

UCC FINANCING STATEMENT AMENDMENT

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) 16554 - NextGear Capital	
Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	82216883 RIRI
File with: Secretary of State, RI	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER 200705574350 11/1/2007 SS RI	1b. <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Filer: Attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13.
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2. **TERMINATION** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement.

3. **ASSIGNMENT** (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c, and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8.

4. **CONTINUATION** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

5. **PARTY INFORMATION CHANGE**

Check one of these two boxes: Debtor or Secured Party of record

AND Check one of these three boxes to:

CHANGE name and/or address. Complete item 6a or 6b, and item 7a or 7b and item 7c. ADD name. Complete item 7a or 7b and item 7c. DELETE name. Give record name to be deleted in item 6a or 6b.

6. **CURRENT RECORD INFORMATION** Complete for Party Information Change - provide only one name (6a or 6b)

6a ORGANIZATION'S NAME NEXTGEAR CAPITAL, INC.				
OR	6b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. **CHANGED OR ADDED INFORMATION** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact full name, do not omit, modify, or abbreviate any part of the Debtor's name)

7a ORGANIZATION'S NAME NEXTGEAR CAPITAL, INC.				
OR	7b INDIVIDUAL'S SURNAME			
	INDIVIDUAL'S FIRST PERSONAL NAME			
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)			SUFFIX

7c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
11799 NORTH COLLEGE AVENUE	CARMEL	IN	46032	USA

8. **COLLATERAL CHANGE** Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment). If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor.

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

10. **OPTIONAL FILER REFERENCE DATA** Debtor Name: Auto Factory, Inc
 82216883 MAFS 50165

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11 INITIAL FINANCING STATEMENT FILE NUMBER Same as item 1a on Amendment form
 200705574350 11/1/2007 SS RI

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT Same as item 9 on Amendment form

12a ORGANIZATION'S NAME NEXTGEAR CAPITAL, INC.
OR
12b INDIVIDUAL'S SURNAME
FIRST PERSONAL NAME
ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

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13 Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see Instruction item 13) Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see instructions if name does not fit

13a ORGANIZATION'S NAME Auto Factory, Inc.			
OR			
13b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

14 ADDITIONAL SPACE FOR ITEM 8 (Collateral)

Debtor Name and Address:
 Auto Factory, Inc. - 460 Taunton Ave., East Providence, RI 02914

Secured Party Name and Address:
 NEXTGEAR CAPITAL, INC. - 11799 NORTH COLLEGE AVENUE, CARMEL, IN 46032

15. THIS FINANCING STATEMENT AMENDMENT: <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input type="checkbox"/> is filed as a fixture filing	17. Description of real estate
16. Name and address of a RECORD OWNER of real estate described in item 17 (if Debtor does not have a record interest)	