OP \$465.00 0700638

TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wachovia Bank		I11/07/2006 I	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Cliffstar Corporation
Street Address:	1 Cliffstar Ave.
City:	Dunkirk
State/Country:	NEW YORK
Postal Code:	14048
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	0700638	GOLDEN CROWN
Registration Number:	0966665	GOLDEN CROWN
Registration Number:	1694722	GOLDEN CROWN
Registration Number:	1882418	GOLDEN CROWN
Registration Number:	1865388	BERRY-DACTYL
Registration Number:	1870758	GRAPE-A-DON
Registration Number:	1870759	STEGASAURUS
Registration Number:	1931437	COOLY-SAURUS
Registration Number:	2163690	TRAXX
Registration Number:	2351102	JUICEY MAGIC
Registration Number:	2192405	SABER BLUE TIGER
Registration Number:	2394075	SHANSTAR
Serial Number:	75557447	BANSHEE
Registration Number:	2263293	HARBORSIDE TRADEMARK

900169125 TRADEMARK 900169125 REEL: 004258 FRAME: 0656

Registration Number:	2782129	BOUNTY RUNNER
Registration Number:	2386486	HARBORSIDE CAFE
Registration Number:	2418317	PIRATE'S PARADISE
Registration Number:	2428857	RUGGED SAILS

CORRESPONDENCE DATA

Fax Number: (716)853-5199

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 716-853-5100

Email: jdeck@lippes.com

Correspondent Name: Jillian E. Deck, Esq.

Address Line 1: 665 Main Street

Address Line 2: Suite 300

Address Line 4: Buffalo, NEW YORK 14203

NAME OF SUBMITTER:	Jillian E. Deck
Signature:	/Jillian E. Deck/
Date:	08/11/2010

Total Attachments: 48

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November 07, 2006

Cliffstar Corporation One Cliffstar Avenue Dunkirk, New York 14048

Bank of Montreal, as Administrative Agent 115 South LaSalle Street Chicago, Illinois 60603

Attention: Steve Bentley

Attention: Tara B. Cuprisin

Re:

Credit Agreement dated as of November 4, 2003, as amended (the "Credit Agreement"), by and among Cliffstar Corporation (the "Borrower"), the Lenders party thereto and Wachovia Bank, National Association, as Administrative Agent (the "Agent")

Ladies and Gentlemen:

The Borrower has advised the Agent that it intends to repay all amounts due in connection with the loans, extensions of credit or other financial arrangements arising under the Credit Agreement and all other agreements among the Borrower, the Lenders and the Agent (collectively, the "Obligations"). Capitalized terms not defined herein shall have the meaning ascribed to them in the Credit Agreement.

The amount necessary to pay all Obligations owing to the Lenders and Agent, other than the Letters of Credit referred to below, is \$105,662,949.01 (as set forth on Exhibit A attached hereto) if paid by 4:00 p.m. (New York time) on 11/07/2006 (the "Payoff Amount"). The per diem accrual, as of today, is \$23,108.91, which should be added to the Payoff Amount for each day (commencing 11/07/2006) if the Payoff Amount has not been delivered by 4:00 p.m. on such day.

The Payoff Amount will be accepted by the Bank in the form of a wire transfer of immediately available funds, with wire instructions as set forth on the exhibit attached hereto. In addition to the loans and other extensions of credit, there are Letters of Credit issued by the L/C Issuer outstanding thereunder, as more fully described on Exhibit B attached hereto (collectively, the "Letters of Credit"). You have told us that you will deliver to us a letter of credit issued by Bank of Montreal ("BMO") in an amount equal to \$1,678,441.00 (the "Back-Up Letter of Credit") and otherwise in the form as Exhibit C hereto, which will be pledged to the L/C Issuer as security for the Borrower's reimbursement obligations with respect thereto until

Cliffstar Payoff Letter 11-07-06 (3).DOC 1641901/MRO 2031101v2

Cliffstar Corporation
Bank of Montreal, as Administrative Agent
November11/7/2006
Page 2

such time as the Letters of Credit are surrendered to the L/C Issuer for cancellation or expire pursuant to their terms.

Upon our receipt (i) by wire transfer prior to 4:00 p.m. (New York time) on a business day of the Payoff Amount (as adjusted for a per diem accrual as herein set forth) and (ii) of the Back-up Letter of Credit, (x) all liens, mortgages and security interests of the Agent in any and all of the property of the Borrower and the Guarantors and all rights arising therefrom granted under or in connection with the Credit Agreement and the other Loan Documents (the "Collateral") shall be automatically released and terminated and be of no further force and effect, (y) all Obligations, owing by the Borrower to the Lenders (except for any obligations relating to any Letters of Credit and Applications related thereto which remain outstanding after such time) shall have been paid in full, and (z) the Commitments of the Lenders and the Credit Agreement and the Other Loan Documents shall be deemed terminated.

By our signature below, we agree that, upon our receipt of the Payoff Amount and the Back-up Letter of Credit, the Borrower or BMO (or their respective agents or designees) shall be, and hereby are, authorized to file UCC-3 termination statements (including, without limitation, termination statements in connection with the UCC listed on Exhibit D attached hereto) to evidence the termination the Agent's security interest in any and all Collateral with respect to any UCC financing statements filed relating to the Collateral held by the Agent. We further agree to deliver to the Borrower (or its designees), following our receipt of the Payoff Amount and the Back-up Letter of Credit, and at the Borrower's expense, all Collateral in our possession and such other termination statements, assignments, satisfactions, releases or other agreements as you or BMO or the Guarantors may reasonably request in connection with the above described release and termination of the security interests in the Collateral. The Agent acknowledges that a copy of this letter is being delivered to BMO and agrees that BMO may rely hereon.

This letter may be executed in any number of counterparts, each of which shall be deemed to be an original hereof and submissible into evidence and all of which taken together shall be deemed to be a single instrument. This letter may be delivered by telecopier or other method of electronic transmission with the same force and effect as if it were a manually delivered counterpart.

[SIGNATURE PAGE TO FOLLOW]

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TRADEMARK

Cliffstar Corporation
Bank of Montreal, as Administrative Agent
November 11/7/2006
Page 3

Borrower represents that (i) the Payoff Amount is due and owing to the Agent and the Lenders, (ii) Borrower has no claims against the Agent or the Lenders related to the Credit Agreement or performance by the Agent and the Lenders of their respective obligations under the Credit Agreement, and (iii) Borrower has no right of setoff with respect to the Payoff Amount or setoff claims against the Agent and the Lenders.

Unless otherwise agreed by us in writing, the terms of this letter shall not be effective after November 7, 2006, unless the entire Payoff Amount and the Back-up Letter of Credit have been received by us on or before such date.

