

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
 ATLANTIC FINANCIAL GROUP, LTD.

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 2808 FAIRMOUNT DALLAS TX 75201 USA

1d. TAX ID # SSN OR EIN ADD'NL INFO RE 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
 75-2637939 ORGANIZATION LP TX TX-87389-10 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
 ORGANIZATION 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

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.

6 Additional Pages.

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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] T 11728102-4 01827054-111

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 ATLANTIC FINANCIAL GROUP, LTD.		
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					
OR					
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

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):

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:

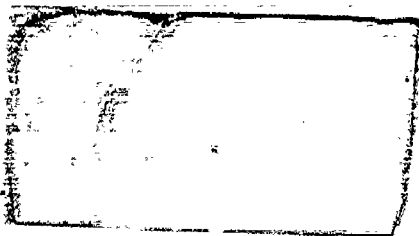
- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction -- effective 30 years
- Filed in connection with a Public-Finance Transaction -- effective 30 years

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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BK0203PG04375



Name and Address of Debtor:

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

Name and Address of Secured Party:

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

Schedule I to Uniform Commercial Code Financing Statement

The property subject to this financing statement is described as follows:

(A) all right, title and interest of the Debtor in and to the parcel(s) of real property described on Exhibit A (the "Land"); all buildings, structures, Fixtures, Equipment, and other improvements of every kind existing at any time and from time to time on or under the Land, together with any and all appurtenances to such buildings, structures or improvements, including sidewalks, utility pipes, conduits and lines, parking areas and roadways, and including all modifications, alterations, renovations, improvements and other additions to or changes in the Improvements at any time ("Improvements"); all agreements, easements, rights of way or use, rights of ingress or egress, privileges, appurtenances, tenements, hereditaments and other rights and benefits at any time belonging or pertaining to the Land or the Improvements, including, without limitation, the use of any streets, ways, alleys, vaults or strips of land adjoining, abutting, adjacent or contiguous to the Land and all permits, licenses and rights, whether or not of record, appurtenant to the Land ("Appurtenant Rights"; the Land, Improvements, Appurtenant Rights, Fixtures and Equipment relating thereto being collectively referred to as the "Property");

(B) all the estate, right, title, claim or demand whatsoever of the Debtor, in possession or expectancy, in and to the Property or any part thereof;

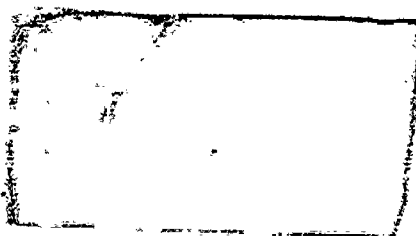
(C) all right, title and interest of the Debtor in and to all of the fixtures of every kind and nature whatsoever, and all appurtenances and additions thereto and substitutions or replacements thereof (together with, in each case, attachments, components, parts and accessories) currently owned or subsequently acquired by the Debtor and now or subsequently attached to, or contained in and used in connection with any operation or letting of the Property, (all of the foregoing being referred to as the "Fixtures");

(D) all right, title and interest of the Debtor in and to all of the chattels, business machines, machinery, apparatus, equipment, furnishings, and fittings, and all appurtenances and additions thereto and substitutions or replacements thereof (together with, in each case, attachments, components, parts and accessories) currently owned or subsequently acquired by the Debtor and now or subsequently attached to, or contained in or used in connection with any operation or letting of the Property, including but without limiting the generality of the

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Name and Address of Debtor:

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Suite 250
Dallas, Texas 75201

Name and Address of Secured Party:

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

foregoing, all screens, awnings, shades, blinds, curtains, draperies, artwork, carpets, rugs, storm doors and windows, furniture and furnishings, heating, electrical, and mechanical equipment, lighting, switchboards, plumbing, ventilating, air conditioning and air-cooling apparatus, refrigerating, and incinerating equipment, escalators, refrigerators, display cases, elevators, loading and unloading equipment and systems, stoves, ranges, laundry equipment, cleaning systems (including window cleaning apparatus), telephones, communication systems (including satellite dishes and antennae), televisions, computers, sprinkler systems and other fire prevention and extinguishing apparatus and materials, security systems, motors, engines, machinery, pipes, pumps, tanks, conduits, appliances, and fittings of every kind and description; (all of the foregoing being referred to as the "Equipment");

