **WARWICK, RI 02889 USA**

SECURED PARTY INFORMATION

Org. Name: **NXGEN CAPITAL**

Mailing Address: **1608 S. ASHLAND AVE #35697**

City, State Zip Country: **CHICAGO, IL 60608 USA**

TRANSACTION TYPE: STANDARD

CUSTOMER REFERENCE: RI-0-76973135-59898027

COLLATERAL

NOTICE PURSUANT TO AN AGREEMENT BETWEEN DEBTOR AND SECURED PARTY, DEBTOR HAS AGREED NOT TO FURTHER ENCUMBER THE COLLATERAL DESCRIBED HEREIN. THE FURTHER ENCUMBERING OF WHICH MAY CONSTITUTE THE TORTIOUS INTERFERENCE WITH THE SECURED PARTY'S RIGHT BY SUCH ENCUMBRANCER. IN THE EVENT THAT ANY ENTITY IS GRANTED A SECURITY INTEREST IN DEBTOR'S ACCOUNTS, CHATTEL PAPER OR GENERAL INTANGIBLES CONTRARY TO THE ABOVE, THE SECURED PARTY ASSERTS A CLAIM TO ANY PROCEEDS THEREOF RECEIVED BY SUCH ENTITY. ACCOUNTS, ACCOUNTS RECEIVABLE, CONTRACTS, REAL PROPERTY LEASES, NOTES, BILLS, ACCEPTANCES, CHOOSES IN ACTION, CHATTEL PAPER, INSTRUMENTS, DOCUMENTS AND OTHER FORMS OF OBLIGATIONS AT ANY TIME OWING TO DEBTOR ARISING OUT OF GOODS SOLD OR LEASED OR FOR SERVICES RENDERED BY DEBTOR, THE PROCEEDS THEREOF AND ALL OF DEBTOR'S RIGHTS WITH RESPECT TO ANY GOODS REPRESENTED THEREBY, WHETHER OR NOT DELIVERED, GOODS RETURNED BY CUSTOMERS AND ALL RIGHTS AS AN UNPAID VENDOR OR LIENOR, INCLUDING RIGHTS OF STOPPAGE IN TRANSIT AND OF RECOVERING POSSESSION BY PROCEEDINGS INCLUDING REPLEVIN AND RECLAMATION, TOGETHER WITH ALL CUSTOMER LISTS, BOOKS AND RECORDS, LEDGER AND ACCOUNT CARDS, COMPUTER TAPES, SOFTWARE, DISKS, PRINTOUTS AND RECORDS, WHETHER NOW IN EXISTENCE OR HEREAFTER CREATED, RELATING THERETO (COLLECTIVELY REFERRED TO HEREINAFTER AS "RECEIVABLES"); INVENTORY, INCLUDING WITHOUT LIMITATION, ALL GOODS MANUFACTURED OR ACQUIRED FOR SALE OR LEASE, AND ANY PIECE GOODS, RAW MATERIALS, WORK IN PROCESS AND FINISHED MERCHANDISE, FINDINGS OR COMPONENT MATERIALS, AND ALL SUPPLIES, GOODS, INCIDENTALS, OFFICE SUPPLIES, PACKAGING MATERIALS AND ANY AND ALL ITEMS USED OR CONSUMED IN THE OPERATION OF THE BUSINESS OF DEBTOR OR WHICH MAY CONTRIBUTE TO THE FINISHED PRODUCT OR TO THE SALE, PROMOTION AND SHIPMENT THEREOF, IN WHICH DEBTOR NOW OR AT ANY TIME HEREAFTER MAY HAVE AN INTEREST, WHETHER OR NOT THE SAME IS IN TRANSIT OR IN THE CONSTRUCTIVE, ACTUAL OR EXCLUSIVE OCCUPANCY OR POSSESSION OF DEBTOR OR IS HELD BY DEBTOR OR BY OTHERS FOR DEBTOR'S ACCOUNT (COLLECTIVELY REFERRED TO HEREINAFTER AS "INVENTORY"); GOODS, INCLUDING WITHOUT LIMITATION, ALL MACHINERY, EQUIPMENT, PARTS, SUPPLIES, APPARATUS, APPLIANCES, TOOLS, FITTINGS, FURNITURE, FURNISHINGS, FIXTURES AND ARTICLES OF TANGIBLE PERSONAL PROPERTY OF EVERY DESCRIPTION NOW OR HEREAFTER OWNED BY DEBTOR OR IN WHICH DEBTOR MAY HAVE OR MAY HEREAFTER ACQUIRE ANY INTEREST, AT ANY LOCATION (COLLECTIVELY REFERRED TO HEREINAFTER AS "EQUIPMENT"); GENERAL INTANGIBLES IN WHICH DEBTOR NOW HAS OR HEREAFTER ACQUIRES ANY RIGHTS, INCLUDING BUT NOT LIMITED TO, CAUSES OF ACTION, CORPORATE OR BUSINESS RECORDS, INVENTIONS, DESIGNS, PATENTS, PATENT