•	
	Very truly yours,
	WACHOVIA BANK, NATIONAL ASSOCIATION, as Agent
	By Name
	Title JORGE A. CONZALEZ
Acknowledged and Agreed:	Managing Director
CLIFFSTAR CORPORATION	
_	
By	
Name	
Title	

Cliffstar Corporation
Bank of Montreal, as Administrative Agent
November 11/7/2006
Page 3

Borrower represents that (i) the Payoff Amount is due and owing to the Agent and the Lenders, (ii) Borrower has no claims against the Agent or the Lenders related to the Credit Agreement or performance by the Agent and the Lenders of their respective obligations under the Credit Agreement, and (iii) Borrower has no right of setoff with respect to the Payoff Amount or setoff claims against the Agent and the Lenders.

Unless otherwise agreed by us in writing, the terms of this letter shall not be effective after November 7, 2006, unless the entire Payoff Amount and the Back-up Letter of Credit have been received by us on or before such date.

Very truly yours,

WACHOVIA BANK, NATIONAL ASSOCIATION, as

Agent

Ву

Name Title

IOBGE A. GONZALE

Managing Director

Acknowledged and Agreed:

CLIFFSTAR CORPORATIONS

By ___

Name

Title

EXHIBIT A TO PAYOFF LETTER

Calculation of Payoff Amount

Outstanding Principal on Revolving Loans \$86,000,000.00 Accrued Interest on Revolving Loans at the \$100,924.66

Base Rate

Accrued Interest on Revolving Loans at the \$1,033,296.88

LIBOR Rate

Outstanding principal on the Term Loans \$12,058,017.00 Accrued Interest on the Term Loans at the Base \$23,124.96

Rate

LIBOR Breakage Costs TBD and passed on to customer

Outstanding Principal on Swing Loans \$6,400,000.00 Accrued Interest on Swing Loans \$38,715.75 Accrued Letter of Credit Fees \$3,986.30 Other Fees and Costs \$4,883.46

TOTAL PAYOFF AMOUNT as of 11/07/2006 \$105,662,949.01

Wire transfer instructions for Payoff Amount:

Wachovia Bank, N.A. ABA# 053000219

Account No.: 5000000046616

Account Name: Syndications-Agency Services

Reference: Cliffstar Corporation

2031101v2

EXHIBIT B TO PAYOFF LETTER

EXISTING LETTERS OF CREDIT

L/C Number	NAME OF BENEFICIARY	ISSUE DATE	EXPIRY DATE	L/C AMOUNT
SDC MTN543334 (HSBC)	Self Insurance Plans State of California	04/09/2002	04/09/2007	\$290,491.00
SDC MTN544153 (HSBC)	Pennsylvania Manufacturers Association Insurance Company	09/16/2002	09/11/2006	\$420,000.00
SM207849W (WBNA)	The State of New York	04/20/2004	05/01/2007	\$967,950.00
		· ·	Total LCs	\$1,678,441.00

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Ехнівіт С

FORM OF LETTER OF CREDIT

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TRADEMARK

EXHIBIT D

UCC FINANCING STATEMENTS

CLIFFSTAR CORPORATION

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Chautauqua County, New York	UC20030000553	Wachovia Bank National Association, as Administrative Agent	All personal property and fixtures

SHANSTAR BIOTECH INC.

	HUNGSTEWEER	SECUREDITARITY	POOMERE CARRESTANDE FA
Delaware Secretary of State			All personal property and fixtures

STAR REAL PROPERTY LLC.

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CORPORATION SERVICE COMPANY

www.incspot.com

CSC- Springfield 801 Adlai Stevenson Drive Springfield, IL 62703 217-544-5900 217-492-2727 (Fax)

Matter#

1641901

Project Id:

1041901

Additional Reference: NOT PROVIDED

Order#

584965-9

Order Date

11/08/2006

Entity Name: CLIFFSTAR CORPORATION (Debtor)/ WACHOVIA BANK NATIONAL

ASSOCIATION, AS ADMINISTRATIVE AGENT (Secured Party)

Jurisdiction:

DE-SECRETARY OF STATE

Request for:

UCC Filing

File Type:

TERMINATION FILING

Original File Number:

32966870

Original File date:

11/12/2003

Result:

Filed

File Number:

63908704

Filing Date:

11/08/2006

Ordered by MS. ANDREA SERDIUK at CHAPMAN AND CUTLER LLP

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If you have any questions concerning this order or IncSpot, please feel free to contact us.

DINA BAILEY

dibailey@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

UCC FINANCING STATEMENT AMENDING FOLLOW INSTRUCTIONS (front and back) CAREFULLY A. NAME & PHONE OF CONTACT AT FILER (optional) B. SEND ACKNOWLEDGMENT TO: (Name and Address)	MENT	FII INIT:	AWARE DEPARIMENT OF STATE J.C.C. FILING SECTION LED 11:17 AM 11/08/2006 LAL FILING NUM: 3296687 O DMENT NUMBER: 6390870 4 SRV: 061021494
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1a. INITIAL FINANCING STATEMENT FILE # 32966870	11/12/03	to be filed REAL EST	[for record] (or recorded) in the FATE RECORDS.
2. K TERMINATION: Effectiveness of the Financing Statement Identified	above is terminated with respect to sec	urity interest(s) of the Secured Party aut	orizing this Termination Statement.
CONTINUATION: Effectiveness of the Financing Statement Identicontinued for the additional period provided by applicable law.	fied above with respect to security inte	resits) of the Secured Party authorizing	INIS CONTINUATION STATEMENT IS
4 ASSIGNMENT (full or partiel): Give name of assignee in item 7a or	70 and address of assignee in liam 7c;	and also give name of assignor in Item 9	
5. AMENDMENT (PARTY INFORMATION): This Amendment effects Also check one of the following three boxes and provide appropriate inform	Debior of Secured Party of	record. Check only one of these two bo	X86.
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OR SD. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
7. CHANGED (NEW) OR ADDED INFORMATION: 74. ORGANIZATION'S NAME			
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8. AMENDMENT (COLLATERAL CHANGE): check only one box. Describe collateral delated or added, or give entire restated	d collateral description, or describe co	isteral astigned.	
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NAME OF SECURED PARTY OF RECORD AUTHORIZING T adds collained or adds the authorizing Debtor, or if this is a Termination at	HIS AMENDMENT (name of assignment)	r, if this is an Assignment). If his is an analysis of the same of DEBTOPI euthorists	Rendment suthorized by a Debtor which this Amendment.
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88. ORSANIZATION'S NAME Wachovia Bank National Association, as Adm	inistrative Agent	TOOK ON THE	
Re ORGANIZATION'S NAME	•	JORGE A. GOMENIA.	€ SUFFIX
88. ORSANIZATION'S NAME Wachovia Bank National Association, as Adm	inistrative Agent	Managing Director	1965-9 NZE

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/29/98)
NATUCC3 473/01 C T System Online

CORPORATION SERVICE COMPANY

www.incspot.com

CSC- Springfield 801 Adlai Stevenson Drive Springfield, IL 62703 217-544-5900 217-492-2727 (Fax)

Matter#

1641901

Project Id:

Additional Reference : NOT PROVIDED

Order#

584965-10

Order Date

11/08/2006

Entity Name:

SHANSTAR BIOTECH INC. (Debtor)/ WACHOVIA BANK NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT (Secured Party)

