

any amendment or supplement hereto or any other agreement between Secured Party and Debtor;

(f) all accessions to, substitutions for and all replacements, products and cash and non-cash proceeds of (a), (b), (c) and (d) above, including, without limitation, proceeds of and unearned premiums with respect to insurance policies insuring any of the collateral set forth above; and

(g) all books and records (including, without limitation, customer lists, credit files, computer programs, print-outs, and other computer materials and records) of Debtor pertaining to any of (a), (b), (c), (d) or (e) above.

NATIONAL RECORD MART, INC.

SHAWMUT CAPITAL CORPORATION

By:

Theresa Caruso

Sr VP/CFO

(Title)

By: _____

(Title)