

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER [optional]**  
 Diligenz, Inc. 1-800-858-5294

**B. SEND ACKNOWLEDGMENT TO: (Name and Address)**

1050267  
 Diligenz, Inc.  
 4629 168th Street SW  
 Suite E  
 Lynnwood, WA 98037

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names**

1a. ORGANIZATION'S NAME  
 NEXT PROTEINS, INC.

OR  
 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 2283 Cosmos Ct. Carlsbad CA 92009-1517 USA

1d. TAX ID # SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any  
 33-0421200 Corp. CA 1615237  NONE

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names**

2a. ORGANIZATION'S NAME

OR  
 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID # SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any  
 NONE

**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)**

3a. ORGANIZATION'S NAME  
 Community First National Bank

OR  
 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 8690 Center Drive La Mesa CA 91942 USA

**4. This FINANCING STATEMENT covers the following collateral:**  
 See Exhibit "A" attached hereto and made a part hereof for specific equipment and fixtures.

Some or all of the collateral is located on the following described Real Estate: Bluegrass Bars, LLC located at 2542 Business Parkway, Minden NV 89423.

**5. ALTERNATIVE DESIGNATION [if applicable]:** LESSEE/LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAILOR  SELLER/BUYER  AG. LIEN  NON-UCC FILING

**6.**  This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum  **7.** Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable] (ADDITIONAL FEE)  [optional] All Debtors  Debtor 1  Debtor 2

**8. OPTIONAL FILER REFERENCE DATA**  
 NEXT PROTEINS, INC./8310002605 1050267

| Sanitation/CS equipment needs | Budgeted     | Actual  | Balance      |
|-------------------------------|--------------|---------|--------------|
| Multimedia software           | \$ 500.00    |         | \$ 500.00    |
| water activity                | \$ 5,500.00  |         | \$ 5,500.00  |
| rockets                       | \$ 3,500.00  |         | \$ 3,500.00  |
| scales(2)                     | \$ 440.00    |         | \$ 440.00    |
| blender                       | \$ 329.00    |         | \$ 329.00    |
| laptop                        |              | \$ 9.00 | \$ (9.00)    |
| steam cleaner                 | have         |         |              |
| mop buckets                   |              |         |              |
| mops                          |              |         |              |
| brooms                        |              |         |              |
| scraps                        |              |         |              |
| knives/scissors               | \$ 500.00    |         | \$ 500.00    |
| 3m lab mat                    | \$ 1,650.00  |         | \$ 1,650.00  |
|                               | \$ 12,410.00 | \$ 9.00 | \$ 12,410.00 |

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| Equipment needs  | Budgeted     | Actual      | Balance      |
|------------------|--------------|-------------|--------------|
| mll              | \$ 3,000.00  | \$ 2,300.00 | \$ 700.00    |
| lathe            | \$ 1,000.00  |             | \$ 3,000.00  |
| band saw         | have         |             |              |
| drillpress       | have         |             |              |
| welding          | have         |             |              |
| air compressor   | have         |             |              |
| with             |              |             |              |
| forklift         | \$ 25,000.00 |             | \$ 25,000.00 |
| palette jack etc | \$ 1,000.00  |             | \$ 1,000.00  |
| palette jack reg | \$ 500.00    |             | \$ 500.00    |
|                  | \$ 32,500.00 | \$ 2,300.00 | \$ 30,200.00 |

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| Production equipment needs | Budgeted    | Actual | Balance     |
|----------------------------|-------------|--------|-------------|
| DBA software               | \$ 500.00   |        | \$ 500.00   |
| scrapers                   | \$ 100.00   |        | \$ 100.00   |
| excavators                 | \$ 100.00   |        | \$ 100.00   |
| pub mix bins(40)           | \$ 500.00   |        | \$ 500.00   |
| buckets(40)                | \$ 500.00   |        | \$ 500.00   |
| chip boards(5)             | \$ 25.00    |        | \$ 25.00    |
| scales(3)                  | \$ 1,500.00 |        | \$ 1,500.00 |
| chairs/parking(3)          | \$ 150.00   |        | \$ 150.00   |
| padding tables(6)          | \$ 150.00   |        | \$ 150.00   |