Jurisdiction:

DE-SECRETARY OF STATE

Request for:

UCC Filing

File Type:

TERMINATION FILING

Original File Number:

32966821 11/12/2003

Original File date:

Result:

Filed

File Number :

63908688

Filing Date:

11/08/2006

Ordered by MS. ANDREA SERDIUK at CHAPMAN AND CUTLER LLP

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DINA BAILEY

dibailey@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY This Financing STATEMENT AMENDMENT is to be filled for record; for recorded in the first process of the Financing Statement Identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement. TERMINATION: Effectiveness of the Financing Statement Identified above with respect to security interest(s) of the Secured Party authorizing this Termination Statement. CONTINUENTION: Effectiveness of the Financing Statement Identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement. ASSIGNMENT (full or partial): Give name of assignee in liters 7a or 7b and address of assignee in liters 7a; and also give name of assigner in laters 9. ASSIGNMENT (full or partial): Give name of assignee in liters 7a or 7b, and also give name of assignee in liters 7a or 7b, and also change in liters 7b, and also give name of assignee in laters 7b, and also give name of assignee in laters 7b, and also give name (if name change) in laters 4c, 7b and or 7b, and also give name (if name change) in laters 4c, 7b and or 7b, and also give name (if name change) in laters 7c, 7b, and also or 8b, laters 7c, 7c, 8co complete laters 7c, 7c, (if applicable), assigned in laters 8countered in laters 8countered in laters 8countered in laters 8countered in laters 7c, 7c, 8co complete laters 7c, 7c, (if applicable), assigned in laters 7c, 7c, 8co complete laters 7c, 7c, (if applicable), assigned in laters 7c, 7c, 8co complete laters 7c, 7c, (if applicable), assigned in laters 8countered from the partial for the second from 7c, 8co complete laters 7c, 7c, (if applicable), assigned in laters 8countered from the partial fro	C FINANCING STATEMENT AMENI LOW INSTRUCTIONS (front and back) CAREFULLY NAME & PHONE OF CONTACT AT FILER (optional) SEND ACKNOWLEDGMENT TO: (Name and Address)			DELAWARE DEPARIME U.C.C. FILING FILED 11:17 AM 1 INITIAL FILING NUM	SECTION 11/08/2006
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NATUCC3 4/23/01 CT Systems Online

CORPORATION SERVICE COMPANY

www.incspot.com

CSC- Springfield 801 Adlai Stevenson Drive Springfield, IL 62703 217-544-5900 217-492-2727 (Fax)

Matter#

1641901

Project Id:

Additional Reference: NOT PROVIDED

Order#

584965-11

Order Date

11/08/2006

Entity Name:

STAR REAL PROPERTY LLC (Debtor)/ WACHOVIA BANK NATIONAL

ASSOCIATION, AS ADMINISTRATIVE AGENT (Secured Party)

Jurisdiction:

DE-SECRETARY OF STATE

Request for:

UCC Filing

File Type:

TERMINATION FILING

Original File Number:

32966904

Original File date:

11/12/2003

Result:

Filed

File Number:

63908696

Filing Date:

11/08/2006

Ordered by MS. ANDREA SERDIUK at CHAPMAN AND CUTLER LLP

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dibailey@cscinfo.com

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CHANGED (NEW) OR ADDED INFORMATION;		LOW INSTRUCTIONS (front and back) CAREFULLY NAME & PHONE OF CONTACT AT FILER [optional] SEND ACKNOWLEDGMENT TO: (Name and Address)			IN.	ELAWARE DEPAR U.C.C. FILI FILED 11:17 A ITIAL FILING I ENUMENT NUM SRV: 06	NG SECTION M 11/08/2000 NUM: 329669 BER: 639086
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	NS (front and back) CAREFULLY CONTACT AT FILER [optional]					
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FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMEN NATUCC3 4/23/01 C T System Online



Walla Walla County, WA

TRADEMARK

UCC FINANCING STATEMENT AMENDMENT ADDENDUM FOLLOW INSTRUCTIONS (front and back) CAREFULLY 11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form) 11/4/03 2003-17129 12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment for 12a. ORGANIZATION'S NAME Wachovia Bank, National Association, as Administrative Agent
12b. INDIVIDUAL'S LAST NAME FIRST NAME MID OR 13. Use this space for additional information JORGE A. GONZALEZ

Managing Director

Managing Director

Legal description: See Schedule Fatacolise http:// Managing Director THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Debtor is Record Owner.



Page: 2 of 3

SCHEDULE I

PARCEL A:

Block 1 of Bowman's Addition to the City of Walla Walla, according to the Official Plat thereof recorded in Volume C of Plats at Page 44, records of Walla Walla County.

ALSO,

Beginning at a point in the North line of Block 2 of said Bowman's Addition to the City of Walla Walla, which point is 56 feet West, measured along said North line, from the Northeast corner of said Block 2, and running thence South, parallel to the East line of said Block 2, a distance of 193.86 feet to a point in the South line of said Block 2; thence West, along the South line of said Block 2, a distance of 168.7 feet to the Southwest corner of said Block 2; thence North, along the West line of said Block 2, a distance of 193.86 feet to the Northwest corner of said Block 2; thence East, along the North line of said Block 2, a distance of 168.7 feet to THE POINT OF BEGINNING.

PARCEL B:

A piece or parcel of land situated in the Northwest Quarter of Section 19, Township 7 North, Range 36 East of the Willamette Meridian, in Walla Walla County, Washington, described as follows to wit:

Beginning at a point on the North line of Dell Avenue in the City of Walla Walla, that is 726 feet distant West of the point of intersection of said North line with the West line of Thirteenth Avenue North in said City; said point also being 30 feet North of the East and West center line of said Section 19; thence Northerly and parallel with said West line of Thirteenth Avenue North, a distance of 650 feet; thence Westerly and parallel with the East and West center line of Section 19, a distance of 1,000 feet; thence Southerly, parallel with the West line of Thirteenth Avenue North, a distance of 650 feet to a point that is 30 feet distant North of said East and West center line of Section 19; thence Easterly, parallel with said East and West center line of Section 19, a distance of 1,000 feet to THE POINT OF BEGINNING.

Situated in the City and County of Walla Walla, State of Washington.

Walla Walla County, WA

2006-14487 Page: 3 of 3

12/05/2006 12:08P

FOLLOW INSTRUCT A. NAME & PHONE B. SEND ACKNOWI	TIONS (front and back) COF CONTACT AT FILER EDGMENT TO: (Name a	[optional] and Address)	CH/P.O.	NUTAUQUA BOX 170 200600	11.01.	•
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			address of assignee in item 7c; and also give name	of assignor in	item 9	
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•	•	rovide appropriate information in I	items 6 and/or 7.			
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Wachovia Bank, National Associ	ation, as Administrative Agent
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CHAUTAUQUA COUNTY CLERK
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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Legal description: See Exhibit A attached hereto and made a part hereof.

Debtor is Record Owner.

