

UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1
IMPORTANT - Read instructions on back before filling out form.

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

1. DEBTOR (IF ANY) LEGAL BUSINESS NAME INDIVIDUAL (LAST NAME FIRST) WILLIAMS, DAVID A.		1A. SOCIAL SECURITY OR FEDERAL TAX NO.
1B. MAILING ADDRESS 423 Becado Drive	1C. CITY, STATE Fremont, CA	1D. ZIP CODE 94539
1E. RESIDENCE ADDRESS	1F. CITY, STATE	1G. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY) LEGAL BUSINESS NAME INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.
2B. MAILING ADDRESS	2C. CITY, STATE	2D. ZIP CODE
2E. RESIDENCE ADDRESS	2F. CITY, STATE	2G. ZIP CODE

3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY NAME NEVADA NATIONAL BANK		4A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.
MAILING ADDRESS P.O. Box 11500	CITY Reno STATE NV ZIP CODE 89550	94-15
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		5A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.

6. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be growing and name of record owner of such real estate, if fixtures, include description of real property to which affixed and name of record owner of such real estate, if oil, gas or minerals, include description of real property from which to be extracted).

The collateral consists of all personal property and fixtures described in Exhibit "A" attached hereto, located or to be located upon the real property described in Exhibit "B" attached hereto and by this reference made a part hereof.

TO BE FILED FOR RECORD IN
THE REAL PROPERTY RECORDS

6A. _____
SIGNATURE OF RECORD OWNER

6B. _____
(TYPE) RECORD OWNER OF REAL PROPERTY

6C. \$ _____
MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)

7. Check if Applicable

A <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B <input type="checkbox"/> Products of collateral are also covered	C <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected <small>(Debtor's Signature Not Required)</small>	D <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction <small>(Debtor's Signature Not Required)</small>
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8. Check if Applicable

DEBTOR IS A TRANSMITTING UTILITY IN ACCORDANCE WITH NRS 704.205 AND NRS 104.9403

9. (Date) _____ 19____

By: *David A. Williams*
SIGNATURE(S) OF DEBTOR(S) (TITLE)
David A. Williams

By: _____
SIGNATURE(S) OF SECURED PARTY(S) (TITLE)
Joe - 43551 MCH

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

06724

179058

588 PAGE 4222

10. Return Copy to

NAME Nevada National Bank
ADDRESS P.O. Box 11500
CITY, STATE Reno, NV 89550
AND ZIP

THIS SPACE FOR USE OF FILING OFFICER

EXHIBIT "A"

The collateral consists of all personal property and improvements (collectively "Improvements"), now located or hereafter to be constructed upon the real property ("the Land") described in Exhibit "B" and other Personal Property, including, but not limited to:

1. All right, title and interest of Debtor in all equipment, machinery, fixtures, chattels, furniture, furnishings, and other articles of tangible personal property, and any additions to, substitutions for, changes in or replacements of the whole or any part thereof now or at any time hereafter affixed to, attached to, placed upon or used in any way in connection with the use, enjoyment, occupancy or operation of the Land and Improvements or any portion thereof, including all building materials and equipment now or hereafter delivered to the Land and Improvements and intended to be installed in or about the same, and all inventory, accounts, accounts receivable, contract rights, development and use rights, utility deposits, water rights and any rights to receive water, governmental approvals, permits, licenses, applications, architectural and engineering plans, specifications and drawings, architectural, engineering and construction contracts, chattel paper, instruments, documents, notes, drafts and letters of credit arising from or related to the Land and Improvements and any business conducted thereon by Debtor and any other intangible personal property and rights relating to the Land and Improvements or any part thereof or to the operation thereof or used in connection therewith, including, without limitation, tradenames and trademarks, (collectively "Personal Property", including the items in the next paragraphs).

2. All of Debtor's right, title and interest to all proceeds (including claims or demands thereto) from the conversion, voluntary or involuntary, of any of the Land, Improvements or Personal Property into cash or liquidated claims, including, without limitation, proceeds of all present and future fire, hazard or casualty insurance policies and all condemnation awards or payments in lieu thereof made by any public body or decree by any court of competent jurisdiction for taking or for degradation of the value in any condemnation or eminent domain proceeding, and all causes of action and the proceeds thereof of all types for any damage or injury to the Land, Improvements or Personal Property or any part thereof, including, without limitation, causes of action arising in tort or contract and causes of action for fraud or concealment of a material fact, and all proceeds from the sale of the Land and/or Improvements.

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3. All right, title and interest of Debtor in and to (i) all leases, rental agreements and other contracts and agreements relating to use and possession (collectively "Leases") of any of the Land or Improvements, and (ii) the rents, issues, profits and proceeds therefrom together with all guarantees thereof and all deposits (to the full extent permitted by law) and other security therefor.