\$ 3,525.00 \$ . \$ 3,525.00

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|                          | Estimated     | Budgeted     | Actual        | Balance |
|--------------------------|---------------|--------------|---------------|---------|
| Installation labor       | \$ 70,000.00  | \$ 10,280.78 | \$ 59,719.22  |         |
| Engineering/project mgmt | \$ 40,000.00  | \$ 11,788.09 | \$ 37,211.91  |         |
| permits                  | \$ 15,000.00  |              | \$ 15,000.00  |         |
| Total                    | \$ 134,000.00 | \$ 22,068.87 | \$ 111,931.13 |         |

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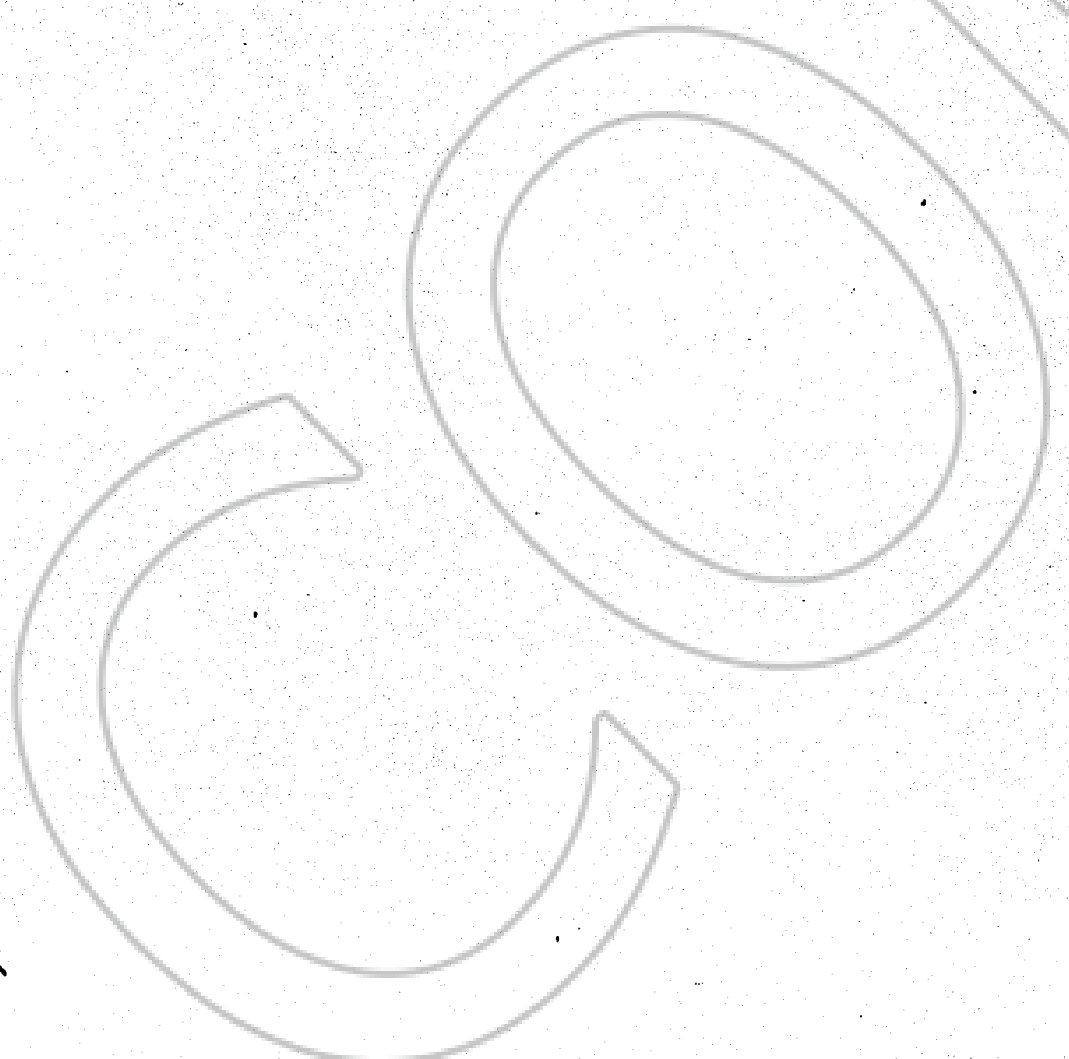
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|                    | Budgeted          | Actual           | Balance           |
|--------------------|-------------------|------------------|-------------------|
| Total expenditures |                   |                  |                   |
| Process Equipments | 208,000.00        | 26,012.50        | 284,987.50        |
| Administration     | 9,271.50          | -                | 9,271.50          |
| Building           | 128,000.00        | 11,127.78        | 117,872.22        |
| Sanitation         | 12,418.00         | 8.00             | 12,410.00         |
| Maintenance        | 32,500.00         | 2,300.00         | 30,200.00         |
| Production         | 3,525.00          | -                | 3,525.00          |
| Labo/permits       | 134,000.00        | 22,068.87        | 111,931.13        |
| <b>Total</b>       | <b>528,745.50</b> | <b>61,518.15</b> | <b>467,227.35</b> |