SCHEDULE "A"

PARCEL A

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Dunkirk, County of Chautauqua and State of New York, more particularly described as follows:

BEGINNING in the northeasterly line of Franklin Avenue as now laid out and occupied at the point located North 52° 30 West (geodetic bearing) a distance of 795.78 feet along said northeasterly line of Franklin Avenue from the intersection thereof with the northwesterly line of Talcott Street as now-laid out and occupied, said point of beginning also being the westerly corner of lands conveyed to County of Chautauqua Industrial Development Agency (hereinafter referred to as "IDA") by Deed recorded in Liber 2351 of Deeds at page 432 in the Office of the Chautauqua County Clerk; thence continuing North 52° 30' West a distance of 806.3 feet along said northeasterly line of Franklin Avenue to a deflection point therein; thence North 48° 54' 25" West a distance of 137.64 feet along said northeasterly line of Franklin Avenue to a point; thence North 78° 25' 00" East a distance of 19.33 feet along the westerly line of lands conveyed to Cliffstar Corporation (hereinafter referred to as "Cliffstar") by Deed recorded in Liber 2310 of Deeds at page 601 in the Office of the Chautauqua County Clerk to a point of curve therein; thence northeasterly, northerly and northwesterly following a regular curve to the left having a radius of 10 feet an arc distance of 31.42 feet along said westerly line of said last mentioned Cliffstar lands to a point of tangent therein; thence South 78° 25' 00" West a distance of 24.90 feet along said westerly line of last mentioned Cliffstar lands to a point in the easterly line of Main Street as now laid out and occupied; thence North 11° 35' 00" West a distance of 20.98 feet along said easterly line of Main Street to the northwesterly corner of said last mentioned Cliffstar lands; thence North 78° 25' 00" East a distance of 210.00 feet along the northerly line of said last mentioned Cliffstar lands to a deflection point therein; thence South 11° 35' 00" East a distance of 35.19 feet along said northerly line of said last mentioned Cliffstar lands to a deflection point therein; thence North 78° 25' East a distance of 82.0 feet along said northerly line of said last mentioned Cliffstar lands and along the northerly line of lands conveyed to Cliffstar by Deed recorded in Liber 2440 of Deeds at page 67 in the Office of the Chautauqua County Clerk to the southwesterly corner of lands conveyed to Cliffstar by Deed recorded in Liber 2052 of Deeds at page 523 in the Office of the Chautauqua County Clerk; thence North 11° 35' West a distance of 15.0 feet along the westerly line of said last mentioned Cliffstar lands to the northwesterly corner thereof; thence North 78° 25' East a distance of 1003.3 feet along the northerly line of said last mentioned Cliffstar lands to a deflection point therein; thence North 77° 31' East a distance of 506.8 feet along said northerly line of said last mentioned Cliffstar lands to the northeasterly corner thereof, said last mentioned point also being located in the westerly line of railroad lands of the New York Central Lines LLC (now or formerly) (hereinafter referred to as "railroad lands"); thence southwesterly following a regular curve to the left having a radius of 493.34 feet and a chord bearing of South 56° 26' West an arc length of 41.66 feet along said westerly line of railroad lands to a point, thence continuing southwesterly along said regular curve to the left having a radius of 493.34 feet an arc distance of 27.88 feet along said westerly line of railroad lands to a point; thence continuing southwesterly along said regular curve to the left having a radius of 493.34 feet an arc distance of 259.982 feet along said westerly line of railroad lands to a point of tangent; thence South 20° 21" West a distance of 284.43 feet along said westerly line of railroad lands to a point of curve; thence southwesterly following a regular curve to the right having a radius of 344.27 feet an arc distance of 173.55 feet along said westerly line of railroad lands to a point; thence South 49° 14' West a distance of 67.6 feet along said westerly line of railroad lands to a point of

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curve; thence continuing southwesterly following a regular curve to the left having a radius of 374.27 feet an arc distance of 87.53 feet along said westerly line of railroad lands to a point of tangent; thence South 35° 50' West a distance of 114.55 feet along said westerly line of railroad lands to a point of curve; thence continuing southwesterly following a regular curve to the left having a radius of 374.27 feet an arc distance of 164.02 feet along said westerly line of railroad lands to a deflection point therein; thence South 31° 27' East a distance of 20.8 feet along said westerly line of railroad lands to a deflection point in the northeasterly line of said IDA lands; thence North 44° 17' West a distance of 64.0 feet along said northeasterly line of IDA lands to a deflection point therein; thence South 47° 08' West a distance of 72.0 feet along said northeasterly line of IDA lands to a deflection point therein; thence North 43°09' West a distance of 244.2 feet along said northeasterly line of IDA lands to the northerly corner thereof; thence South 43° 00' West a distance of 164.3 feet along the northwesterly line of IDA lands to the point or place of beginning.

PARCEL B

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Dunkirk, County of Chautauqua and State of New York, more particularly described as follows:

BEGINNING in the southwesterly line of Roberts Road as now laid out and occupied at the intersection thereof with the northwesterly line of Talcott Street as now laid out and occupied; thence North 59° 58' West (geodetic bearing) a distance of 379.7 feet along said southwesterly line of Roberts Road to the intersection thereof with the southeasterly line of railroad lands of CSX Transportation, Inc. (now or formerly) (hereinafter referred to as "CSX"); thence South 78° 25' West a distance of 271.26 feet along said southeasterly line of CSX lands to the intersection thereof with the easterly line of railroad lands of New York Central Lines LLC (now or formerly) (hereinafter referred to as "railroad lands"); thence southwesterly along said easterly line of last mentioned railroad lands following a regular curve to the left having a radius of 463.34 feet a chord bearing of South 39° 47' West and an arc distance of 310.656 feet along said easterly line of last mentioned railroad lands to a point of tangent; thence South 20° 21' West a distance of 211.99 feet along said easterly line of last mentioned railroad lands to the southwesterly corner of lands conveyed to Cliffstar Corporation (hereinafter referred to as "Cliffstar") by Deed recorded in Liber 1421 of Deeds at page 199 in the Office of the Chautauqua County Clerk; thence South 71° 34' East a distance of 108.50 feet along the southerly line of said last mentioned Cliffstar lands to the southeasterly corner thereof, said last mentioned point also being the southwesterly corner of lands conveyed to Cliffstar by Deed recorded in Liber 2145 of Deeds at page 108 in the Office of the Chautaugua County Clerk; thence South 70° 51' East a distance of 423.55 feet along said southerly line of last mentioned Cliffstar lands to the southeasterly corner thereof, said last mentioned point also being located in said northwesterly line of Talcott Street; thence North 37° 26' East a distance of 592.75 feet along said northwesterly line of Talcott Street to the point or place of beginning.

TOGETHER WITH the benefits of an easement appurtenant to PARCEL A and PARCEL B above for any sanitary or storm sewer pipes located on adjacent lands now or formerly owned by Kraft, Inc. granted in a Deed made by Kraft, Inc. to Cliffstar Corporation dated December 18, 1987 and recorded December 22, 1987 in Liber 2145 of Deeds at page 108.

