

EXHIBIT B.3

SEPARATE SERIES AGREEMENT LCY LLC - Series Automobiles

THIS SEPARATE SERIES AGREEMENT, dated as of *October 10th 2008* (this "Separate Series Agreement"), is entered into by and between **MICHAEL R. MASTRO and LINDA A MASTRO**, as **Managers**, and **THE LCY TRUST** as **Member**, associated with the newly created Series identified below (the "New Series") of the Company. Capitalized terms used herein and not otherwise defined are used as defined in the Limited Liability Company Agreement of the Company, dated and effective as of *October 10th 2008* (as amended from time to time, the "LLC Agreement").

RECITALS

WHEREAS, the parties hereto have heretofore formed a limited liability company pursuant to the Delaware Limited Liability Company Act by filing a Certificate of Formation of the Company with the office of the Secretary of the State of Delaware and by entering into the LLC Agreement; and

WHEREAS, it is intended by the parties hereto to create a separate Series with respect to certain Property. The purpose of this Series shall be limited to holding **automobiles**.

WHEREAS, it is intended by the parties hereto that the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to the New Series and Separate Property be enforceable against the assets of the New Series and Separate Property only, and not against the assets of the Company generally or any other series thereof; and

NOW THEREFORE, in consideration of the mutual promises and obligations contained herein, the parties, intending to be legally bound, hereby agree as follows:

1. New Series. In accordance with Section 2.1 of the LLC Agreement, the Manager hereby creates this Series, which shall be a "Series" for purposes of the LLC Agreement. This Series shall hold **automobiles** commonly known as **2008 Rolls Royce** VIN# SCA2D68578UX16180, **2007 Bentley** VIN# SCBDR33W77C043500, and **2006 Range Rover** VIN# SALMF13456A222551.

2. Name of New Series. The name of the New Series created by this Separate Series Agreement shall be: **Automobiles**.

3. Agreement to be Bound. Each of the undersigned agrees to be bound by the terms and provisions of the LLC Agreement.

4. Headings. The headings in this Separate Series Agreement are included for the convenience and identification only and are in no way intended to describe, interpret, define or limit the scope, extent, or intent of this Separate Series Agreement or any provision hereof.

EXHIBIT P

5. Severability. The invalidity or unenforceability of any particular provision of this Separate Series Agreement shall not affect the other provisions hereof, and this Separate Series Agreement shall be construed in all respects as if such invalid or unenforceable provision was omitted.

6. Integration. This Separate Series Agreement and the LLC Agreement constitute the entire agreement among the parties hereto pertaining to the subject matter hereof and supersede all prior agreements and understandings pertaining thereto.

7. Counterparts. This Separate Series Agreement may be executed in any number of counterparts with the same effect as if all parties had signed the same document. All counterparts shall be construed together and shall constitute one instrument.

8. Governing Law. This Separate Series Agreement and the rights of the parties hereunder shall be interpreted in accordance with the laws of the State of Delaware, and all rights and remedies shall be governed by such laws without regard to principles of conflict of laws.

9. Managers. The names and addresses of the Manager(s) of this Series are:

MICHAEL R. MASTRO and LINDA A. MASTRO
3435 Evergreen Point Rd, Medina, Washington 98039

10. Members. The member of this series shall be as designated below with the following number of voting units, a share of the one hundred (100) authorized to this Series. The series units represent interests only in the series and not in LCY LLC Majority controls all decisions.

The LCY Trust
100% One Hundred (100) Units

IN WITNESS WHEREOF, the parties hereto have executed, setting their hands and seals to this Separate Series Agreement.

DATED this 10th day of October, 2008.


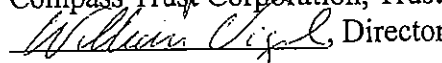
**MANAGERS ASSOCIATED WITH
SERIES:**

By: 
Michael R. Mastro

By: 
Linda A. Mastro

**MEMBER ASSOCIATED WITH
SERIES:**

The LCY Trust

By: 
Compass Trust Corporation, Trustee
, Director