

**UCC FINANCING STATEMENT AMENDMENT**

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> 28313 - TOYOTA MOTOR	
Lien Solutions P.O. Box 29071 Glendale, CA 91209-9071	72950519  RIRI
File with: Secretary of State, RI	

**THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY**

1a. INITIAL FINANCING STATEMENT FILE NUMBER  
 018679 3/3/2003 SS RI

1b.  This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. *Please attach Amendment Addendum (Form UCC3Ac) 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 TOYOTA MOTOR CREDIT CORPORATION				
OR	6b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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 Toyota Motor Credit Corporation				
OR	7b INDIVIDUAL'S SURNAME			
	INDIVIDUAL'S FIRST PERSONAL NAME			
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)			SUFFIX

7c MAILING ADDRESS 6565 Headquarters Drive, Attn. Dealer Lending Real Estate and Collateral Manager	CITY Plano	STATE TX	POSTAL CODE 75024	COUNTRY USA
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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.

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 TOYOTA MOTOR CREDIT CORPORATION				
OR	9b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. **OPTIONAL FILER REFERENCE DATA.** Debtor Name: VALENTI'S OF WESTERLY, INC  
 72950519 24 38025

# UCC FINANCING STATEMENT AMENDMENT ADDENDUM

## FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER Same as item 1a on Amendment form 018679 3/3/2003 SS RI	
12. NAME OF PARTY AUTHORIZING THIS AMENDMENT Same as item 9 on Amendment form	
12a. ORGANIZATION'S NAME TOYOTA MOTOR CREDIT CORPORATION	
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 VALENTI'S OF WESTERLY, INC.				
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:  
 VALENTI'S OF WESTERLY, INC. - 4?LANGEWORTHY?ROAD . WESTELRY, RI 01824  
 VALENTI'S OF WESTERLY, INC. - 4?LANGEWORTHY?ROAD . WESTERLY, RI 01824  
 BVF REALTY, LLC - 6 Langworthy Road , Westerly, RI 02891

Secured Party Name and Address:  
 Toyota Motor Credit Corporation - 6565 Headquarters Drive Attn: Dealer Lending Real Estate and Collateral Manager, Plano, TX 75024

<p>15. This FINANCING STATEMENT AMENDMENT  <input type="checkbox"/> covers timber to be cut; <input type="checkbox"/> covers as-extracted collateral; <input type="checkbox"/> is filed as a fixture filing</p> <p>16. Name and address of a RECORD OWNER of real estate described in item 17                  (if Debtor does not have a record interest):</p>	<p>17. Description of real estate</p>
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