_TRADEMARK

SCHEDULE "A"

PARCEL A

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Dunkirk, County of Chautauqua and State of New York, being a part of Lot 18 in Township 6 and Range 12 of the Holland Land Company's Survey and more particularly described as follows:

BEGINNING in the easterly line of Main Street (formerly Lion Street) as now laid out and occupied (66 feet wide) at the intersection thereof with the southwesterly line of Franklin Avenue (formerly Railfold Avenue) as now laid out and occupied (75 feet wide); thence southerly a distance of 179 feet along said easterly line of Main Street to the intersection thereof with the southerly line of a strip of land conveyed from the City of Dunkirk to Manufacturers and Traders Trust Company by deed recorded in Liber 2404 of Deeds at page 906 in the Office of the Chautauqua County Clerk; thence easterly at an interior angle of 90° 07' a distance of 95.2 feet along said southerly line of Trust Company lands to a deflection point therein; thence northeasterly at an interior angle of 144° 32' a distance of 45.7 feet along said southerly line of Trust Company lands to the intersection thereof with said southwesterly line of Franklin Avenue; thence northwesterly at an interior angle of 84° 24' a distance of 202.2 feet along said southwesterly line of Franklin Avenue to the point or place of beginning.

PARCEL B

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Dunkirk, County of Chautauqua and State of New York, being a part of Lot 18 in Township 6 and Range 12 of the Holland Land Company's Survey and more particularly described as follows:

BEGINNING in the easterly line of Main Street (formerly Lion Street) as now laid out and occupied (66 feet wide) at the point located 179 feet southerly along said easterly line of Main Street from the intersection thereof with the southwesterly line of Franklin Avenue (formerly Railroad Avenue) as now laid out and occupied (75 feet wide), said point of beginning also being located at the intersection of said

TRADEMARK

easterly line of Main Street with the southerly line of a strip of land conveyed from the City of Dunkirk to Manufacturers and Traders Trust Company by deed recorded in Liber 2404 of Deeds at page 906 in the Office of the Chautauqua County Clerk; thence continuing southerly a distance of 126.2 feet along said easterly line of Main Street to the intersection thereof with the northeasterly line of Ruggles Street (66 feet wide) as now or formerly laid out and occupied; thence southeasterly at an interior angle of 16.2 feet along said northeasterly line of Ruggles Street to an iron pin at the intersection thereof with the southeasterly line of lands conveyed to Gardner as Trustee by deed recorded in Liber 2106 of Deeds at page 576 in the Office of the Chautauqua County Clerk; thence northeasterly at an interior angle of 89° 48' a distance of 200 feet along said southeasterly line of Gardner lands to an iron pin at the intersection thereof with the said southwesterly line of Franklin Avenue; thence northwesterly at an interior angle of 90° 08' a distance of 44 feet along said southwesterly line of Franklin Avenue to the intersection thereof with said southerly line of Trust Company lands to a deflection point therein; thence westerly at an interior angle of 215° 28' a distance of 95.2 feet along said southerly line of Trust Company lands to the point or place of beginning.

TRADEMARK

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Legal description: See Schedule A attached hereto and made a part hereof.	THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Debtor is Record Owner.

EXHIBIT A LEGAL DESCRIPTION

TRACT I (Parking Lot Parcel)

ALL that tract or parcel of land, situate in the City of Dunkirk, County of Chautauqua and State of New York and being a part of Block 527 and more particularly described as follows:

COMMENCING at a point on the westerly line of Franklin Avenue (formerly known as Railroad Avenue) 45 feet southerly from the intersection of said line with the southerly line of Wright Street; continuing

THENCE southerly along the westerly line of Franklin Avenue (formerly known as Railroad Avenue) 45 feet;

THENCE westerly and parallel with Wright Street 100 feet;

THENCE northerly and parallel with Franklin Avenue (formerly known as Railroad Avenue) 45 feet;

THENCE easterly and parallel with Wright Street 100 feet to the westerly line of Franklin Avenue (formerly known as Railroad Avenue) at the point of beginning, being a parcel of land 45 feet front on the west side of Franklin Avenue (formerly known as Railroad Avenue) and extending westerly the same width 100 feet.

TRACT II (M& T Building Parcel)

PARCEL A

ALL that tract or parcel of land, situate in the City of Dunkirk, County of Chautauqua and State of New York, being a part of Lot 18 in Township 6 and Range 12 of the Holland Land Company's Survey and more particularly described as follows:

BEGINNING in the easterly line of Main Street (formerly Lion Street) as now laid out and occupied at the intersection thereof with the southwesterly line of Franklin Avenue (formerly Railroad Avenue) as now laid out and occupied:

THENCE southerly a distance of 179 feet along said easterly line of Main Street to the intersection thereof with the southerly line of a strip of land conveyed from the City of Dunkirk to Manufacturers and Traders Trust Company by deed recorded in Liber 2404 of Deeds at page 906 in the Office of the Chautauqua County Clerk;

THENCE easterly at an interior angle of 90 degrees 07 minutes a distance of 95.2 feet along said southerly line of Trust Company lands to a deflection point therein:

THENCE northeasterly at an interior angle of 144 degrees 32 minutes a distance of 45.7 feet along said southerly line of Trust Company lands to the intersection thereof with said southwesterly line of Franklin Avenue;

THENCE northwesterly at an interior angle of 84 degrees 24 minutes a distance of 202.2 feet along said southwesterly line of Franklin Avenue to the point or place of BEGINNING.

PARCEL B

ALL that tract or parcel of land, situate in the City of Dunkirk, County of Chautauqua and State of New York, being a part of Lot 18 in Township 6 and Range 12 of the Holland Land Company's Survey and more particularly described as follows:

BEGINNING in the easterly line of Main Street (formerly Lion Street) as now laid out and occupied at the point located 179 feet southerly along said easterly line of Main Street from the intersection thereof with the southwesterly line of Franklin Avenue (formerly Railroad Avenue) as now laid out and occupied, said point of beginning also being located at the intersection of said easterly line of Main Street with the southerly line of a strip of land conveyed from the City of Dunkirk to Manufacturers and Traders Trust Company by deed recorded in Liber 2404 of Deeds at page 906 in the Office of the Chautaugus County Clerk:

THENCE continuing southerly a distance of 126.2 feet along said easterly line of Main Street to the intersection thereof with the northeasterly line of Ruggles Street as now or formerly laid out and occupied;

THENCE southeasterly at an interior angle of 139 degrees 07 minutes a distance of 16.2 feet along said northeasterly line of Ruggles Street to an iron pin at the intersection thereof with the southeasterly line of lands conveyed to Gardner as Trustee by deed recorded in Liber 2106 of Deeds at page 576 in the Office of the Chautauqua County Clerk:

THENCE northeasterly at an interior angle of 89 degrees 48 minutes a distance of 200 feet along said southeasterly line of Gardner lands to an iron pin at the intersection thereof with the said southwesterly line of Franklin Avenue;

THENCE northwesterly at an interior angle of 90 degrees 08 minutes a distance of 44 feet along said southwesterly line of Franklin Avenue to the intersection thereof with said southerly line of Trust Company lands;

THENCE southwesterly at an interior angle of 95 degrees 36 minutes a distance of 45.7 feet along south southerly line of Trust Company lands to a deflection point therein;

THENCE westerly at an interior angle of 215 degrees 28 minutes a distance of 95.2 feet along said southerly line of Trust Company lands to the point or place of BEGINNING.