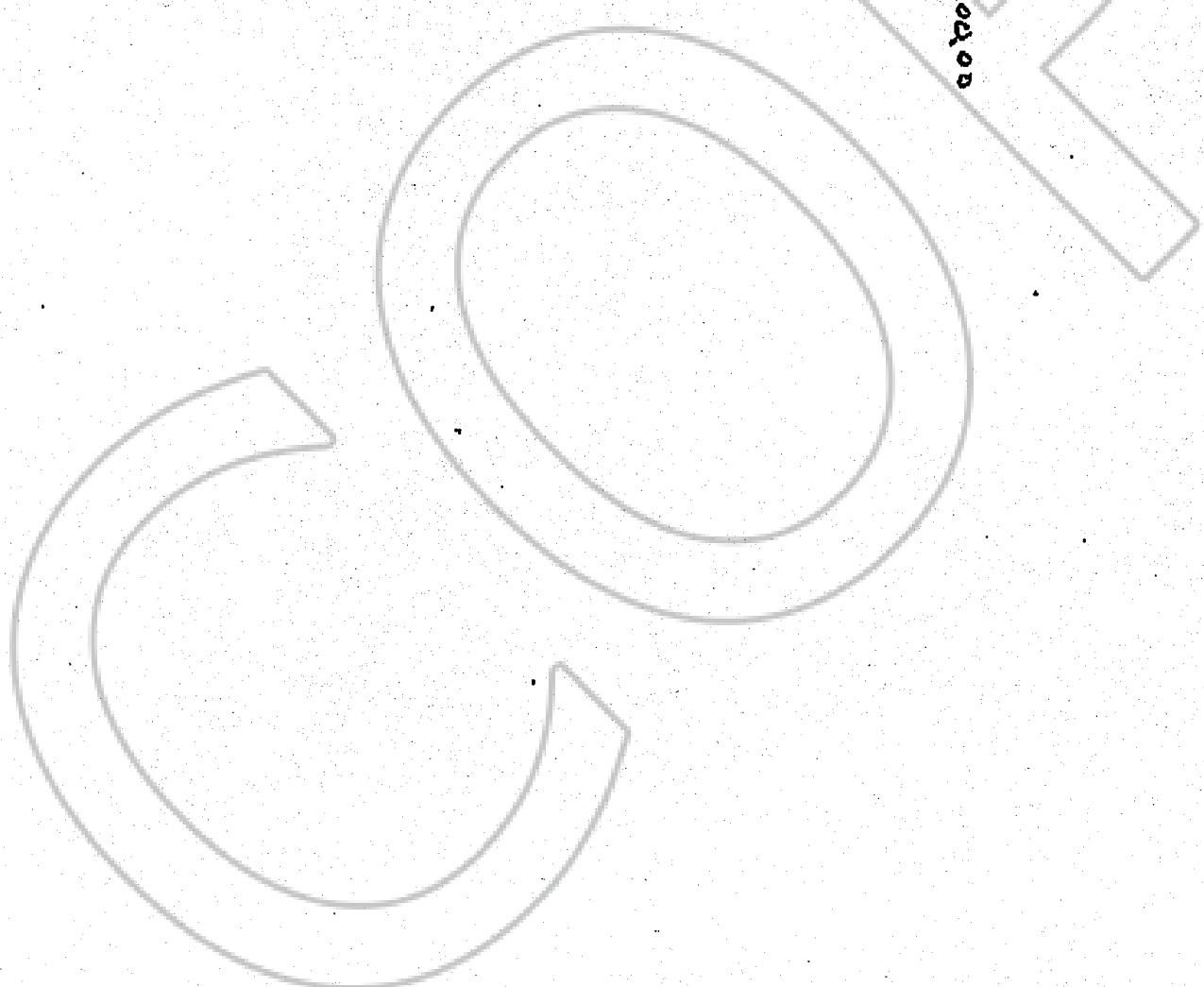
*Handwritten:* 208,000.00, 528,745.50, 467,227.35, 181,987.50

| Billing Invoices | Actual              |
|------------------|---------------------|
| #001             | \$ 42,009.17        |
| #002             | \$ 19,508.98        |
| <b>Total</b>     | <b>\$ 61,518.15</b> |