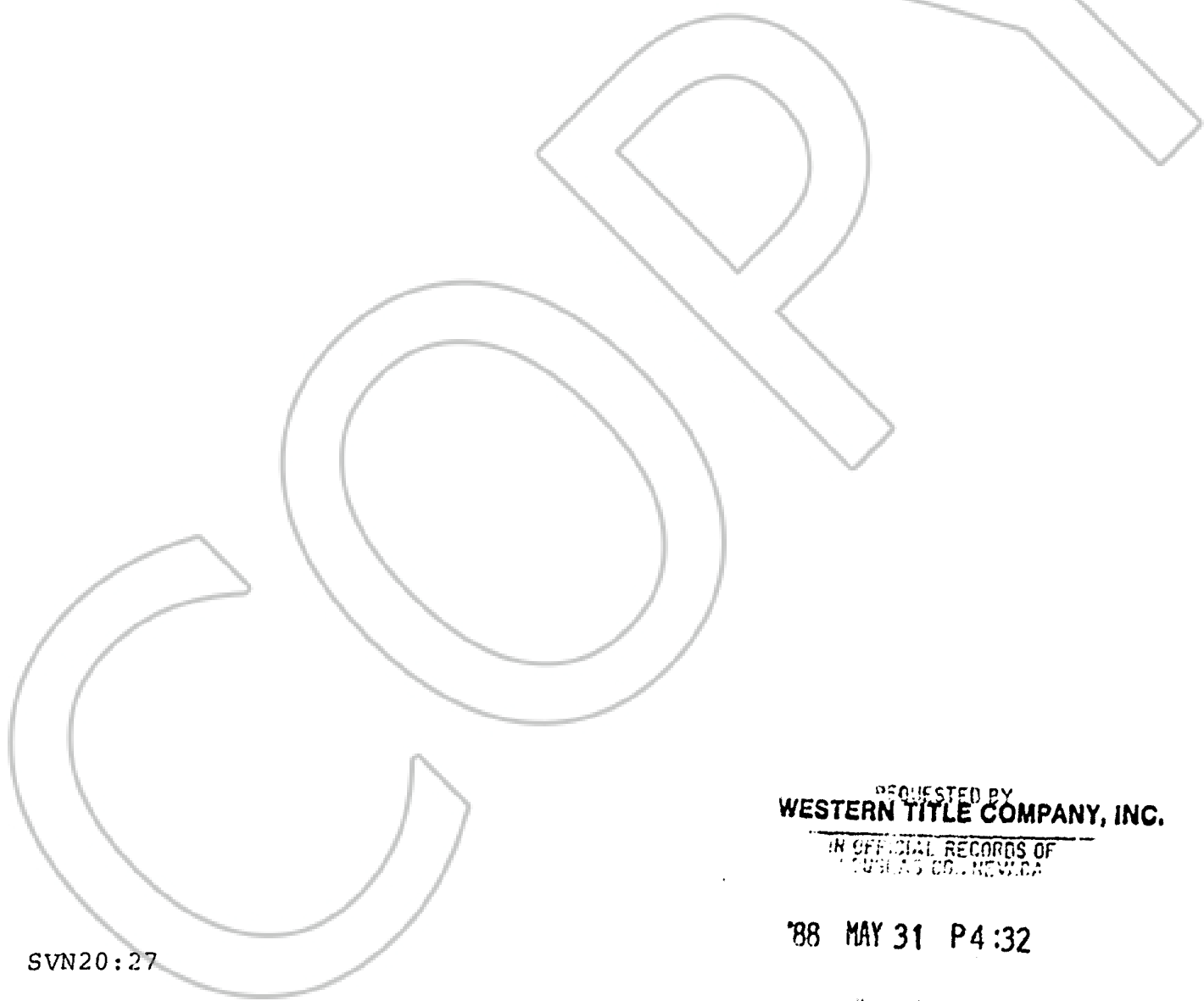
COPY

EXHIBIT "B"

All those certain lots, pieces or parcels of land situate in the County of Douglas, State of Nevada, described as follows:

Those parcels of land situate in and being a portion of the Northeast 1/4 of the Northeast 1/4 of Section 11, Township 12 North, Range 20 East, M.D.B.&M., Douglas County, Nevada, more particularly described as follows:

Parcels 2-A and 2-B as set forth on that certain Parcel Map for James Toreson, filed for record in the office of the County Recorder of Douglas County, Nevada, on December 8, 1982, Page 420, Document No. 73787, and by certificate of amendment recorded February 25, 1983, in Book 283, Page 1908, as Document No. 76481.



SVN20:27

REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'88 MAY 31 P4:32

Hale, Lane, Peek, Dennison and Howard
Attorneys and Counsellors at Law
Reno, Nevada

JEANNE BEAUGREAU
RECORDER

179058

See PAID *[Signature]* DEPUTY

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