

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.

FFLB Loan No. 01-10128960

1. DEBTOR (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input checked="" type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Fleming, Alan		1A. SOCIAL SECURITY OR FEDERAL TAX NO. [REDACTED] 8641
1B. MAILING ADDRESS P.O. Box 6868	1C. CITY, STATE Incline Village, Nevada	1D. ZIP CODE 89450
1E. RESIDENCE ADDRESS 501 Lakeshore Boulevard #47	1F. CITY, STATE Incline Village, Nevada	1G. ZIP CODE 89451
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) Fleming, Scott P., Trustee for The Scott P. Fleming <input type="checkbox"/> LEGAL BUSINESS NAME <input checked="" type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) 1994 Inter Vivos Trust dated April 8, 1994		2A. SOCIAL SECURITY OR FEDERAL TAX NO. [REDACTED] 8640
2B. MAILING ADDRESS 4392 Mansfield Drive	2C. CITY, STATE Danville, California	2D. ZIP CODE 94506
2E. RESIDENCE ADDRESS 4392 Mansfield Drive	2F. CITY, STATE Danville, California	2G. ZIP CODE 94506

3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY NAME First Federal Lincoln Bank MAILING ADDRESS c/o Income Property Loan Servicing CITY Lincoln STATE NE ZIP CODE 68501-3009	4A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. A.B.A. No 304971987
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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.
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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 or to be 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).
 All of Debtor's right, title and interest in and to that personal property ("Collateral") described in Exhibit "A" attached hereto and incorporated herein by this reference, located on that certain real property described in Exhibit "B" attached hereto and incorporated herein by this referenced (the "Property").

6A. _____ SIGNATURE OF RECORD OWNER


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

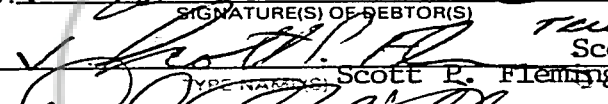
6C. \$ _____ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)

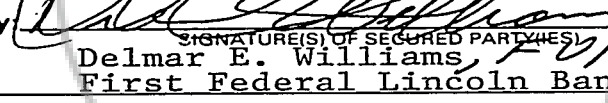
7. Check <input checked="" type="checkbox"/> if Applicable	A <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B <input checked="" type="checkbox"/> Products of collateral are also covered	C <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected (Debtors Signature Not Required)	D <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (Debtors Signature Not Required)
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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) July 17 1997

By:  Alan Fleming (TITLE)

By:  Scott P. Fleming, Trustee for The Scott P. Fleming 1994 Inter Vivos Trust dated April 18, 1994 (TITLE)

By:  Delmar E. Williams, FVP on behalf of First Federal Lincoln Bank (TITLE)

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

08294

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10. Return Copy to

NAME First Federal Lincoln Bank
 ADDRESS c/o Income Property Loan Servicing
 CITY, STATE AND ZIP P.O. Box 83009 Lincoln, NE 68501-3009
 (STEWART TITLE OF DOUGLAS COUNTY
 1650 N Lucerne, Minden, Nv 89423)

(1) FILING OFFICER COPY-ALPHABETICAL

THIS SPACE FOR USE OF FILING OFFICER

EXHIBIT "A"
TO FINANCING STATEMENT

(a) All of Debtor's fixtures and articles of property now or hereafter attached to, or used or adapted for use in the ownership, development, operation, or maintenance of the property described on Exhibit "B" hereto (the "Property") (whether such items be leased, be owned absolutely or subject to any title retaining or security instrument, or be otherwise used or possessed), including without limitation all heating, cooling, air-conditioning, ventilating, refrigerating, plumbing, generating, power, lighting, laundry, maintenance, incinerating, lifting, cleaning, fire prevention and extinguishing, security and access control, cooking, gas, electric and communication fixtures, equipment and apparatus, all engines, motors, conduits, pipes, pumps, tanks, ducts, compressors, boilers, water heaters and furnaces, all ranges, stoves, disposers, refrigerators and other appliances, all escalators and elevators, baths, sinks, all cabinets, partitions, mantels, built-in mirrors, window shades, blinds, screens, awnings, storm doors, window and sash, all carpeting, underpadding, floor coverings, paneling, and draperies, all furnishings of public spaces, halls and lobbies, and all shrubbery and plants, including any replacements thereof or additions thereto; all of which items shall be deemed part of the Property and not severable wholly or in part without material injury to the freehold;

(b) All of the rents, revenues, issues, profits and income of the Property, and all right, title and interest of Debtor in and to all present and future leases and other agreements for the occupancy or use of all or any part of the Property, and all right, title, interest of Debtor thereunder, including without limitation all cash or security deposits, lease guaranties, advance rentals and deposits or payments of similar nature;

(c) All of Debtor's right, title and interest in all intangible personal property used or useful in connection with the ownership, development, operation or maintenance of the Property, including without limitation, all permits, licenses and franchises with respect to the Property, the exclusive right to use of any trade names, all contract rights (including, but not limited to, architectural, engineering, and management agreements), all accounts receivable, leases and rental agreements, escrow accounts, insurance policies, deposits (including, but not limited to, tenant deposits), instruments, documents of title, general intangibles, and business records pertaining to the Property;

(d) All of Debtor's right, title and interest in materials, supplies, and other goods, collectively referred to as "materials" now owned or hereafter acquired, wherever located, whether in the possession of the Debtor, warehousemen, bailee, or any person, purchased for use in the construction or furnishing of improvements on the said Property together with any documents covering such materials, all contract rights and general intangibles relating to such materials, and proceeds of such materials, documents, contract rights and general intangibles;

(e) All of Debtor's right, title and interest in all site plans, plats, architectural plans, specifications, work drawings, surveys, engineering reports, test borings, market surveys, and other work products relating to the development of the Property;

(f) All proceeds (including claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards.

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EXHIBIT "B"
TO FINANCING STATEMENT

(Legal Description)

The land referred to herein is situated in the State of Nevada, County of Douglas, described as follows:

A parcel of land, located in the Northeast 1/4 Southeast 1/4 of Section 32, T.13N., R.20E., M.D.B.&M., in the Town of Gardnerville, Douglas County, Nevada, more particularly described as follows:

Commencing at the east quarter corner of said Section 32, proceed South 86 degrees 55'22" West, a distance of 1,271.84 feet, to the intersection of the South side of Cemetery Lane and the Southwesterly right-of-way line of Nevada State Highway, U.S. 395; thence South 44 degrees 54 East, 448.99 feet, along said highway right-of-way line, to the TRUE POINT OF BEGINNING, which is the most Northerly corner of the parcel; thence continue South 44 degrees 54' East, 134.47 feet, along said right-of-way line, to the most Easterly corner of the parcel; thence South 45 degrees 06' West, 191.00 feet, to a point; thence North 44 degrees 54' West, 21.00 feet, to a point; thence North 89 degrees 38'30" West, 159.61 feet, along the Northerly boundary of the Yparriquirre property, to a point; thence North 45 degrees 06' East, 303.35 feet, to the TRUE POINT OF BEGINNING.

which has a property address of 1512 U.S. Highway 395, Gardnerville, Nevada.

flemucc.doc/lmh

REQUESTED BY
Stewart Title of Douglas County
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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LINDA SLATER
RECORDER
\$19.00 PAID *[Signature]* DEPUTY