

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> Name: Wolters Kluwer Lien Solutions Phone: 800-331-3282 Fax: 818-662-4141	
<b>B. E-MAIL CONTACT AT FILER (optional)</b> uccfilingreturn@wolterskluwer.com	
<b>C. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> E00043 - WORLD OMNI Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	
87420088	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 BALISE T, LLC				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) INITIAL(S)	SUFFIX
1c MAILING ADDRESS 1400 Post Road		CITY Warwick	STATE RI	POSTAL CODE 02888
			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 BALISE N, LLC				
OR	2b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) INITIAL(S)	SUFFIX
2c MAILING ADDRESS 1350 Post Road		CITY Warwick	STATE RI	POSTAL CODE 02888
			COUNTRY USA	

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 WORLD OMNI FINANCIAL CORP.				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) INITIAL(S)	SUFFIX
3c MAILING ADDRESS 150 JIM MORAN BLVD.		CITY DEERFIELD BEACH	STATE FL	POSTAL CODE 33442
			COUNTRY USA	

4. **COLLATERAL:** This financing statement covers the following collateral: This financing statement includes all of the following, whether now owned or existing or hereafter acquired or arising: all right, title, interest and claim of debtor, but none of the obligations, in, to and under the Assigned Contract (as hereinafter defined); all general intangibles (including payment intangibles), chattel paper (including electronic chattel paper), accounts (including accounts receivable) and instruments (including promissory notes) arising out of or relating to the Assigned Contract; all documents, books and records and supporting obligations of debtor arising out of or relating to the Assigned Contract; and all proceeds and products of any of the foregoing, including insurance proceeds and specifically including proceeds of business interruption insurance. The term "Assigned Contract" means (a) that certain Administrative Agreement dated as of July 10, 2018 among Debtor, certain other parties, and Fidelity Warranty Services, Inc. and/or its affiliated companies comprising the JM&A Group (collectively, "JM&A Group"), and (b) any amendments, supplements, modifications, replacements and restatements of any of the foregoing.

**IMPORTANT NOTICE: ANY CREDITOR SEEKING TO PROVIDE A PURCHASE MONEY SECURITY INTEREST NOTICE TO WORLD OMNI FINANCIAL CORP. MUST SEND THE NOTICE TO "WORLD OMNI FINANCIAL CORP., 150 JIM MORAN BLVD, DEERFIELD BEACH, FL 33442,**

5. Check <u>only</u> if applicable and check <u>only one</u> box: Collateral is <input type="checkbox"/> held in a Trust (see UCC-Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative				
6a. Check <u>only</u> if applicable and check <u>only one</u> 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 one</u> box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable) <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor				
8. OPTIONAL FILER REFERENCE DATA 87420088 Balise T TBD				

# 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

BALISE T, LLC

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

BALISE C, LLC

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

1338 Post Road

Warwick

RI

02888

USA

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)  
TO THE ATTENTION OF VICE PRESIDENT OF ORIGINATIONS.

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

# UCC FINANCING STATEMENT ADDITIONAL PARTY

## FOLLOW INSTRUCTIONS

18. 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

18a ORGANIZATION'S NAME <b>BALISE T, LLC</b>	
OR	
18b INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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19. ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a ORGANIZATION'S NAME <b>BALISE CBG, LLC</b>			
OR			
19b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
19c MAILING ADDRESS <b>1705 Hartford Avenue</b>		CITY <b>Johnston</b>	STATE <b>RI</b>
		POSTAL CODE <b>02919</b>	COUNTRY <b>USA</b>

20. ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a ORGANIZATION'S NAME <b>BALISE SUBARU, INC.</b>			
OR			
20b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
20c MAILING ADDRESS <b>561 Quaker Lane</b>		CITY <b>West Warwick</b>	STATE <b>RI</b>
		POSTAL CODE <b>02893</b>	COUNTRY <b>USA</b>

21. ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a ORGANIZATION'S NAME <b>BALISE V, INC.</b>			
OR			
21b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
21c MAILING ADDRESS <b>525 Quaker Lane</b>		CITY <b>West Warwick</b>	STATE <b>RI</b>
		POSTAL CODE <b>02893</b>	COUNTRY <b>USA</b>

22.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME Provide only one name (22a or 22b)

22a ORGANIZATION'S NAME			
OR			
22b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

23.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME Provide only one name (23a or 23b)

23a ORGANIZATION'S NAME			
OR			
23b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

24. MISCELLANEOUS 87420388 RI-G EUGENIE - WORLD OMNI FINANCIAL WORLD OMNI FINANCIAL CORP File with Secretary of State RI Balise T TBD

# UCC FINANCING STATEMENT ADDITIONAL PARTY

## FOLLOW INSTRUCTIONS

18. 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

18a ORGANIZATION'S NAME <b>BALISE T, LLC</b>	
OR	
18b INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

19a ORGANIZATION'S NAME <b>H1 LINCOLN, INC.</b>			
OR			
19b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
19c MAILING ADDRESS <b>1300 Eddie Dowling Highway</b>		CITY <b>Lincoln</b>	STATE <b>RI</b>
		POSTAL CODE <b>02865</b>	COUNTRY <b>USA</b>

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

20a ORGANIZATION'S NAME <b>H2 WEST WARWICK, INC.</b>			
OR			
20b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
20c MAILING ADDRESS <b>509 Quaker Lane, 405 Quaker Lane</b>		CITY <b>West Warwick</b>	STATE <b>RI</b>
		POSTAL CODE <b>02893</b>	COUNTRY <b>USA</b>

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

21a ORGANIZATION'S NAME			
OR			
21b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
21c MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

22.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a ORGANIZATION'S NAME			
OR			
22b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

23.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a ORGANIZATION'S NAME			
OR			
23b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

24. MISCELLANEOUS: 87420089-R1-0 E00043 - WORLD OMNI FINANCIAL WORLD OMNI FINANCIAL CORP Fee with Secretary of State RI Balise T TBD

UCC 1 Financing Statement  
RHODE ISLAND

Secured Party:

World Omni Financial Corp.  
150 Jim Moran Blvd  
Deerfield Beach, FL 33442

Debtor:

Balise T, LLC  
1400 Post Road  
Warwick, RI 02888

Balise N, LLC  
1350 Post Road  
Warwick, RI 02888

Balise C, LLC  
1338 Post Road  
Warwick, RI 02888

Balise CBG, LLC  
1705 Hartford Avenue  
Johnston, RI 02919

Balise Subaru, Inc.  
561 Quaker Lane  
West Warwick, RI 02893

Balise V, Inc.  
525 Quaker Lane  
West Warwick, RI 02893

H1 Lincoln, Inc.  
1300 Eddie Dowling Highway  
Lincoln, RI 02865

H2 West Warwick, Inc.  
509 Quaker Lane  
West Warwick, RI 02893  
(additional address: 405 Quaker Lane  
West Warwick, RI 02893)

Collateral Description:

This financing statement includes all of the following, whether now owned or existing or hereafter acquired or arising: all right, title, interest and claim of debtor, but none of the obligations, in, to and under the Assigned Contract (as hereinafter defined); all general intangibles (including payment intangibles), chattel paper (including electronic chattel paper), accounts (including accounts receivable) and instruments (including promissory notes) arising out of or relating to the Assigned Contract; all documents, books and records and supporting obligations of debtor arising out of or relating to the Assigned Contract; and all proceeds and products of any of the foregoing, including insurance proceeds and specifically including proceeds of business interruption insurance.

The term "Assigned Contract" means (a) that certain Administrative Agreement dated as of July 10, 2018 among Debtor, certain other parties, and Fidelity Warranty Services, Inc. and/or its affiliated companies comprising the JM&A Group (collectively, "JM&A Group"), and (b) any amendments, supplements, modifications, replacements and restatements of any of the foregoing.

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