

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) 52145 - AUTOMOTIVE	
Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	84997894 RIRI

File with: Secretary of State, RI

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
664893 4/14/1997 SS RI

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS
File Attach Amendment Addendum (Form UCC3AC) and provide Debtor's name in item 13

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
This Change affects 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
PRIME AUTO BROKERS, INC.

OR

6b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) (INITIAL(S))	SUFFIX
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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

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
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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
AUTOMOTIVE FINANCE CORPORATION

OR

9b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) (INITIAL(S))	SUFFIX
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10. **OPTIONAL FILER REFERENCE DATA** Debtor Name: PRIME AUTO BROKERS, INC.
84997894 27750 SR PRIME AUTO BROKERS, INC.

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER Same as item 1a on Amendment form 664893 4/14/1997 SS RI	
12. NAME OF PARTY AUTHORIZING THIS AMENDMENT Same as item 9 on Amendment form	
12a ORGANIZATION'S NAME AUTOMOTIVE FINANCE CORPORATION	
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 PRIME AUTO BROKERS, 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:

PRIME AUTO BROKERS, INC. - 347 BROADWAY 433 BROADWAY, PAWTUCKET, RI 02860

PRIME AUTO BROKERS, INC. - 347 BROADWAY, PAWTUCKET, RI 02860

Secured Party Name and Address:

AUTOMOTIVE FINANCE CORPORATION - WWW.AFCDFEALER.COM 13085 HAMILTON CROSSING BLVD SUITE 300, CARMEL, IN 46032

AUTOMOTIVE FINANCE CORPORATION - TWO PARKWOOD CROSSING 310 E. 96TH STREET, SUITE 300, INDIANAPOLIS, IN 46240

AUTOMOTIVE FINANCE CORPORATION - TWO PARKWOOD CROSSING 310 EAST 96TH STREET, SUITE 300, INDIANAPOLIS, IN 46240

- 1) AUTOMOTIVE FINANCE CORPORATION
- 2) AUTOMOTIVE FINANCE CORPORATION

15. This FINANCING STATEMENT AMENDMENT
 covers timber to be cut covers as-extracted collateral 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)