UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

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

IMPORTANT: Read instructions on back before filling out form.		Receipt No	
1. DEBTOR (ONE NAME ONLY) CL LEGAL BUSINESS NAME CL INDIVIDUAL (LAST NAME FIRST) WILLIAMS, DAVID A.		1A. SOCIAL SECURITY OR	FEDERAL TAX NO.
18. MAILING ADDRESS 1231 Quail Ridge Road 16. RESIDENCE ADDRESS	Gardnerville, 1F. CITY, STATE	Nevada .	10. ZIP CODE . 89410 10. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY)		2A. SOCIAL SECURITY OR	FEDERAL TAX NO.
B. MAILING ADDRESS	2C. CITY, STATE	1/	20. ZIP CODE
E. RESIDENCE ADDRESS	2F. CITY, STATE		2G. ZIP CODE
ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
NAME U.S. BANK OF NEVADA MAILING ADDRESS 200 South Virginia Street, P.O. I CITY Reno STATE Nevada A ASSIGNEE OF SECURED PARTY (IF ANY)	Box 171 zip code 89501-0	4A. SOCIAL SECURITY NO OR BANK TRANSIT AN 171 5A. SOCIAL SECURITY NO	ID A.B.A. NO.
NAME MAILING ADDRESS	<)	OR BANK TRANSIT AN	IO A.B.A. NO.
CITY STATE This FINANCING STATEMENT covers the following types or items of property (if crops or timbe owner of such real estate; if fixtures, include description of real property to which affixed or description of real property from which to be extracted).	er, include description of real propert to be affixed and name of record or	y on which growing or to be growing or t	ng and name of record is or minerals, include
6A. SIGNATURE OF RECORD OWNER 6B	TO BE F. THE REA	LLED FOR RECORD L PROPERTY RECOR	DS
if Applicable also covered covered was	eeds of above described original teral in which a security interest perfected (Deblor's Signature Required)	D. Collateral was brought to security interest in (Debtor's Signature Not	another jurisdiction
Check if Applicable DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NF	RS 704.205 AND NRS 104.9403.		
By Laid A. Williams	y 6 ₁₉ 93	This Space for Use of Filing O Number and Filing Officer)	fficer: (Date, Time, File
SIGNATURE(S) OF DEBTOR(S) DAVID A. WILLIAMS TYPE NAME(S) SIGNATURE(S) OF SECURED PARTY(IES) KUCH INDEX TYPE NAME(S) Return Copy to:	lent (IIILE)	076	312501
U.S. Bank of Nevada DORESS Commercial Services Group	Trust Account		

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 Property") described in Exhibit "B" and other Personal Property, including, but not limited to:

- (a) All buildings and other improvements hereafter located on the Property, all water and water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), pumps and pumping stations used in connection therewith and all shares of stock evidencing the same, all machinery, equipment, appliances, furnishings, inventory, fixtures, and other property used or useable in connection with the Property and the improvements thereon, including, but not limited to, all storage tanks and pipelines, all gas, electric, heating, cooling, refrigeration conditioning, and plumbing fixtures and equipment, which have been or may hereafter be attached or affixed in any manner to any building now or hereafter on the Property (the "Improvements");
- (b) All the rights, rights of way, easements, licenses, profits, privileges, tenements, hereditaments and appurtenances, now or hereafter in any way appertaining and belonging to or used in connection with the Property and/or the Improvements, and any part thereof or as a means of access thereto, including, but not limited to, any claim at law or in equity, and any after acquired title and reversion in or to each and every part of all streets, roads, highways and alleys adjacent to and adjoining the same;
- (c) All rentals, earnings, income, accounts, accounts receivable, deposits, security deposits, receipts, royalties, revenues, issues and profits which may accrue from the Property and/or the Improvements and any part thereof;
- (d) All deposits made with or other security given to utility companies by Debtor with respect to the Property and/or the Improvements, and all advance payments of insurance premiums made by Debtor with respect thereto and claims or demands relating to insurance;
- (e) All existing and future goods and tangible personal property located on the Property or wherever located now owned or hereafter acquired by Debtor and used or-useable in connection with the use, operation or occupancy of the Property or in construction of the Improvements, including, but not limited to, all appliances, furniture and furnishings, fittings, materials, supplies, equipment