APPLICATIONS, TRADEMARKS, TRADEMARK REGISTRATIONS AND APPLICATIONS THEREFOR, GOODWILL, TRADE NAMES, TRADE SECRETS, TRADE PROCESSES, COPYRIGHTS, COPYRIGHT REGISTRATIONS AND APPLICATIONS THEREFOR, LICENSES, PERMITS, FRANCHISES, CUSTOMER LISTS, COMPUTER PROGRAMS, ALL CLAIMS UNDER GUARANTIES, TAX REFUND CLAIMS, RIGHTS AND CLAIMS AGAINST CARRIERS AND SHIPPERS, LEASES, CLAIMS UNDER INSURANCE POLICIES, ALL RIGHTS TO INDEMNIFICATION AND ALL OTHER INTANGIBLE PERSONAL PROPERTY AND INTELLECTUAL PROPERTY OF EVERY KIND AND NATURE (COLLECTIVELY REFERRED TO HEREINAFTER AS "INTANGIBLES"); ALL OF THE CAPITAL STOCK, BONDS, NOTES, PARTNERSHIP INTERESTS, MEMBER INTERESTS IN LIMITED LIABILITY COMPANIES, AND OTHER SECURITIES, IF ANY, HELD OF RECORD OR BENEFICIALLY BY THE DEBTOR, INCLUDING WITHOUT LIMITATION THE CAPITAL STOCK OF ALL SUBSIDIARIES OF THE DEBTOR, AND THE DEBTOR'S INTERESTS IN ALL SECURITIES BROKERAGE ACCOUNTS (COLLECTIVELY REFERRED TO HEREINAFTER AS "INVESTMENTS"); ALL CASH ON HAND AND ON DEPOSIT IN BANKS, TRUST COMPANIES AND SIMILAR INSTITUTIONS, AND ALL PROPERTY ACCOUNTED FOR IN THE DEBTOR'S FINANCIAL STATEMENTS AS "CASH EQUIVALENTS" (COLLECTIVELY REFERRED TO HEREINAFTER AS "CASH"); ALL OTHER ASSETS, PROCEEDS AND ITEMS NOT DIRECTLY REFERRED TO HEREIN AS THOSE TERMS ARE DEFINED IN ARTICLE 9 OF THE UNIFORM COMMERCIAL CODE UNDER APPLICABLE FEDERAL AND STATE LAW (COLLECTIVELY REFERRED TO HEREINAFTER AS "UCC ARTICLE 9 ITEMS"); ALL ACCESSIONS TO, SUBSTITUTIONS FOR, AND ALL REPLACEMENTS, PRODUCTS AND PROCEEDS OF, THE RECEIVABLES, INVENTORY, EQUIPMENT, INTANGIBLES, INVESTMENTS, CASH AND UCC ARTICLE 9 ITEMS (COLLECTIVELY REFERRED TO HEREINAFTER AS "COLLATERAL"), INCLUDING WITHOUT LIMITATION PROCEEDS OF INSURANCE POLICIES INSURING THE COLLATERAL; AND BOOKS AND RECORDS RELATING TO ANY OF THE COLLATERAL (INCLUDING WITHOUT LIMITATION, CUSTOMER DATA, CREDIT FILES, COMPUTER PROGRAMS, PRINTOUTS, AND OTHER COMPUTER MATERIALS AND RECORDS OF DEBTOR PERTAINING TO ANY OF THE COLLATERAL).