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REORDER FROM  
Registre, Inc.  
514 PIERCE ST.  
P.O. BOX 218  
ANOKA, MN, 55303  
(612) 421-1713

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# UNIFORM COMMERCIAL CODE — FINANCING STATEMENT CHANGE — FORM N-UCC-2

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

**IMPORTANT:**

Read instructions on back before filling out form.

Receipt No. \_\_\_\_\_

1. File No. of Orig. Financing Statement 07655321444	1A. Date of Filing of Orig. Financing Statement 10/29/93	1B. Date of Orig. Financing Statement 10/15/93	1C. Place of Filing Orig. Financing Statement Douglas County, NV
2. DEBTOR (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Athletic Centers Enterprises, Inc.,		2A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0145398	
2B. MAILING ADDRESS P.O. Box 160		2C. CITY, STATE Carson City, NV	2D. ZIP CODE 89701
3. ADDITIONAL DEBTOR (If Any) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		3A. SOCIAL SECURITY OR FEDERAL TAX NO.	
3B. MAILING ADDRESS		3C. CITY, STATE	3D. ZIP CODE
4. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
5. SECURED PARTY NAME Bank of America National Trust and Savings Association successor by merger to Bank of America Nevada MAILING ADDRESS P.O. Box 98600 CITY Las Vegas STATE NV ZIP CODE 89193-8600		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 1224/94-72	
6. ASSIGNEE OF SECURED PARTY (If Any) NAME MAILING ADDRESS CITY STATE ZIP CODE		6A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
7. A. <input checked="" type="checkbox"/> CONTINUATION—The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas or minerals check here <input type="checkbox"/> and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 8 below. If crops or fixtures, also insert name of record owner of real estate. <b>Effective only if submitted within 6 months prior to expiration date.</b>			
B. <input type="checkbox"/> RELEASE—From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 8 below. <b>Release does not terminate debt.</b>			
C. <input type="checkbox"/> ASSIGNMENT—The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all or part of the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 8 below.			
D. <input type="checkbox"/> TERMINATION—The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.			
E. <input type="checkbox"/> AMENDMENT—The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. Any changes made to Items 2 thru 6 above must be made in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments.)			
8. _____			

THIS SPACE FOR USE OF FILING OFFICER

9. (Date) June 24 19 98

By \_\_\_\_\_ (TITLE)

By Kurt Huisman (TITLE)  
Kurt Huisman, VP-Bank of America National Trust and Savings Association, successor by merger to Bank of America Nevada

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

REQUESTED BY  
B of A  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

98 JUN 29 10:32

LINDA SLATER  
RECORDER  
PAID 15.00 K2 DEPUTY

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0443108  
BK0698PG6544

11. Return Copy to:

NAME ADDRESS CITY, STATE AND ZIP	<input checked="" type="checkbox"/> Bank of America 101 N.1st Ave #4934 Phoenix, AZ 85003	Trust Account Number (If Applicable)
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07655  
321 444

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