

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) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME MORGAN TIRE & AUTO, INC. <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		1A. SOCIAL SECURITY OR FEDERAL TAX NO. 59-3049617
1B. MAILING ADDRESS 2021 Sunnysdale Blvd.	1C. CITY, STATE Clearwater, Florida	1D. ZIP CODE 34625
1E. RESIDENCE ADDRESS	1F. CITY, STATE	1G. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME DON OLSON TIRE & AUTO CENTERS <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO. 59-3049617
2B. MAILING ADDRESS 2021 Sunnysdale Blvd.	2C. CITY, STATE Clearwater, Florida	2D. ZIP CODE 34625
2E. RESIDENCE ADDRESS	2F. CITY, STATE	2G. ZIP CODE
3. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET		
4. SECURED PARTY NAME NationsBank, National Association MAILING ADDRESS Agency Services, NC1-001-15-04 CITY Independence Center, 15th Floor Charlotte, STATE North Carolina ZIP CODE 28255		4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.
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 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).
 (Douglas Cty.)

See Exhibit A attached hereto and incorporated herein by reference.

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 <input checked="" type="checkbox"/>	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 (Debtor's Signature Not Required)	D. <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (Debtor's 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. MORGAN TIRE & AUTO, INC. (Date) 3/30 1998
 DON OLSON TIRE & AUTO CENTERS
 By [Signature] (SIGNATURE(S) OF DEBTOR(S)) Larry C. Morgan (TITLE)
 Larry C. Morgan (TYPE NAME(S))
 NATIONSBANK, NATIONAL ASSOCIATION
 By [Signature] (SIGNATURE(S) OF SECURED PARTY(IES)) _____ (TITLE)
 James E. Harden, Jr. (TYPE NAME(S))

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

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10. **Return Copy to:**

NAME Terry Witcher, Paralegal	Trust Account Number (If Applicable)
ADDRESS Smith Helms Mulliss & Moore, L.L.P.	
CITY, STATE AND ZIP 201 North Tryon Street Charlotte, NC 28202	

WHITE—Alphabetical; PINK—Acknowledgement; GREEN—Secured Party; BLUE—Debtor.

**EXHIBIT A
TO FINANCING STATEMENT**

SECURED PARTY:

NATIONSBANK, NATIONAL ASSOCIATION

DEBTOR:

**Morgan Tire & Auto, Inc., d/b/a
Don Olson Tire & Auto Centers**

The Financing Statement covers the following types or items of property of Debtor, whether now existing or hereafter arising:

- (A) All accounts, accounts receivable, notes, bills, acceptances, choses in action, chattel paper, instruments, documents, and other forms of obligations at any time owing to Debtor, the proceeds thereof and all of Debtor's rights with respect to any goods represented thereby, whether or not delivered, goods returned by customers and all rights as an unpaid vendor or lienor, including rights of stoppage in transit and of recovering possession by proceedings including replevin and reclamation, together with all customer lists, books and records, ledger and account cards, computer tapes, software, disks, printouts and records, whether now in existence or hereafter created, relating thereto (collectively referred to hereinafter as "Accounts");
- (B) All goods of Debtor, including without limitation, all machinery, equipment, computers, motor vehicles, parts, supplies, apparatus, appliances, tools, patterns, molds, dies, blueprints, fittings, furniture, furnishings, fixtures and articles of tangible personal property of every description now or hereafter owned by Debtor or in which Debtor may have or may hereafter acquire any interest (collectively referred to hereinafter as "Equipment");
- (C) All general intangibles of Debtor, now existing or hereafter owned or acquired or arising or in which Debtor now has or hereafter acquires any rights, including but not limited to causes of action, corporate or business records, inventions, designs, patents, patent applications, trademarks, trademark registrations and applications therefor, goodwill, trade names (including all rights to the names "Morgan Tire & Auto, Inc.", "Don Olson Tire & Auto Centers", "Hibdon Tire Centers", "America's Discount Tire" and "Hibdon's Discount Tire and Alignment"), trade secrets, trade processes, service marks, copyrights, copyright registrations and applications therefor, licenses, permits, franchises, customer lists, computer programs, proprietary software, all claims under guaranties, tax refund claims, rights and claims against carriers and shippers, leases, claims under insurance policies, all rights to indemnification and all other intangible personal property of every kind and nature (collectively referred to hereinafter as "General Intangibles");
- (D) All inventory of Debtor wherever located, including without limitation, all tires, tubes, vehicle parts, wheels, rims, all goods manufactured or acquired for sale or lease, and any piece goods, raw materials, work in process and finished merchandise, findings or component materials, and all supplies, goods, incidentals, office supplies, packaging

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used or consumed in the operation of the business of Debtor or which may contribute to the finished product or to the sale, promotion and shipment thereof, in which Debtor now or at any time hereafter may have an interest, whether or not the same is in transit or in the constructive, actual or exclusive occupancy or possession of Debtor or is held by Debtor or by others for Debtor's account (collectively referred to hereinafter as "Inventory");

- (E) All rights now or hereafter arising of Debtor under all contracts, leases for real or personal property, licenses, agreements or other instruments of every character and description, and all rights of enforcement thereunder (collectively referred to as hereinafter as "Contract Rights") to the extent any such Contract Rights may be assigned without resulting in a violation thereof;
- (F) All monies, certificates of deposit, commercial paper, cash equivalents, account balances, notes, options, interests, and securities (certificated or uncertificated), wheresoever located;
- (G) All motor vehicles, trailers, rolling stock of any kind and all rights under leases of vehicles and equipment;
- (H) All accessions to, substitutions for and all replacements, products and proceeds of the foregoing including, without limitation, proceeds of insurance policies insuring the Collateral (as hereinafter defined); and
- (I) All books and records including without limitation, price lists, mailing lists, customer lists and records, sales order files, promotional literature, art work, signage, telephone numbers, yellow and white page advertisements, personnel records, customer data, credit files, computer programs, printouts, and other computer materials and records of Debtor and all documents pertaining to any of the foregoing.

The Secured Party hereby acknowledges that its security interest in the Inventory (as defined above) will be subordinate to any security interest in specific Inventory granted by Debtor in favor of a supplier or vendor of such specific Inventory.

REQUESTED BY
Smith Helms et al
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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