

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT SUBMITTER (optional) Colleen Bartini, Paralegal 518-701-2762
B E-MAIL CONTACT AT SUBMITTER (optional) cbartini@harrisbeachmurtha.com
C SEND ACKNOWLEDGMENT TO (Name and Address) Harris Beach Murtha Cullina PLLC 677 Broadway, Ste 1101 Albany, NY 12207

SEE BELOW FOR SECURED PARTY CONTACT INFORMATION

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 Lightning Bay, Inc.				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
45 State Street	Narragansett	RI	02882	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				
OR	2b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

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 Farm Credit East, ACA				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
240 South Road	Enfield	CT	06082	USA

4. COLLATERAL This financing statement covers the following collateral:
All assets of Debtor, wherever located, whether now existing or owned or hereafter arising or acquired, and whether or not affixed to any realty, including, without limitation, (i) all accounts, chattel paper, investment property, deposit accounts, documents, goods, equipment, farm products, general intangibles (including trademarks, service marks, trade names, patents, copyrights, licenses and franchises), instruments, inventory, money, letter of credit rights, causes of action (including tort claims) and other personal property (including agreements and instruments not constituting chattel paper or a document, general intangible or instrument); (ii) all vessels (including, without limitation, the F/V Lightning Bay, Official Number: 604983, and all harvesting records and catch and harvesting histories, and all now existing and after acquired equipment, aquatic products, proceeds of the sale of aquatic products, supplies, inventory, accounts, general intangibles, documents, instruments, vessel equipment of all types and descriptions including, but not limited to: all now existing and hereafter acquired masts, boilers, cables, engines, machinery, marine radio, electronic devices/equipment, bowsprits, sails, rigging, boats, anchors, chains, tackle, spare parts, nets, traps, fittings, tools, pumps, fuel and supplies), all inventory, fish and by-products caught, purchased, delivered or sold, and all governmental (federal, regional or state) permits and licenses, quotas, and accounts receivable, associated with the operation of commercial fishing vessels, including, without limitation, Greater Atlantic Federal Fishing Permit 410410, Massachusetts Permit No. 062720, North Carolina Fluke Permit No. 361089, North Carolina Land or Sell License No. 2016890 and Rhode Island Permit No. 35, and any replacements, applications for or renewals of any such permits, licenses or approvals, along with all fishing and permit history, and similar historical rights, quotas, allocations, percentage interests, entitlements and other rights of all kinds, whether personal to any grantor or running with said vessel, which in any way form the basis for the issuance of or are connected with any of the above, (iii) all additions to, accessions to, substitutions for, replacements of and supporting obligations of the foregoing, (iv) all proceeds and products of the foregoing, including, without limitation, insurance proceeds; and (v) all business records and information relating to any of the foregoing and any software or other programs for accessing and manipulating such information. All of the foregoing terms shall have the meaning ascribed to such terms in the Uniform Commercial Code, as in effect in the State of New York, as amended from time to time, or in connection with any lien as to which the laws of another jurisdiction govern perfection or enforcement thereof, the Uniform Commercial Code of such other jurisdiction.

5 Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, Item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: Public Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7 ALTERNATIVE COLLATERAL SIGNATION (if applicable) Lessee/Lessor Consignee/Consignor Seller/Buyer Bailor/Bailee Licensee/Licensee

8 OPTIONAL FILER REFERENCE DATA
RI SOS