

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 type="checkbox"/> LEGAL BUSINESS NAME <input checked="" type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) PASSEN, SELVIN M.D.		1A. SOCIAL SECURITY OR FEDERAL TAX NO. ██████████-2909	
1B. MAILING ADDRESS P O BOX 12246		1C. CITY, STATE ZEPHYR COVE, NV	
1E. RESIDENCE ADDRESS		1F. CITY, STATE	
		1D. ZIP CODE 89448	
		1G. ZIP CODE	

2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS		2C. CITY, STATE	
2E. RESIDENCE ADDRESS		2F. CITY, STATE	
		2D. ZIP CODE	
		2G. ZIP CODE	

3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY
 NAME MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY
 MAILING ADDRESS 2 Hopkins Plaza, 5th Floor
 CITY Baltimore STATE MD ZIP CODE 21201

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).

Please see Exhibit A attached hereto and made a part hereof.
 Exhibit A consists of one page.

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)
--	--	--	--	---

8. Check if Applicable DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NRS 704.205 AND NRS 104.9403.

9. (Date) June 28 19 99

By *Selvin Passen* (SIGNATURE(S) OF DEBTOR(S)) (TITLE)

SELVIN PASSEN, M.D. (TYPE NAME(S))

By _____ (SIGNATURE(S) OF SECURED PARTY(IES)) (TITLE)

_____ (TYPE NAME(S))

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

08518

0473360

BK0799PG4942

10. **Return Copy to:**

Laura Bell, Legal Assistant
 Gebhardt & Smith LLP
 World Trade Center, 9th Floor
 Baltimore, MD 21202

Trust Account Number (If Applicable) _____

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

THIS SPACE FOR USE OF FILING OFFICER

EXHIBIT A to NEVADA UCC-1

1. This Financing Statement covers and the Debtor grants and conveys to the Secured Party a security interest in and to all of the following kinds and types of property, whether now owned or hereafter acquired by the Debtor, together with all replacements and renewals thereof:
 - a. All right, title, and interest of the Debtor in and to Account Nos. 01-01-001-4083416 and 01-01-001-4083408 (together with any replacement accounts or substituted accounts) maintained with Mercantile-Safe Deposit And Trust Company, together with all amounts deposited therein, all choses in action relating thereto, all securities, investments, investment property, or other assets now or hereafter held therein or related thereto;
 - b. All right, title and interest of the Debtor in and to the Promissory Note from Sparks Borrowing LLC to the order of the Debtor dated January 19, 1999 in the original principal amount of Two Million Five Hundred Thousand Dollars (\$2,500,000.00), together with all guaranties guaranteeing the repayment of such Promissory Note and all collateral securing such Promissory Note or any guaranty of the obligations under such Promissory Note;
 - c. All right, title and interest of the Debtor in and to the Promissory Note from William Paca Borrowing LLC to the order of the Debtor dated _____, 1998 in the original principal amount of Three Million Dollars (\$3,000,000.00), together with all guaranties guaranteeing the repayment of such Promissory Note and all collateral securing such Promissory Note or any guaranty of the obligations under such Promissory Note; and
 - d. All records relating to the above-described collateral.
2. The proceeds and products of the above-described collateral are secured, as are future advances, after-acquired property, and any substitutions, renewals, replacements, additions and accretions of or to any of the above-described collateral.

TO FILING OFFICER: After this Statement has been recorded, please return to:

Laura Bell, Legal Assistant
Gebhardt & Smith LLP
World Trade Center, 9th Floor
401 East Pratt Street
Baltimore, Maryland 21202

U:\JT\17309\NEVFS-EXA.wpd

REQUESTED BY
Gebhardt & Smith
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'99 JUL 29 A10:58

0473360

BK0799PG4943

LINDA SLATER
RECORDER
PAID *16.00* DEPUTY