(E) all right, title and interest of the Debtor in and to all substitutes and replacements of, and all additions and improvements to, the Improvements and the Fixtures and Equipment, subsequently acquired by the Debtor or constructed, assembled or placed by the Debtor on the Land, immediately upon such acquisition, release, construction, assembling or placement, including, without limitation, any and all building materials whether stored at the Property or offsite, and, in each such case, without any further conveyance, mortgage, assignment or other act by the Debtor;

(F) all right, title and interest of the Debtor in and to all unearned premiums under insurance policies now or subsequently obtained by the Lessee relating to the Property or the Fixtures and the Debtor's interest in and to all proceeds of any such insurance policies (including title insurance policies) including the right to collect and receive such proceeds: and all awards and other compensation, including the interest payable thereon and the right to collect and receive the same, made to the present or any subsequent owner of the Property for the taking by eminent domain, condemnation or otherwise, of all or any part of the Property or any easement or other right therein;

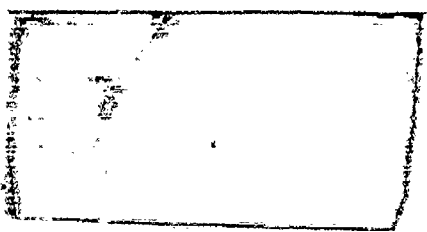
(G) all right, title and interest of the Debtor in and to (i) all consents, licenses, building permits, certificates of occupancy and other governmental approvals relating to construction, completion, occupancy, use or operation of the Property or any part thereof; (ii) all Plans and Specifications relating to the Property; (iii) the Operative Documents, including, without limitation the Construction Agency Agreement; (iv) the Construction Contract; (v) all other agreements relating to the construction of the improvement.

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Name and Address of Debtor:

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2808 Fairmount
Suite 250
Dallas, Texas 75201

Name and Address of Secured Party:

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

(H) all right, title and interest of the Debtor in and to the Lease, the Guaranty Agreement, all Rent (as defined in the Lease) and all other rents, payments, purchase prices, receipts, revenues, issues and profits payable under the Lease or pursuant to any other lease with respect to the Property; and

(I) all proceeds, both cash and noncash, of the foregoing.

Definitions

As used above the term "Architect's Agreement" means, with respect to the Property, any architectural services agreement for the construction of improvements to the Property.

As used above the term "Construction Agency Agreement" means the Construction Agency Agreement dated as of June 7, 2001 between the Lessee and Lessor.

As used above the term "Construction Contract" means, with respect to the Property, any construction contract for the construction of improvements to the Property.

As used above the term "Guaranty Agreement" means the Guaranty Agreement dated as of June 7, 2001 made by U.S. Bancorp in its capacity as guarantor in favor of Debtor, SunTrust Bank, as Agent and the other lenders.

As used above the term "Loan Agreement" means the Loan Agreement dated as of June 7, 2001 among the Lessees, Lessor, and SunTrust Bank, as Agent and the other lenders.

As used above the term "Lease" means that certain Master Lease dated June 7, 2001 among U.S. Bancorp, Firststar Bank, N.A., U.S. Bank National Association and certain other subsidiaries of U.S. Bancorp as Lessees and the Lessor, and all supplements thereto.

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

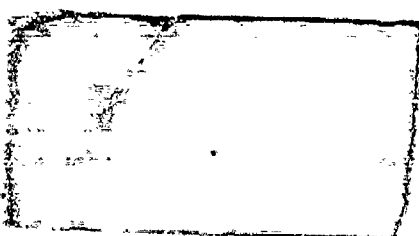
As used above the term "Lessee" means U.S. Bank National Association.

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Debtor:**

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

**Name and Address of
Secured Party:**

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

As used above the term "Operative Documents" shall have the meaning given that term in the Lease.

As used above the term "Plans and Specifications" means with respect to the Improvements the final plans and specifications for the Improvements prepared by the architect, air engineer or other professional as such Plans and Specifications may be hereafter amended, supplemented or otherwise modified from time to time.

END OF SCHEDULE I

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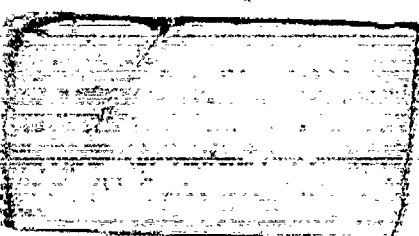


EXHIBIT A

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

REQUESTED BY
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IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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RECORDER

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