

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 before filling out form.

Receipt No. _____

1. DEBTOR (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME Las-Cal Corporation <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		1A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0100931	
1B. MAILING ADDRESS 1210 S. Valley View Boulevard, Suite 202		1C. CITY, STATE Las Vegas NV	
1E. RESIDENCE ADDRESS		1D. ZIP CODE 89102	
1F. CITY, STATE		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		2D. ZIP CODE	
2F. CITY, STATE		2G. ZIP CODE	

3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY NAME Bank of America, N.A. MAILING ADDRESS 600 Peachtree Street, N.E., 19th Floor CITY Atlanta STATE GA ZIP CODE 30308		4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 57-0236115	
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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 types or items of property described on Exhibit "B" attached hereto and made a part hereof which are located on or used in connection with the real property described on Exhibit "A" attached hereto and made a part hereof.

Filed in Douglas County, Nevada

6A. _____ SIGNATURE OF RECORD OWNER	6C. \$ _____ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)
6B. <u>See Exhibit "C" attached hereto</u> (TYPE) RECORD OWNER OF REAL PROPERTY	

7. Check if Applicable <input checked="" type="checkbox"/>	A. <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B. <input 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. _____ (Date) _____ 19____

By W.C. Allmon, Jr. **William C. Allmon, Jr.**
 SIGNATURE(S) OF DEBTOR(S) **President**

Las-Cal Corporation
 TYPE NAMES

By Quinn Hall **Vice President**
 SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)

Bank of America, N.A.
 TYPE NAMES

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

08600

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10. **Return Copy to:**

NAME Sherry D. Olson, P.C. ADDRESS 6320 Amherst Court CITY, STATE AND ZIP Suite 100 Norcross GA 30092	Trust Account Number (If Applicable)
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Alphabetical Copy

EXHIBIT "A"

All that certain Real Property situate in the County of Douglas, State of Nevada and more particularly described as follows:

A parcel of land located within a portion of the Northwest 1/4 of the Northeast 1/4 (NW 1/4 NE 1/4) of Section 4, Township 12 North, Range 20 East, Mount Diablo Meridian, Douglas County, Nevada, described as follows:

Commencing at centerline Station "A" 370+44.51 of U.S. Highway 395 per found Nevada Department of Transportation Highway right-of-way Brass Cap Monuments; thence along said centerline South 51°04'00" East, per Document No. 28058, 1403.69 feet; thence North 38°56'00" East, a right angle to the preceding course a distance of 40.00 feet to a point on the Northeasterly right-of-way line of U.S. 395, said point further described as the Southwesterly most corner of the property conveyed to Wayne C. Matley et ux recorded May 19, 1971 in Book 87 of Official Records at Page 109 in Douglas County, Nevada; thence along said right-of-way line South 51°04'00" East, 216.85 feet to THE POINT OF BEGINNING; thence North 38°54'53" East, 190.00 feet; thence South 51°04'00" East, 188.62 feet to the Northwesterly right-of-way line of Waterloo Lane; thence along said right-of-way line South 44°54'36" West, 168.52 feet; thence along the arc of a curve to the right having a radius of 25.00 feet, a central angle of 84°01'24" and an arc length of 36.66 feet to a point on the Northwesterly right-of-way line of U.S. Highway 395; thence along said right-of-way line North 51°04'00" West, 146.15 feet to THE POINT OF BEGINNING.

Reference is hereby made to that certain Record of Survey for Smith's Food and Drug Centers, Inc., filed for record in the Douglas County Recorder's Office on September 1, 1994 in Book 994, Page 109 as Document No. 345326, Official Records.

LAS CAL UNIT NO.: 37
1331 Hwy 395
Gardnerville, Nevada 89410
Douglas County

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EXHIBIT "B"

Collateral. A security interest is granted in the following collateral (the "Collateral") located on the real property described on Exhibit "A" (the "Collateral Location"):

A. Types of Collateral:

Accounts: Any and all accounts and other rights of Debtor to the payment for goods sold or leased or for services rendered whether or not earned by performance, contract rights, book debts, checks, notes, drafts, instruments, chattel paper, acceptances, and any and all amounts due to Debtor from a factor or other forms of obligations and receivables, now existing or hereafter arising out of the business of Debtor.

