

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT SUBMITTER (optional)
Name: Wolters Kluwer Lien Solutions Phone 800-331-3282 Fax: 818-662-4141
B E-MAIL CONTACT AT SUBMITTER (optional)
uccfilingreturn@wolterskluwer.com
C. SEND ACKNOWLEDGMENT TO (Name and Address) 22703 - VOLKSWAGEN
Lien Solutions 97669658
P.O. Box 29071 RIRI
Glendale, CA 91209-9071
File with: Secretary of State, RI
SEE BELOW FOR SECURED PARTY CONTACT INFORMATION

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a INITIAL FINANCING STATEMENT FILE NUMBER
200401329100 6/23/2004 SS RI
1b This FINANCING STATEMENT AMENDMENT is to be filed (for record)
(or recorded) in the REAL ESTATE RECORDS
File Attach 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 AND Check one of these three boxes to
This Change affects Debtor or Secured Party of record
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
VW CREDIT, INC.
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
VW Credit, Inc.
OR
7b INDIVIDUAL'S SURNAME
INDIVIDUAL'S FIRST PERSONAL NAME
INDIVIDUAL'S ADDITIONAL NAME(S) (INITIAL(S)) SUFFIX

7c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1950 Opportunity Way, Suite 1500 Reston VA 20190 USA

8. COLLATERAL CHANGE Check only one box
ADD collateral DELETE collateral RESTATE covered collateral ASSIGN\* collateral
Indicate collateral \*Check ASSIGN COLLATERAL only if the assignor's power to amend the record is limited to certain collateral and describe the collateral in Section 8

9. NAME OF SECURED PARTY or 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
VW CREDIT, INC.
OR
9b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S) (INITIAL(S)) SUFFIX

10. OPTIONAL FILER REFERENCE DATA Debtor Name: RL AUTO GROUP, INC.
97669658 RL Auto Group, Inc. Amd due to VCI address change -

# UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER Same as item 1a on Amendment form  
 200401329100 6/23/2004 SS RI

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

12a ORGANIZATION'S NAME VW CREDIT, INC.	
OR	
12b INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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 RL AUTO GROUP, INC.			
OR			
13b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

14. ADDITIONAL SPACE FOR (CHECK ONE BOX)  ITEM 8 (Collateral) OR  OTHER INFORMATION (Please Describe)

Debtor Name and Address:  
 RL AUTO GROUP, INC. - 104 OLD TOWER HILL ROAD, WAKEFIELD, RI 02879

Secured Party Name and Address:  
 VW Credit, Inc. - 1950 Opportunity Way, Suite 1500, Reston, VA 20190

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

17. Description of real estate.

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