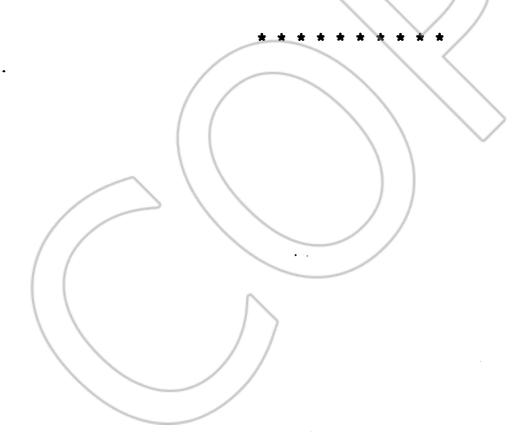
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Hale, Lane, Peek, Dennison and Howard Attorneys and Counsellors at Law Reno, Nevada (702) 786-7900 and fixtures, and all building material, supplies, and equipment now or hereafter delivered to the Property and installed or used or intended to be installed or used therein; and all renewals or replacements thereof or articles in substitution thereof;

- (f) All general intangibles relating to design, development, operation, management and use of the Property and construction of the Improvements, including, but not limited to, (i) all names under which or by which the Property or the Improvements may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all goodwill in any way relating to the Property, (ii) all permits, licenses, authorizations, variances, land use entitlements, approvals and consents issued or obtained in connection with the construction of the Improvements, (iii) all permits, licenses, approvals, consents, authorizations, franchises and agreements issued or obtained in connection with the use, occupancy or operation of the Property, (iv) all materials prepared for filing or filed with any governmental agency, and (v) all of Debtor's rights, under any contract in connection with the development, design, use, operation, management and construction of the Property;
- (g) All construction, service, engineering, consulting, leasing, architectural and other similar contracts of any nature (including, without limitation, those of any general contractors and subcontractors), as such may be modified, amended or supplemented from time to time, concerning the design, construction, management, operation, occupancy, use, and/or disposition of any portion of or all of the Property;
- (h) All architectural drawings, plans, specifications, soil tests, feasibility studies, appraisals, engineering reports and similar materials relating to any portion of or all of the Property;
- (i) All payment and performance bonds or guarantees and any and all modifications and extensions thereof relating to the Property;
- (j) All reserves, deferred payments, deposits, refunds, cost savings and payments of any kind relating to the construction, design, development, operation, occupancy, use and disposition of any portion of or all of the Property;
- (k) To the extent permitted to be assigned by Debtor, all proceeds of any commitment by any lender to extend permanent or additional construction financing to Debtor relating to the Property;

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- (1) All proceeds and claims arising on account of any damage to or taking of the Property or any part thereof, and all causes of action and recoveries for any loss or diminution in the value of the Property;
- (m) All policies of, and proceeds resulting from insurance relating to the Property or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;
- (n) All shares of stock or other evidence of ownership of any part of the Property that is owned by Debtor in common with others, including all water stock relating to the Property, if any, and all documents or rights of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Property;
- (o) All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the estate of Debtor upon the Property now or hereafter existing thereon;
- (p) All sales contracts, escrow agreements and broker's agreements concerning the sale of any or all of the Property;



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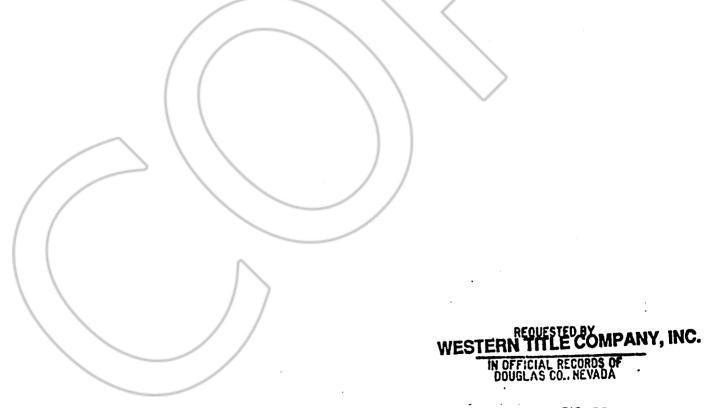
EXHIBIT "B"

LEGAL DESCRIPTION

All that certain lot, piece or parcel of land situate in the County of Douglas, State of Nevada, described as follows:

Parcel 2-B-B, as shown on that Parcel Map for DAVID A. WILLIAMS, filed for record on June 18, 1993, as Document No. 310099.

A Portion of A.P.N. 23-300-13.



SVN\87400053\LEGAL

312501 Reno, Nevada

Hale, Lane, Peek, Dennison and Howard Attorneys and Counsellors at Law (702) 786-7900

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SUZANNE BEAUCREAU PECORDER DEPUTY

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