Inventory: Any and all of Debtor's goods held as inventory at the Collateral Location.

Equipment: Any and all of Debtor's goods held as equipment at the Collateral Location.

Fixtures: Any and all of Debtor's goods held as fixtures at the Collateral Location.

Instruments and/or

Investment

Documents:

Any and all of Debtor's instruments, documents, and other writings of any type which evidence a right to the payment of money and which are of a type that is transferred in the ordinary course of business by delivery with any necessary indorsement or assignment, whether now owned or hereafter acquired, including, without limitation, negotiable instruments, promissory notes, and documents of title owned or to be owned by Debtor, certificates of deposit, and all liens, security agreements, leases and other contracts securing or otherwise relating to any of said instruments or documents.

General

Intangibles:

Any and all of Debtor's general intangible property, whether now owned or hereafter acquired by Debtor or used in Debtor's business currently or hereafter, including, without limitation, all patents, trademarks, service marks, trade secrets, copyrights and exclusive licenses (whether issued or pending), literary rights, contract rights and all documents, applications, materials and other matters related thereto, all inventions, all manufacturing, engineering and production plans, drawings, specifications, processes and systems, all trade names, goodwill and all chattel paper, documents and instruments relating to such general intangibles.

B. Substitutions, Proceeds and Related Items. Any and all substitutes and replacements for, accessions, attachments and other additions to, tools, parts and equipment now or hereafter added to or used in connection with, and all cash or non-cash proceeds and products of, the Collateral (including, without limitation, all income, benefits and property receivable, received or distributed which results from any of the Collateral, such as dividends payable or distributable in cash, property or stock; insurance distributions of any kind related to the Collateral, including, without limitation, returned premiums, interest, premium and principal payments; redemption proceeds and subscription rights; and shares or other proceeds of conversions or splits of any securities in the Collateral); any and all choses in action and causes of action of Debtor, whether now existing or hereafter arising, relating directly or indirectly to the Collateral (whether arising in contract, tort or otherwise and whether or not currently in litigation); all certificates of title, manufacturer's statements of origin, other documents, accounts and chattel paper, whether now existing or hereafter arising directly or indirectly from or related to the Collateral; all warranties, wrapping, packaging, advertising and shipping materials used or to be used in connection with or related to the Collateral; all of Debtor's books, records, data, plans, manuals, computer software, computer tapes, computer systems, computer disks, computer programs, source codes and object codes containing any information, pertaining directly or indirectly to the Collateral and all rights of Debtor to retrieve data and other information pertaining directly or indirectly to the Collateral from third parties, whether now existing or hereafter arising; and all returned, refused, stopped in transit, or repossessed Collateral, any of which, if received by Debtor, upon request shall be delivered immediately to Secured Party.

C. Balances and Other Property. The balance of every deposit account of Debtor maintained with Secured Party and any other claim of Debtor against Secured Party, now or hereafter existing, liquidated or unliquidated, and all money, instruments, securities, documents, chattel paper, credits, claims, demands, income, and any other property, rights and interests of Debtor which at any time shall come into the possession or custody or under the control of Secured Party or any of its agents or affiliates for any purpose, and the proceeds of any thereof. Secured Party shall be deemed to have possession of any of the Collateral in transit to or set apart for it or any of its agents or affiliates.

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Exhibit "C" to U.C.C. Financing Statement

Record Owner of Real Property

TACO BELL UNIT NO.	LAS-CAL UNIT NO.	ADDRESS	COUNTY	RECORD OWNER OF REAL PROPERTY
19696	37	1331 Hwy 395, Gardnerville, Nevada 89410	Douglas	Jerry E. Polis - Gardnerville

COPY

REQUESTED BY
Sherry D Olson
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2000 APR 14 AM 8:58

LINDA SLATER
RECORDER

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