TRACT III (Fredonia Parcel)

ALL that tract or parcel of land, situate in the Village of Fredonia, Town of Pomfret, County of Chantauqua and State of New York, being part of Lot No. 24, Township 5, Range 12 of the Holland Land Company's Survey and being Lot 22, the north half of Lot 23 and the south 110 feet of Lot 21 as shown on a map entitled "Map of part of the White Estate Numbered Two", a copy of which map has been filed in the Chautauqua County Clerk's Office in Cabinet No. 2, Section H, being Map No. 41, further bounded and described as follows:

BEGINNING in the center of Water Street (formerly called Temple Street) at a point 1 chain (66 feet) north of the southwesterly corner of Lot 23 as laid down on "Map of part of White Estate Numbered Two" referred to above;

THENCE northwesterly along the center line of Water Street and along the westerly bounds of Lots 23, 22 and 21 according to said Map 308 feet to a point in the center line of Water Street 22 feet south of the northwest corner of said Lot 21, which point is also 110 feet northwesterly of the southwesterly corner of Lot 21;

THENCE northeasterly along a line parallel with the northwesterly line of Lot 21 and 22 feet southeasterly therefrom 381.48 feet (5 chains 78 links) to a point in the easterly line of Lot 21 which is 22 feet south of the northeast corner thereof:

THENCE southeasterly along the easterly line of Lots 21, 22 and 23, 308 feet to a point which is 1 chain (66 feet) northwesterly from the southeast corner of said Lot 23:

THENCE southwesterly along a line parallel with the southeast line of said Lot 23 and 66 feet northerly therefrom 381.48 feet to the center line of Water Street and the place of BEGINNING.

Excepting so much therefrom as lies in the bed of Water Street.

TOGETHER with the benefits of an Easement made by Nellie Palmieri to Fredonia Products Co., Inc. dated 5/19/34 and recorded 7/3/35 in Liber 616 of Deeds at page 244.

11/14/2006 8:00 AM LM



Marine Midland Bank OR SE INDIVIDUAL'S LAST NAME

10. OPTIONAL FILER REFERENCE DATA

RECORDING REQUE



LARRY WALKER Auditor/Controller - Recorder

CC FINANCING STATEMENT AMENDING. LOW INSTRUCTIONS (front and back) CAREFULLY - NAME & PHONE OF CONTACT AT FILER [opilonal] SEND ACKNOWLEDGMENT TO: (Name and Address)	JENT	Doc#: 200	5 — 0772963	Titles: 1 Fees Taxes Other PAID	Pt
CLIFFSTAR CORPORATION One Cliffstar Avenue Dunkirk, NY 14048					
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1996-0385149	10/17/96		to be filed for re REAL ESTATE F	cord) (or recorded) in the RECORDS.	
TERMINATION: Effectiveness of the Financing Statement Identified CONTINUATION: Effectiveness of the Financing Statement Identified				·	_
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ASSIGNMENT (full or partial): Give name of assignee in Item 7a or	1001				_
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FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/29/98) NATUCC 4/23/01 CT System Online

To be filed with the San Bernardino County, California Real Estate Records

FIRST NAME

SUFFIX

MIDDLE NAME

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OR	125, INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Legal description: See Schedule I attached hereto and made a part hereof.

Debtor is Record Owner.

SCHEDULE I

PARCEL "B" AS PER PLAT ATTACHED TO THAT CERTAIN CERTIFICATE OF COMPLIANCE FOR A LOT LINE ADJUSTMENT, LLA NO. 96-003, RECORDED NOVEMBER 22, 1996 AS FILE NO. 1996-0435326 OF OFFICIAL RECORDS, DESCRIBED AS FOLLOWS:

ALL OF PARCEL 1 OF PARCEL MAP NO. 4779, IN THE CITY OF FONTANA, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER PLAT RECORDED IN BOOK 44 OF PARCEL MAPS, PAGE 45, RECORDS OF SAID COUNTY, TOGETHER WITH A PORTION OF THE SOUTHWEST 1/4 OF SECTION 33, TOWNSHIP 1 SOUTH, RANGE 6 WEST, SAN BERNARDINO BASE AND MERIDIAN, AS DESCRIBED IN PARCEL NO. 4 OF THAT CERTAIN GRANT DEED TO SOUTHERN CALIFORNIA EDISON COMPANY, RECORDED IN BOOK 8320, PAGE 713, OFFICIAL RECORDS OF SAID COUNTY, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A RECTANGULAR SHAPED PARCEL BOUNDED ON THE WEST BY THE EASTERLY LINE OF PARCEL NO. 1 OF SAID PARCEL MAP NO. 4779.

BOUNDED ON THE EAST BY THE WESTERLY LINE OF SAN BERNARDINO COUNTY FLOOD CONTROL DISTRICT RIGHT OF WAY, ALSO BEING THE WEST LINE OF THE EAST 75 FEET OF SAID SOUTHWEST 1/4 OF SECTION 33.

BOUNDED ON THE NORTH BY A LINE BEGINNING AT THE NORTHEAST CORNER OF PARCEL NO. 1 OF SAID PARCEL MAP NO. 4779; THENCE BEARING NORTH (RECORD SOUTH) 89 DEG. 52' 24" WEST, BEING THE EXTENSION OF THE NORTHERLY LINE OF SAID PARCEL NO. 1 TO THE WEST LINE OF THE EAST 75 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 33.

BOUNDED ON THE SOUTH BY A LINE BEGINNING AT THE SOUTHEAST CORNER OF SAID PARCEL NO. 1; THENCE BEARING SOUTH 89 DEG. 52' 24" EAST, BEING THE EXTENSION OF THE SOUTHERLY LINE OF SAID PARCEL NO. 1 TO THE WEST LINE OF THE EAST 75 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 33.

EXCEPTING FROM THE LANDS WITHIN SAID PARCEL 1 OF PARCEL MAP NO. 4779 ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, INCLUDING WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE AND DISPOSE OF SAID MINERALS BY ANY MEANS OR METHODS SUITABLE, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE LANDS HEREBY CONVEYED AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF SAID LANDS OR TO INTERFERE WITH THE USE THEREOF, AS RESERVED IN THE DEED FROM UPLAND INDUSTRIES CORPORATION, A NEBRASKA CORPORATION, RECORDED FEBRUARY 28, 1979, IN BOOK 9632, PAGE 1169, OFFICIAL RECORDS.

