

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 NV-Douglas County

Receipt No. _____

1. File No. of Orig. Financing Statement 398239 B1096/P1241	1A. Date of Filing of Orig. Financing Statement 10/08/1996	1B. Date of Orig. Financing Statement	1C. Place of Filing Orig. Financing Statement Douglas County
2. DEBTOR (As Appears on Original Financing Statement) (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Smart SMR of California, Inc.			2A. SOCIAL SECURITY OR FEDERAL 23-3130303
2B. MAILING ADDRESS (As Appears on Original Financing Statement) 1505 Farm Credit Drive--Suite 100		2C. CITY, STATE MCLEAN, VA	2D. ZIP 22102
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
3B. MAILING ADDRESS		3C. CITY, STATE	3D. ZIP
4. <input type="checkbox"/> ADDITIONAL DEBTOR (S) ON ATTACHED SHEET			
5. SECURED PARTY NAME The Chase Manhattan Bank, as Collateral Agent MAILING ADDRESS 200 Jericho Quadrangle CITY JERICHO STATE NY ZIP CODE 11753			5A. SOCIAL SECURITY NO. FEDERAL TAX NO. 13-4994650
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.

7.

A. 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 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. Effective only if submitted within 6 months prior to expiration date.

B. 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. Release does not terminate debt.

C. 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. 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. AMENDMENT-The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments.)

8.

9.

(Date) _____ 19____

By _____ (TITLE)

SIGNATURE(S) OF DEBTOR(S)

TYPE NAME(S)

By *Tracy* _____ (TITLE) VP

SIGNATURE(S) OF SECURED PARTY(IES)

TRACEY EWING

The Chase Manhattan Bank, as Collateral Agent

TYPE NAME(S)

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

11. Return Copy to:

NAME _____

ADDRESS _____

CITY, STATE _____

Trust Account Number (if) _____

Return To:
CSC
P.O. Box 891
Attn: UCC Dept.
Wilmington, DE 19899-0891

YELLOW-Alphabetical; PINK-Acknowledgement;
GREEN-Secured Party; BLUE-Debtor.
(Filing Fees: See Instructions)

504258/50(15)

THIS SPACE FOR USE OF FILING OFFICER

0486876
BK0200PG3865

COPY

REQUESTED BY

CSC

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2000 FEB 25 AM 11:07

LINDA SLATER
RECORDER

\$16 PAID TO DEPUTY

0486876

BK0200PG3866