Process Equipment  
equipment needs

|                           | Budgeted              | Actual       | Balance       |
|---------------------------|-----------------------|--------------|---------------|
| Mixer                     | \$ 8,000.00           | \$ 4,000.00  | \$ 4,000.00   |
| auger system              | \$ 2,000.00           |              | \$ 2,000.00   |
| Compression system        | \$ 10,000.00          | \$ 3,500.00  | \$ 6,500.00   |
| Costar #1                 | \$ 20,000.00          |              | \$ 20,000.00  |
| Sifters/spreader          | \$ 20,000.00          |              | \$ 20,000.00  |
| Extruder/Curclean         | \$ 15,000.00          | \$ 5,000.00  | \$ 10,000.00  |
| Eruber                    | \$ 20,000.00          | \$ 13,612.50 | \$ 6,487.50   |
| Cooler #2                 | \$ 30,000.00          |              | \$ 30,000.00  |
| 90 degree turn            | \$ 5,000.00           |              | \$ 5,000.00   |
| metal detector            | \$ 3,000.00           |              | \$ 3,000.00   |
| Packing table             | \$ 3,000.00           |              | \$ 3,000.00   |
| hfeed belt to wrapper     | \$ 6,000.00           |              | \$ 6,000.00   |
| wrapper/coder             | \$ 400,000.00         | \$ 20,000.00 | \$ 380,000.00 |
| Packing station           | \$ 5,000.00           |              | \$ 5,000.00   |
| caddle erector/tri reader |                       |              |               |
| Cattle coder              | \$ 5,000.00           |              | \$ 5,000.00   |
| case packing station      | \$ 3,000.00           |              | \$ 3,000.00   |
| case taper                | \$ 2,000.00           |              | \$ 2,000.00   |
| Case coder                | \$ 5,000.00           |              | \$ 5,000.00   |
| Palletizer                | \$ 20,000.00          |              | \$ 20,000.00  |
|                           | <del>200,000.00</del> | \$ 26,012.50 | \$ 281,937.50 |
|                           | 208,000.00            |              | 181,987.50    |



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| Building                  | Budgeted      | Actual       | Balance       |
|---------------------------|---------------|--------------|---------------|
| warehouse racking         | \$ 20,000.00  |              | \$ 20,000.00  |
| water                     | \$ 3,000.00   |              | \$ 3,000.00   |
| gas                       | \$ 3,000.00   |              | \$ 3,000.00   |
| electric                  | \$ 10,000.00  | \$ 2,851.24  | \$ 7,048.76   |
| air                       | \$ 3,000.00   |              | \$ 3,000.00   |
| painting                  | \$ 15,000.00  |              | \$ 15,000.00  |
| construction/repair/maint | \$ 20,000.00  | \$ 8,176.54  | \$ 11,823.46  |
| grease interceptor        | \$ 15,000.00  |              | \$ 15,000.00  |
| air conditioning          | \$ 40,000.00  |              | \$ 40,000.00  |
|                           | \$ 129,000.00 | \$ 11,127.78 | \$ 117,872.22 |

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|  | Budgeted    | Actual | Balance     |
|--|-------------|--------|-------------|
| Administration<br>equipment needs              |             |        |             |
| copier   | \$ 349.99   | \$     | \$ 349.99   |
| faxes  | \$ 500.00   | \$     | \$ 500.00   |
| photocopy                                      | \$ 849.93   | \$     | \$ 849.93   |
| office (maintenance, production, reproduction) |             |        |             |
| Breakroom                                      | \$ 2,415.00 | \$     | \$ 2,415.00 |
| Lab  | \$ 2,415.00 | \$     | \$ 2,415.00 |
| Maintenance/production                         | \$ 3,591.51 | \$     | \$ 3,591.51 |
|  | \$ 8,421.51 | \$     | \$ 8,421.51 |
|  | \$ 9,271.50 | \$     | \$ 9,271.50 |

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REQUESTED BY  
*Diligenz Inc*  
 IN OFFICIAL RECORDS OF  
 DOUGLAS CO., NEVADA

2002 JUL 22 AM 10:30

LINDA SLATER  
 RECORDER

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