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2008 MAR 20 AM 9:00

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Michael A. Piette, Esq.	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)  Michael A. Piette, Esq. Jaeckle Fleischmann & Mugel, LLP 400 Essjay Road, Suite 320 Williamsville, New York 14221	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME 640 ELLICOTT STREET, LLC				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 701 Ellicott Street		CITY Buffalo	STATE NY	POSTAL CODE 14203
ADD'L INFO RE ORGANIZATION DEBTOR		1e. TYPE OF ORGANIZATION limited liability compan	1f. JURISDICTION OF ORGANIZATION New York	COUNTRY USA

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
ADD'L INFO RE ORGANIZATION DEBTOR		2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	COUNTRY

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME THE JOHN R. OISHEI FOUNDATION				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS One HSBC Center, Suite 3650		CITY Buffalo	STATE NY	POSTAL CODE 14203
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All personal property of every kind and description now or hereafter owned by the Debtor or in which the Debtor has an interest (but only to the extent of such interest), situated or to be situated upon or used or intended for use, in connection with the real property (the "Real Estate") commonly known as 640 Ellicott Street, Buffalo, New York, 14203, together with any renewals, replacements, or additions thereto or substitutions therefor, as well as all proceeds thereof, whether now or hereafter existing, including, without limitation the following (collectively, the "Personal Property"): A. Equipment, Plans, etc.: All of the Debtor's interest in and to all Fixtures, materials, supplies, contract rights, Documents, Instruments, Chattel Paper, plans and specifications, reports, studies, professional or technical work product, shop drawings, survey, soil studies, permits, licenses, approvals, warranties, and General Intangibles, located at, arising from, relating to, or used in connection with the Real Estate; B. Proceeds: All proceeds (including, without limitation, insurance and condemnation proceeds) as well as all interest earned thereon, paid for any damage done to the Real Estate, or any part thereof, or for any portion thereof appropriated or otherwise taken by an governmental authority, agency, or entity,

5. ALTERNATIVE DESIGNATION [if applicable]:	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable] (ADDITIONAL FEE)		All Debtors Debtor 1 Debtor 2			
8. OPTIONAL FILER REFERENCE DATA						

NEW YORK SECRETARY OF STATE

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

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FILING NUMBER: 200803200207218

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**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT**

9a. ORGANIZATION'S NAME 640 ELLICOTT STREET, LLC			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names**

11a. ORGANIZATION'S NAME					
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

ADD'L INFO RE  
ORGANIZATION  
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

**12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)**

12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

640 Ellicott Street  
Buffalo, New York 14203

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

C. Rents and Contracts: All of the Debtor's right, title and interest in and to all leases or other agreements for the use or occupancy of all or any portion of the Real Estate and all rents, security deposits, guarantees, and other proceeds and benefits of such leases and other agreements, as well as any sales contracts (including any deposit funds paid thereunder), in each case relating to or arising from the Real Estate; D. Records and Goodwill: All trademarks, telephone numbers, goodwill, general intangibles, and other similar property as well as all records and books of account, in each case relating to the Debtor's ownership or operation of the Real Estate. All capitalized terms in the foregoing subparagraphs shall have the same meanings as defined in the Uniform Commercial Code.

17. Check only if applicable and check only one box.Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate18. Check only if applicable and check only one box.☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 years