

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] ChoicePoint1 (770) 369-8677	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) ChoicePoint1 288 Su Duluth, GA 30096	

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 Kempenaar Real Estates, Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 351 West Main Road			CITY Middletown	STATE RI	POSTAL CODE 02842	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Inc	1f. JURISDICTION OF ORGANIZATION RI	1g. ORGANIZATIONAL ID #, if any 14873 <input type="checkbox"/> NONE		

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 Howard Johnson Inn						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS 351 West Main Road			CITY Middletown	STATE RI	POSTAL CODE 02842	COUNTRY USA
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Other	2f. JURISDICTION OF ORGANIZATION RI	2g. ORGANIZATIONAL ID #, if any none <input type="checkbox"/> NONE		

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 LodgeNet Entertainment Corp.						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 3900 W. Innovation Street			CITY Sioux Falls	STATE SD	POSTAL CODE 57107	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:  
Any and all equipment now installed, or hereinafter acquired and installed, which includes, all equipment necessary to provide debtor with LodgeNet services, as well as any equipment used for replacement or upgrade of service at the premises.

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	<input checked="" type="checkbox"/> 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 FEE)		All Debtors		Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA  
0015700 Howard Johnson Inn, Middletown, RI