

**UNIFORM COMMERCIAL CODE -- FINANCING STATEMENT CHANGE -- FORM N-UCC-2**

This STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code

**IMPORTANT:**

Read instructions on back before filling out form.

Receipt No. \_\_\_\_\_

1. File No. of Orig. Financing Statement 1095/3759	1A. Date of Filing of Orig. Financing Statement 10/23/95	1B. Date of Orig. Financing Statement	1C. Place of Filing Orig. Financing Statement Douglas County
2. DEBTOR (ONE NAME ONLY) Harlesk Management, Inc. <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)			2A. SOCIAL SECURITY OR FEDERAL TAX NO. ██████████ 8952
2B. MAILING ADDRESS P.O. Box 3300		2C. CITY, STATE Stateline, NV	2D. ZIP CODE 89449
3. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)			2A. SOCIAL SECURITY OR FEDERAL TAX NO.
3B. MAILING ADDRESS		3C. CITY, STATE	3D. ZIP CODE
4. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
5. SECURED PARTY NAME LITCHFIELD FINANCIAL CORPORATION MAILING ADDRESS 789 Main Road CITY Stamford STATE VT ZIP CODE 05352			5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.
6. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE			6A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.
7. A. <input type="checkbox"/> CONTINUATION-The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas or minerals check here <input type="checkbox"/> and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 8 below. If crops or fixtures, also insert name of record owner of real estate. Effective only if submitted within 6 months prior to expiration date.			
B. <input type="checkbox"/> RELEASE-From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 8 below. Release does not terminate debt.			
C. <input type="checkbox"/> ASSIGNMENT-The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all or part of the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 8 below.			
D. <input type="checkbox"/> TERMINATION-The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.			
E. <input checked="" type="checkbox"/> AMENDMENT-The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. Any changes made to Items 2 thru 6 above must be made in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments.)			
8. Amend Secured Parties address to: Litchfield Financial Corporation 430 Main Street Williamstown, MA 01267			

9. By *[Signature]* (Date) 3/30/00 19\_\_  
 Harlesk Management, Inc. PRESIDENT  
 TYPE NAME(S) \_\_\_\_\_

By *[Signature]* (TITLE) \_\_\_\_\_  
 LITCHFIELD FINANCIAL CORPORATION  
 By: James Shipp Vice President  
 TYPE NAME(S) \_\_\_\_\_

10. This Space for Use of Filing Officer: (Date, Time, File Number and Filing Officer)

WHITE-Alphabetical; PINK-Acknowledgement;  
 GREEN-Secured Party; BLUE-Debtor.  
 (Filing Fees: See Instructions)

Return Copy to:

NAME Litchfield Financial Corporation  
 ADDRESS 430 Main Street  
 CITY, STATE AND ZIP Williamstown, MA 01267  
 ATTN: Shana L. Griswold

TRUST ACCOUNT NUMBER \_\_\_\_\_  
 (If Applicable)

(08007)

0491482  
BK0500PG1615

COPY

REQUESTED BY  
*Litchfield Financial Corp.*  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

2000 MAY -8 AM 9: 13

LINDA SLATER  
RECORDER

\$ 16<sup>00</sup> PAID th DEPUTY

0491482

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