

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER (optional)**  
 Michael J. Czopek 312-701-8553

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

LEXIS NEXIS DOCUMENT SOLUTIONS  
 801 ADLAI STEVENSON DRIVE  
 SPRINGFIELD, IL 62708-6299

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  
 U.S. BANK NATIONAL ASSOCIATION

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 777 East Wisconsin Avenue MILWAUKEE WI 53202 USA

1d. TAX ID # SSN OR EIN ADD'NL INFO RE 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any  
 41-0417860 DEBTOR BANK OH  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'NL INFO RE 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any  
 DEBTOR  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  
 SUNTRUST BANK, AS AGENT

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 303 PEACHTREE STREET ATLANTA GA 30308 USA

**4. This FINANCING STATEMENT covers the following collateral:**

The property described on Schedule I attached hereto. Proceeds of the property are also covered.

The property subject to this financing statement includes goods which are or may become fixtures on the real estate described on Exhibit A hereto. This financing statement is to be filed in the real estate records for the land described on Exhibit A.

4 Additional Pages.

**08757**

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 records) in the REAL ESTATE RECORDS Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA  
 NV-Douglas County [Gardnerville] +1728102-2 **0566905 01827054-109**

FILING OFFICE COPY- NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

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 801 Adlai Stevenson Dr  
 Springfield, IL 62703-4261

**BK0203PG04369**

**UCC FINANCING STATEMENT ADDENDUM**  
 FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT**

9a. ORGANIZATION'S NAME U.S. BANK NATIONAL ASSOCIATION		
OR	9b. INDIVIDUAL'S LAST NAME	
	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS: NV-Douglas County

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names**

11a. ORGANIZATION'S NAME			
OR	11b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY
11d. TAX ID # SSN OR EIN	ADD'NL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION
			11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

**12.  ADDITIONAL SECURED PARTY'S or  ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)**

12a. ORGANIZATION'S NAME ATLANTIC FINANCIAL GROUP, LTD.			
OR	12b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS 2808 FAIRMOUNT		CITY DALLAS	STATE TX
		POSTAL CODE 75201	COUNTRY USA

13. This FINANCING STATEMENT covers  timber to be cut or  as extracted collateral, or is filed as a  fixture filing.

14. Description of real estate:  
See Exhibit A attached.

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Atlantic Financial Group, Ltd.

17. Check only if applicable and check only one box:

Debtor is a  Trust or  Trustee acting with respect to property held in trust or  Decedent's Estate

18. Check only if applicable and check only one box:

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction -- effective 30 years
- Filed in connection with a Public-Finance Transaction -- effective 30 years

FILING OFFICE COPY -- NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 07/29/98)

LexisNexis Document Solutions  
 801 Adlai Stevenson Drive  
 Springfield, IL 62703-4261

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BK0203PG04370

**Name and Address  
of Debtor:**

U.S. Bank National Association  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202

**Name and Address of  
Assignor Secured Party:**

Atlantic Financial Group, Ltd.  
2808 Fairmount  
Suite 250  
Dallas, Texas 75201

**Name and Address of  
Total Assignee of Assignor Secured Party:**

SunTrust Bank, as Agent  
303 Peachtree Street  
Atlanta, Georgia 30308

Schedule I to  
Uniform Commercial Code  
Financing Statement

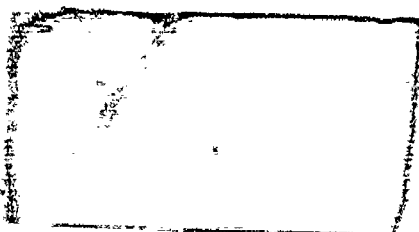
Description of Collateral

The property subject to this financing statement is described as follows: the buildings, structures and improvements located or to be located on the land described on Exhibit A hereto (the "Land"), along with all fixtures used or useful in connection with the operation of such property, including, without limitation, all furnaces, boilers, compressors, elevators, fittings, pipings, connectives, conduits, ducts, partitions, equipment and apparatus of every kind and description now or hereafter affixed or attached to such property, the equipment related to such property and all Alterations (including all restorations, repairs, replacements and rebuilding of such buildings, improvements and structures) and proceeds of all of the foregoing including condemnation and insurance proceeds (but in each case excluding trade fixtures financed other than by the Lessor or the Lenders).

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**Name and Address  
of Debtor:**

U.S. Bank National Association  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202

**Name and Address of  
Assignor Secured Party:**

Atlantic Financial Group, Ltd.  
2808 Fairmount  
Suite 250  
Dallas, Texas 75201

**Name and Address of  
Total Assignee of Assignor Secured Party:**

SunTrust Bank, as Agent  
303 Peachtree Street  
Atlanta, Georgia 30308

Definitions

As used above the term "Alterations" means, with respect to the property, fixtures, alterations, improvements, modifications and additions to such property.

As used above the term "Lenders" means SunTrust Bank, as Agent, and the other financial institutions which may from time to time become party to the Master Agreement dated June 7, 2001.

As used above the term "Lessor" means Atlantic Financial Group, Ltd..

As used above the term "Master Agreement" means the Master Agreement dated June 7, 2001 among the Debtor, Lessor and Lenders.

END OF SCHEDULE I

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**EXHIBIT A**

**LEGAL DESCRIPTION**

Lots 8, 9 and the Northwesterly 40 feet of Lot 10; said 40 feet lying contiguous and parallel to the lot lines common to Lots 9 and 10, all in Block A, as shown on the map of MENELEY ADDITION TO THE TOWN OF GARDNERVILLE, filed in the office of the County Recorder of Douglas County, Nevada, on June 9, 1947, Document No. 4930.

Said land being further imposed on Record of Survey for American Federal Savings, filed for record with the Douglas County Recorder on January 25, 1996, in Book 196, at Page 4309, as Document No. 379736.

Location: 1525 U.S. Highway 395 N.  
Gardnerville, Nevada

Real Estate Tax Parcel Number: 1320-32-613-005

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**BK 0203 PG 04373**

REQUESTED BY  
*Lexis Nexis Doc*  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

2003 FEB 12 PM 12:57

WERNER CHRISTEN  
RECORDER

\$ *40.00* PAID *K2* DEPUTY