

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Phone: (800) 331-3282 Fax: (818) 662-4141	
B. E-MAIL CONTACT AT FILER (optional) CLS-CTLS_Glendale_Customer_Service@wolterskluwer.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 14502 - C & S	
Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	62977105 RIRI

File with: Secretary of State, RI

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
709394 3/10/2000 SS RI

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS
Filer: Cash Amendment Addendum (Form UCC3Ad) 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: 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

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
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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:
 All of Debtor's personal property, wherever located, including but not limited to all personal property located at Debtor's store at 2575 East Main Street, Portsmouth, Rhode Island 02871, now owned or hereafter acquired, located at, related to, or used in connection with Debtor's operation of Debtor's business, including: any and all goods (including, without limitation, inventory, furniture, fixtures, and equipment), accounts, instruments, chattel paper, general intangibles, investment property, documents, deposit accounts, letter-of-credit rights, supporting obligations, accessions and, to the extent not listed above as original collateral, any and all increases or substitutions thereof and all increases or substitutions thereof and all proceeds (including trade-ins) and whatever is received when any of the aforementioned collateral is sold, exchanged, collected or otherwise disposed of by Debtor whether in the form of cash, coupons, vouchers, instruments, chattel paper, general intangibles, accounts or otherwise. To the extent that this security is taken to secure part of the Secured Party's price of goods sold, or is taken to secure goods purchased with proceeds of advances made by Secured Party, this is

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
C&S WHOLESALE GROCERS, INC.

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: D/B/A CLEMENT'S MARKET
 62977105 201300043 East

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER. Same as item 1a on Amendment form
 709394 3/10/2000 SS RI

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as item 9 on Amendment form

12a. ORGANIZATION'S NAME
 C&S WHOLESALE GROCERS, INC.

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
 D/B/A CLEMENT'S MARKET

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:

D/B/A CLEMENT'S MARKET - 2575 EAST MAIN ROAD , PORTSMOUTH, ZZ RI02-871
 CLEMENTS MARKETPLACE, INC. - 2575 EAST MAIN ROAD , PORTSMOUTH, ZZ RI02-871

Secured Party Name and Address:

C&S WHOLESALE GROCERS, INC. - 7 CORPORATE DRIVE , KEENE, NH 03431
 SUPERVALU HOLDINGS, - PO BOX 990 ATTN: CREDIT DEPT. , MINNEAPOLIS, ZZ MN5-5440

1) SUPERVALU HOLDINGS,

a purchase money security interest.

15. This FINANCING STATEMENT AMENDMENT:
 covers timber to be cut covers as-extracted collateral is filed as a fixture filing

16. Name and address of a RECORD OWNER of real estate described in item 17 (if Debtor does not have a record interest):

17. Description of real estate: