

In re Dairy Mart Convenience Stores, Inc., et al.,	Case No.: 01-42400(AJG) Chapter 11
Debtors.	

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of the filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

HUSBAND, WIFE, JOINT OR COMMUNITY		C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
C R E D I T O R S N A M E A N D M A I L I N G A D D R E S S I N C L U D I N G Z I P C O D E	V A L U E \$								
ACCOUNT NO.	Refer to Exhibit D							\$ 55,225,561	Unknown
VALUE \$									
ACCOUNT NO.									
VALUE \$									
ACCOUNT NO.									
VALUE \$									
ACCOUNT NO.									
VALUE \$									

	Subtotal ▶	\$ 55,225,561
0 Continuation sheets attached	(Total of this page)	\$ 55,225,561
	Total ▶	\$ 55,225,561

(Report total also on Summary of Schedules)

**Exhibit D - Creditors Holding Secured Claims**

Name and Address and Account Numbers	Codebtors	Date Claim was incurred	Nature of Lien	Description of Property	Market value of Property (a)	Contingent	Unliquidated	Disputed	Amount of Claim	Unsecured Portion, if any
Advanta Business Services 1020 Laurel Oak Road PO Box 1228 Voorhees, NJ 08043		11/23/1998	Capital lease Equipment	Exercare Fitness equipment			x		\$ 14,612	Unknown
Coca-Cola Financial Corporation One Coca-Cola Plaza, NW Atlanta, GA 30313		8/11/1999	Purchase & Security Interest	Store Equipment - Coke Fountain			x		\$ 176,903	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		5/18/1999	Mortgage	Real Estate			x		\$ 736,354	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		8/31/1999	Mortgage	Real Estate			x		\$ 676,056	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		10/26/1999	Mortgage	Real Estate			x		\$ 736,031	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		8/26/1999	Mortgage	Real Estate			x		\$ 598,792	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		12/8/1999	Mortgage	Real Estate			x		\$ 703,703	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		12/30/1999	Mortgage	Real Estate			x		\$ 717,342	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		1/25/2000	Mortgage	Real Estate			x		\$ 682,773	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		9/26/2000	Mortgage	Real Estate			x		\$ 675,822	Unknown
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		8/15/2000	Mortgage	Real Estate			x		\$ 738,993	Unknown

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Name and Address and Account Numbers	Codebtors	Date Claim was Incurred	Nature of Lien	Description of Property	Market value of Property (a)	Contingent	Unliquidated	Disputed	Amount of Claim	Unsecured Portion, if any
FFCA Capital Holding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255		6/2/2000	Mortgage	Real Estate			x		\$ 783,977	Unknown
Finova Capital Corp PO Box 2209 Phoenix, AZ 85002		2/1/1999	Capital lease	Store Equipment			x		\$ 1,362,075	Unknown
Finova Capital Corp PO Box 2209 Phoenix, AZ 85002		9/29/1999	Capital lease	Store Equipment			x		\$ 825,653	Unknown
Finova Capital Corp PO Box 2209 Phoenix, AZ 85002		9/29/1999	Capital lease	Store Equipment			x		\$ 138,442	Unknown
Heller Financial Inc. 500 W Monroe St Chicago IL 60661 Master Lease Agreement 196-0113		10/1/1999	Synthetic lease	Store Equipment			x		\$ 1,311,831	Unknown
Heller Financial Inc. 500 W Monroe St Chicago IL 60661 Master Lease Agreement 196-0113		11/1/1999	Synthetic lease	Store Equipment			x		\$ 1,507,137	Unknown
Heller Financial Inc. 500 W Monroe St Chicago IL 60661 Master Lease Agreement 196-0113		1/1/2000	Synthetic lease	Store Equipment			x		\$ 363,824	Unknown
Heller Financial Inc. 500 W Monroe St Chicago IL 60661 Master Lease Agreement 196-0113		1/1/2000	Capital lease	Store Equipment			x		\$ 75,001	Unknown
Heller Financial Inc. 500 W Monroe St Chicago IL 60661 Master Lease Agreement 196-0113		1/1/2000	Capital lease	Store Equipment			x		\$ 1,645,232	Unknown
Heller Financial Inc. 500 W Monroe St Chicago IL 60661 Master Lease Agreement 196-0113		2/1/2000	Capital lease	Store Equipment			x		\$ 1,383,484	Unknown
National City Leasing Corp Attn:Sherry Jessnes 8th Fl 101 S Fifth St. Louisville, KY 402		1/18/2000	Capital lease	Store Equipment			x		\$ 328,150	Unknown

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National City Leasing Corp Attn:Sherry Jessnes 8th Fl 101 S Fifth St. Louisville, KY 402		1/18/2000	Capital lease	Store Equipment			x		\$ 1,472,328	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		4/1/2000	Capital lease	Store Equipment (Sch 11, 12, 15, 16, 17 & 20)			x		\$ 430,790	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		4/1/2000	Capital lease	Store Equipment (Sch 13 & 19)			x		\$ 41,572	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		4/1/2000	Capital lease	Store Equipment (Sch 7, 14 & 18)			x		\$ 434,080	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		8/1/2000	Capital lease	Store Equipment (Sch 24 & 27)			x		\$ 85,078	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		8/1/2000	Capital lease	Store Equipment (Sch 22 & 25)			x		\$ 350,599	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		8/1/2000	Capital lease	Store Equipment (Sch 23 & 26)			x		\$ 300,895	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		9/1/2000	Capital lease	Store Equipment (Sch 28)			x		\$ 99,112	Unknown
Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		9/1/2000	Capital lease	Store Equipment (Sch 29)			x		\$ 27,956	Unknown

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Petroleum Capital Inc Attn: Robin Hein 16100 SW 72nd Ave Portland OR 97224-7745		9/1/2000	Capital lease Equipment Purchase & Security Interest	Store Equipment (Sch 30)			x		\$ 112,325	Unknown
Procter & Gamble Distributing Co. 2 Procter & Gamble Plaza Cincinnati, OH 45202		5/12/1999	Equipment Purchase & Security Interest	Store Equipment - Coffee			x		\$ 431,215	Unknown
Procter & Gamble Distributing Co. 2 Procter & Gamble Plaza Cincinnati, OH 45202		12/18/2000	Equipment Purchase & Security Interest	Store Equipment - Freezers			x		\$ 161,887	Unknown
Provident Commercial Group Inc One East Fourth Street Cincinnati OH 45202		7/28/2000	Capital lease	Store Equipment			x		\$ 782,156	Unknown
Provident Commercial Group Inc One East Fourth Street Cincinnati OH 45202		7/28/2000	Capital lease	Store Equipment			x		\$ 254,403	Unknown
Provident Commercial Group Inc One East Fourth Street Cincinnati OH 45202		7/28/2000	Capital lease	Store Equipment			x		\$ 392,007	Unknown
Citizens Bank 10 Sockanosset Crossroads Cranston, RI 02920			Revolving Debt Facility (b)				(c)		21,166,973	Unknown
National City Bank 1 Cascade Plaza Akron, OH 44308			Revolving Debt Facility (b)				(c)		7,500,000	Unknown
Provident Bank 75 East Market Street, Suite 240 Akron, OH 44308			Revolving Debt Facility (b)				(c)		5,000,000	Unknown
<b>Total</b>									<b>\$ 55,225,561</b>	<b>Unknown</b>

**Note:**

- (a) Market values of assets are unknown at this time, and amounts of secured claims are listed as face amount of claims. The Company reserves all rights to adjust amounts of secured claims and unsecured portions based on value of the relevant property.
- (b) Balances include amounts for letters of credit.
- (c) Lender repaid post petition from proceeds of DIP loan(s).