ALSO EXCEPTING FROM THE LANDS WITHIN SAID PARCEL NO. 4 OF THE GRANT DEED RECORDED IN BOOK 8320, PAGE 713, OFFICIAL RECORDS, ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, INCLUDING WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE AND PERPETUAL RIGHT. TO EXPLORE FOR, REMOVE AND DISPOSE OF SAID

Frank Green, Title Officer

11/14/2006 8:00 AM LM



RECORDING REQUEST

LARRY WALKER Auditor/Controller - Recorder

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FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/28/98) NATUCC 4/23/01 CT 5/stem Online

To be filed with the San Bernardino County, California Real Estate Records

10. OPTIONAL FILER REFERENCE DATA

Managing Ditector

UCC FINANCING STATEMENT AMENDMENT ADDENDUM FOLLOW INSTRUCTIONS (front and back) CAREFULLY	
11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form) 2003-0834779 11/5/03	
12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same of them for Amendment term) 12a. ORGANIZATION'S NAME Wachovia Bank, National Association 12b. INDIVIDUAL'S LAST NAME FIRST NAME OF A GUNNALE MODLE NAME, SUFFIX Managing Director	
13. Use this space for additional information	THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Legal description: See Schedule I attached hereto and made a part hereof.

Debtor is Record Owner.

SCHEDULE I

PARCEL "B" AS PER PLAT ATTACHED TO THAT CERTAIN CERTIFICATE OF COMPLIANCE FOR A LOT LINE ADJUSTMENT, LLA NO. 96-003, RECORDED NOVEMBER 22, 1996 AS FILE NO. 1996-0435326 OF OFFICIAL RECORDS, DESCRIBED AS FOLLOWS:

ALL OF PARCEL 1 OF PARCEL MAP NO. 4779, IN THE CITY OF FONTANA, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER PLAT RECORDED IN BOOK 44 OF PARCEL MAPS, PAGE 45, RECORDS OF SAID COUNTY, TOGETHER WITH A PORTION OF THE SOUTHWEST 1/4 OF SECTION 33, TOWNSHIP 1 SOUTH, RANGE 6 WEST, SAN BERNARDINO BASE AND MERIDIAN, AS DESCRIBED IN PARCEL NO. 4 OF THAT CERTAIN GRANT DEED TO SOUTHERN CALIFORNIA EDISON COMPANY, RECORDED IN BOOK 8320, PAGE 713, OFFICIAL RECORDS OF SAID COUNTY, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A RECTANGULAR SHAPED PARCEL BOUNDED ON THE WEST BY THE EASTERLY LINE OF PARCEL NO. 1 OF SAID PARCEL MAP NO. 4779.

BOUNDED ON THE EAST BY THE WESTERLY LINE OF SAN BERNARDINO COUNTY FLOOD CONTROL DISTRICT RIGHT OF WAY, ALSO BEING THE WEST LINE OF THE EAST 75 FEET OF SAID SOUTHWEST 1/4 OF SECTION 33.

BOUNDED ON THE NORTH BY A LINE BEGINNING AT THE NORTHEAST CORNER OF PARCEL NO. 1 OF SAID PARCEL MAP NO. 4779; THENCE BEARING NORTH (RECORD SOUTH) 89 DEG. 52' 24" WEST, BEING THE EXTENSION OF THE NORTHERLY LINE OF SAID PARCEL NO. 1 TO THE WEST LINE OF THE EAST 75 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 33.

BOUNDED ON THE SOUTH BY A LINE BEGINNING AT THE SOUTHEAST CORNER OF SAID PARCEL NO. 1; THENCE BEARING SOUTH 89 DEG. 52' 24" EAST, BEING THE EXTENSION OF THE SOUTHERLY LINE OF SAID PARCEL NO. 1 TO THE WEST LINE OF THE EAST 75 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 33.

EXCEPTING FROM THE LANDS WITHIN SAID PARCEL 1 OF PARCEL MAP NO. 4779 ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, INCLUDING WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE AND DISPOSE OF SAID MINERALS BY ANY MEANS OR METHODS SUITABLE, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE LANDS HEREBY CONVEYED AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF SAID LANDS OR TO INTERFERE WITH THE USE THEREOF, AS RESERVED IN THE DEED FROM UPLAND INDUSTRIES CORPORATION, A NEBRASKA CORPORATION, RECORDED FEBRUARY 28, 1979, IN BOOK 9632, PAGE 1169, OFFICIAL RECORDS.

ALSO EXCEPTING FROM THE LANDS WITHIN SAID PARCEL NO. 4 OF THE GRANT DEED RECORDED IN BOOK 8320, PAGE 713, OFFICIAL RECORDS, ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, INCLUDING WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE AND DISPOSE OF SAID

Frank Green, Title Officer

MINERALS BY ANY MEANS OR METHODS SUITABLE, BUT WITHOUT ENTERING UPON OR USING THAT PORTION OF SAID LAND ABOVE A PLANE 500 FEET BELOW THE SURFACE OF SAID LAND, AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF SAID LANDS OR INTERFERE WITH THE USE THEREOF, AS EXCEPTED AND RESERVED BY LAS VEGAS LAND AND WATER COMPANY, IN DEED RECORDED DECEMBER 3, 1973, AS INSTRUMENT NO. 169, OF SAID OFFICIAL RECORDS.

Frank Green, Title Officer

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Legal description: See Exhibit A attached hereto and made a part hereof.

Debtor is Record Owner.

FILING OFFICE COPY --- NATIONAL UCC FINANCING STATEMENT AMENDMENT ADDENDUM (FORM UCC3Ad) (REV. 07/29/98) NATUCC3 423/01 C T Symem Online

SCHEDULE "A"

PARCEL A

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Dunkirk, County of Chautauqua and State of New York, more particularly described as follows:

