

749921

2013 May 28 PM12:54

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Gisella Melendez 800-331-3282	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)  CT Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071, USA efiling@wolterskluwer.com (Fax)818-662-4141	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME** - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME <b>WHISPERS TAXI INC.</b>				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS <b>1769 ARTHUR KILL RD.</b>		CITY <b>STATEN ISLAND</b>	STATE <b>NY</b>	POSTAL CODE <b>10312</b> COUNTRY <b>USA</b>
ADD'L INFO RE ORGANIZATION DEBTOR		1e. TYPE OF ORGANIZATION <b>Corporation</b>	1f. JURISDICTION OF ORGANIZATION <b>NY</b>	

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME** - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME <b>WHISPERS TAXI INC.</b>				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS <b>662 TENTH AVENUE</b>		CITY <b>NEW YORK</b>	STATE <b>NY</b>	POSTAL CODE <b>10036</b> COUNTRY <b>USA</b>
ADD'L INFO RE ORGANIZATION DEBTOR		2e. TYPE OF ORGANIZATION <b>Corporation</b>	2f. JURISDICTION OF ORGANIZATION <b>NY</b>	

**3. SECURED PARTY'S NAME** (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME <b>TAXI MEDALLION LOAN TRUST III</b>				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS <b>437 MADISON AVENUE</b>		CITY <b>NEW YORK</b>	STATE <b>NY</b>	POSTAL CODE <b>10022</b> COUNTRY <b>USA</b>

**4. This FINANCING STATEMENT covers the following collateral:**

**ALL OF THE FOLLOWING PROPERTY, WHETHER NOW OWNED OR HEREAFTER ACQUIRED BY DEBTOR:**  
**ALL TAXICAB VEHICLES AND NYC LICENSES AND MEDALLIONS, INCLUDING WITHOUT LIMITATION MEDALLION NO.(S):8N13, 8N14, 8N15**  
**AND/OR SUBSCRIPTION RIGHTS TO ANY NYC TAXI MEDALLIONS OWNED BY DEBTOR, ALL ROOF LIGHTS AND TAXIMETERS, ALL EQUIPMENT,**  
**GOODS, ACCOUNTS, BANK ACCOUNTS, CONTRACT RIGHTS, INSTRUMENTS AND GENERAL INTANGIBLES, ALL SUBSTITUTIONS FOR,**  
**REPLACEMENTS, ADDITIONS TO AND ACCESSORIES THERETO AND PROCEEDS AND PRODUCTS OF THE FOREGOING PROPERTY.**

**ALL THE RIGHT, TITLE AND INTEREST OF DEBTOR IN, TO AND UNDER ALL LEASES/MANAGEMENT AGREEMENTS FOR THE USE OF THE**  
**MEDALLIONS TOGETHER WITH ALL THE RENTS, ROYALTIES, ISSUES, PROFITS, INCOME, SECURITY DEPOSITS, AND OTHER BENEFITS AT**  
**ANY TIME OCCURRING WITH RESPECT TO THE LEASES/MANAGEMENT AGREEMENTS (COLLECTIVELY, THE "RENTS") AND ALL EXTENSIONS,**  
**RENEWALS, MODIFICATIONS OR REPLACEMENTS OF THE LEASES, AND TOGETHER WITH ANY AND ALL GUARANTEES OF THE OBLIGATIONS OF**  
**THE MANAGERS/LESSEES OF THE LEASES/MANAGEMENT AGREEMENTS, WHETHER NOW EXISTING OR AS SIGNED AFTER THE DATE OF THE**  
**ASSIGNMENT CONTAINED IN THIS SECURITY AGREEMENT, AND ALL EXTENSIONS AND RENEWALS OF THE GUARANTEE.**

5. ALTERNATIVE DESIGNATION [if applicable]:		LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional]		All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 <input type="checkbox"/>			
8. OPTIONAL FILER REFERENCE DATA <b>NY-0-38306867-47461798</b>							

**Filing Number-201305285576138**

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**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT**9a. ORGANIZATION'S NAME **WHISPERS TAXI INC.**

OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

**10. MISCELLANEOUS:**

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**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names**

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

ADD'L INFO RE:  
ORGANIZATION  
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

**12. ☐ ADDITIONAL SECURED PARTY'S or ☒ ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)**12a. ORGANIZATION'S NAME **MEDALLION FUNDING LLC**

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS **437 Madison Avenue, 38th Floor**CITY **New York**STATE **NY**POSTAL CODE **10022**COUNTRY **USA**13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☐ fixture filing.

14. Description of real estate:

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate18. Check only if applicable and check only one box.☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 years