BEGINNING in the northeasterly line of Franklin Avenue as now laid out and occupied at the point located North 52° 30 West (geodetic bearing) a distance of 795.78 feet along said northeasterly line of Franklin Avenue from the intersection thereof with the northwesterly line of Talcott Street as now laid out and occupied, said point of beginning also being the westerly corner of lands conveyed to County of Chautauqua Industrial Development Agency (hereinafter referred to as "IDA") by Deed recorded in Liber 2351 of Deeds at page 432 in the Office of the Chautauqua County Clerk; thence continuing North 52° 30' West a distance of 806.3 feet along said northeasterly line of Franklin Avenue to a deflection point therein; thence North 48° 54' 25" West a distance of 137.64 feet along said northeasterly line of Franklin Avenue to a point; thence North 78° 25' 00" East a distance of 19.33 feet along the westerly line of lands conveyed to Cliffstar Corporation (hereinafter referred to as "Cliffstar") by Deed recorded in Liber 2310 of Deeds at page 601 in the Office of the Chautauqua County Clerk to a point of curve therein, thence northeasterly, northerly and northwesterly following a regular curve to the left having a radius of 10 feet an arc distance of 31.42 feet along said westerly line of said last mentioned Cliffstar lands to a point of tangent therein, thence South 78° 25' 00" West a distance of 24.90 feet along said westerly line of last mentioned Cliffstar lands to a point in the easterly line of Main Street as now laid out and occupied; thence North 11° 35' 00" West a distance of 20.98 feet along said easterly line of Main Street to the northwesterly corner of said last mentioned Cliffstar lands; thence North 78° 25' 00" East a distance of 210.00 feet along the northerly line of said last mentioned Cliffstar lands to a deflection point therein; thence South 11° 35' 00" East a distance of 35.19 feet along said northerly line of said last mentioned Cliffstar lands to a deflection point therein; thence North 78° 25' East a distance of 82.0 feet along said northerly line of said last mentioned Cliffstar lands and along the northerly line of lands conveyed to Cliffstar by Deed recorded in Liber 2440 of Deeds at page 67 in the Office of the Chautauqua County Clerk to the southwesterly corner of lands conveyed to Cliffstar by Deed recorded in Liber 2052 of Deeds at page 523 in the Office of the Chautauqua County Clerk; thence North 11° 35' West a distance of 15.0 feet along the westerly line of said last mentioned Cliffstar lands to the northwesterly corner thereof, thence North 78° 25' East a distance of 1003.3 feet along the northerly line of said last mentioned Cliffstar lands to a deflection point therein; thence North 779 31 East a distance of 506.8 feet along said northerly line of said last mentioned Cliffstar lands to the northeasterly corner thereof, said last mentioned point also being located in the westerly line of railroad lands of the New York Central Lines LLC (now or formerly) (hereinafter referred to as "railroad lands"); thence southwesterly following a regular curve to the left having a radius of 493.34 feet and a chord bearing of South 56° 26' West an arc length of 41.66 feet along said westerly line of railroad lands to a point; thence continuing southwesterly along said regular curve to the left having a radius of 493.34 feet an arc distance of 27.88 feet along said westerly line of railroad lands to a point; thence continuing southwesterly along said regular curve to the left having a radius of 493.34 feet an arc distance of 259.982 feet along said westerly line of railroad lands to a point of tangent; thence South 20° 21" West a distance of 284.43 feet along said westerly line of railroad lands to a point of curve; thence southwesterly following a regular curve to the right having a radius of 344.27 feet an arc distance of 173.55 feet along said westerly line of railroad lands to a point; thence South 49° 14' West a distance of 67.6 feet along said westerly line of railroad lands to a point of

curve; thence continuing southwesterly following a regular curve to the left having a radius of 374 27 feet an arc distance of 87.53 feet along said westerly line of railroad lands to a point of tangent; thence South 35° 50' West a distance of 114.55 feet along said westerly line of railroad lands to a point of curve; thence continuing southwesterly following a regular curve to the left having a radius of 374.27 feet and are distance of 164.02 feet along said westerly line of railroad lands to a deflection point therein; thence South 31° 27' East a distance of 20.8 feet along said westerly line of railroad lands to a deflection point in the northeasterly line of said IDA lands; thence North 44° 17' West a distance of 64.0 feet along said northeasterly line of IDA lands to a deflection point therein; thence South 47° 08' West a distance of 72.0 feet along said northeasterly line of IDA lands to a deflection point therein; thence North 43°09' West a distance of 244.2 feet along said northeasterly line of IDA lands to the northerly corner thereof, thence South 43° 00' West a distance of 164.3 feet along the northwesterly line of IDA lands to the point or place of beginning.

PARCEL B

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Dunkirk, County of Chautauqua and State of New York, more particularly described as follows:

BEGINNING in the southwesterly line of Roberts Road as now laid out and occupied at the intersection thereof with the northwesterly line of Talcott Street as now laid out and occupied; thence North 59° 58' West (geodetic bearing) a distance of 379.7 feet along said southwesterly line of Roberts Road to the intersection thereof with the southeasterly line of railroad lands of CSX Transportation, Inc. (now or formerly) (hereinafter referred to as "CSX"); thence South 78" 25' West a distance of 271.26 feet along said southeasterly line of CSX lands to the intersection thereof with the easterly line of railroad lands of New York Central Lines LLC (now or formerly) (hereinafter referred to as "railroad lands"); thence southwesterly along said easterly line of last mentioned railroad lands following a regular curve to the left having a radius of 463.34 feet a chord bearing of South 39° 47' West and an arc distance of 310.656 feet along said easterly line of last mentioned railroad lands to a point of tangent; thence South 20° 21' West a distance of 211.99 feet along said easterly line of last mentioned railroad lands to the southwesterly corner of lands conveyed to Cliffstar Corporation (hereinafter referred to as "Cliffstar") by Deed recorded in Liber 1421 of Deeds at page 199 in the Office of the Chautauqua County Clerk; thence South 71° 34' East a distance of 108.50 feet along the southerly line of said last mentioned Cliffstar lands to the southeasterly corner thereof, said last mentioned point also being the southwesterly corner of lands conveyed to Cliffstar by Deed recorded in Liber 2145 of Deeds at page 108 in the Office of the Chautauqua County Clerk; thence South 70° 51' East a distance of 423.55 feet along said southerly line of last mentioned Cliffstar lands to the southeasterly corner thereof, said last mentioned point also being located in said northwesterly line of Talcott Street; thence North 37° 26' East a distance of 592.75 feet along said northwesterly line of Talcott Street to the point or place of beginning.

TOGETHER WITH the benefits of an easement appurtenant to PARCEL A and PARCEL B above for any sanitary or storm sewer pipes located on adjacent lands now or formerly owned by Kraft, Inc. granted in a Deed made by Kraft, Inc. to Cliffstar Corporation dated December 18, 1987 and recorded December 22, 1987 in Liber 2145 of Deeds at page 108.

easterly line of Main Street with the southerly line of a strip of land conveyed from the City of Dunkirk to Manufacturers and Traders Trust Company by deed recorded in Liber 2404 of Deeds at page 906 in the Office of the Chautauqua County Clerk; thence continuing southerly a distance of 126.2 feet along said easterly line of Main Street to the intersection thereof with the northeasterly line of Ruggles Street (66 feet wide) as now or formerly laid out and occupied; thence southeasterly at an interior angle of 139° O7' a distance of 16.2 feet along said northeasterly line of Ruggles Street to an iron pin at the intersection thereof with the southeasterly line of lands conveyed to Gardner as Trustee by deed recorded in Eiber 2106 of Deeds at page 576 in the Office of the Chautauqua County Clerk; thence northeasterly at an interior angle of 89° 48' a distance of 200 feet along said southeasterly line of Gardner lands to an iron pin at the intersection thereof with the said southwesterly line of Franklin Avenue; thence northwesterly at an interior angle of 90° 08' a distance of 44 feet along said southwesterly line of Franklin Avenue to the intersection thereof with said southerly line of Trust Company lands; thence southwesterly at an interior angle of 95° 36' a distance of 45.7 feet along said southerly line of Trust Company lands; to a deflection point therein; thence westerly at an interior angle of 215° 28' a distance of 95.2 feet along said southerly line of Trust Company lands; to a southerly line of Trust Company lands to the point or place of beginning.

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