

2004 MAY 10 PM 3:49

WERNER CHRISTEN
RECORDER

\$40⁰⁰ PAID *BC* DEPUTY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Stephen V. Novacek (17497-0007)
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Irwin Union Bank & Trust Company 1717 E. College Parkway Carson City, Nevada 89706

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 MINDEN AVIATION SERVICES LIMITED PARTNERSHIP					
OR					
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS c/o 4021 S. Rainbow, Suite K-342		CITY Las Vegas	STATE NV	POSTAL CODE 89103	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Limited Partnernship	1f. JURISDICTION OF ORGANIZATION Nevada	1g. ORGANIZATIONAL ID #, if any NV-LP2299-1999	<input type="checkbox"/> 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. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> 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 IRWIN UNION BANK & TRUST COMPANY					
OR					
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 1717 E. College Parkway		CITY Carson City	STATE NV	POSTAL CODE 89706	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:
The collateral consists of all personal property and fixtures described in Exhibit "A" attached hereto, owned or hereafter acquired by Debtor, a portion of which may be located upon the real property described in Exhibit "B" attached hereto and by this reference made a part hereof.

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional]		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

DOUGLAS COUNTY RECORDER

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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		
MINDEN AVIATION SERVICES LIMITED PARTNERSHIP		
OR	9b. INDIVIDUAL'S LAST NAME	
	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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
						USA
11d. SEE INSTRUCTIONS	ADD'L 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:

The collateral consists of all personal property and fixtures described in Exhibit "A" attached hereto, owned or hereafter acquired by Debtor, a portion of which may be located upon the real property described in Exhibit "B" attached hereto and by this reference made a part hereof.

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

16. Additional collateral description:

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

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EXHIBIT "A"

To UCC-1 Financing Statement

The collateral consists of all personal property and improvements (collectively "Improvements"), now owned or hereafter acquired by Debtor located or hereafter to be constructed upon the real property located in Douglas County, Nevada (the "Property") described in **Exhibit "B"** and other personal property, including, but not limited to:

(a) All buildings and other improvements now or hereafter located on the Property, all water and water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), pumps and pumping stations used in connection therewith and all shares of stock evidencing the same, all machinery, equipment, appliances, furnishings, inventory, fixtures, and other property used or useable in connection with the Property and the improvements thereon, including, but not limited to, all storage tanks and pipelines, all gas, electric, heating, cooling, air conditioning, refrigeration and plumbing fixtures and equipment, which have been or may hereafter be attached or affixed in any manner to any building now or hereafter on the Property (the "Improvements");

(b) All the rights, rights of way, easements, licenses, profits, privileges, tenements, hereditaments and appurtenances, now or hereafter in any way appertaining and belonging to or used in connection with the Property and/or the Improvements, and any part thereof or as a means of access thereto, including, but not limited to, any claim at law or in equity, and any after acquired title and reversion in or to each and every part of all streets, roads, highways and alleys adjacent to and adjoining the same;

(c) All rentals, earnings, income, accounts receivable, deposits, security deposits, receipts, royalties, revenues, issues and profits which may accrue from the Property and/or the Improvements and any part thereof;

(d) All deposits made with or other security given to utility companies by Debtor with respect to the Property and/or the Improvements, and all advance payments of insurance premiums made by Debtor with respect thereto and claims or demands relating to insurance;

(e) All existing and future goods and tangible personal property located on the Property or wherever located now owned or hereafter acquired by Debtor and used in connection with the use, operation or occupancy of the Property, including, but not limited to, all appliances, furniture and furnishings, fittings, materials, supplies, equipment and fixtures, and all supplies, and equipment now or hereafter delivered to the Property and installed or used or intended to be installed or used therein; and all renewals or replacements thereof or articles in substitution thereof;

(f) All general intangibles relating to design, operation, management and use of the Property, including, but not limited to, (i) all names under which or by which the Property or the

Improvements may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all goodwill in any way relating to the Property, (ii) all permits, licenses, authorizations, variances, land use entitlements, approvals and consents issued or obtained in connection with the operation and use of the Improvements, (iii) all permits, licenses, approvals, consents, authorizations, franchises and agreements issued or obtained in connection with the use, occupancy or operation of the Property, (iv) all materials prepared for filing or filed with any governmental agency, and (v) all of Debtor's rights, under any contract in connection with the development, design, use, operation and management of the Property;

(g) All service, engineering, consulting, leasing, architectural and other similar contracts of any nature as such may be modified, amended or supplemented from time to time, concerning the management, operation, occupancy, use, and/or disposition of any portion of or all of the Property;

(h) All architectural drawings, plans, specifications, soil tests, feasibility studies, appraisals, engineering reports and similar materials relating to any portion of or all of the Property;

(i) All reserves, deferred payments, deposits, refunds, cost savings and payments of any kind relating to the operation, occupancy, use and disposition of any portion of or all of the Property;

(j) All proceeds and claims arising on account of any damage to or taking of the Property or any part thereof, and all causes of action and recoveries for any loss or diminution in the value of the Property;

(k) All policies of, and proceeds resulting from insurance relating to the Property or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;

(l) All shares of stock or other evidence of ownership of any part of the Property that is owned by Debtor in common with others, including all water stock relating to the Property, if any, and all documents or rights of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Property; and

(m) All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the estate of Debtor upon the Property now or hereafter existing thereon.

EXHIBIT "B"

LEGAL DESCRIPTION

The land referred to herein is situated in the State of Nevada, County of Douglas, described as follows:

A Leasehold Estate created by the Lease Dated February 8, 2000, Executed by DOUGLAS COUNTY, by the Douglas County Commissioners, as Lessor to Minden Aviation Services, L.P., as Lessee, Recorded February 23, 2000 in Book 200, Page 3397, as Document No. 486700 Demising and Leasing for a term of 50 years, beginning March 1, 2000, and First Amendment to the Lease Agreement, recorded September 14, 2001 in Book 0901, Page 3239, as Document No. 0522776, as to the following described Parcel 1 premises to wit;

PARCEL 1:

A Parcel of land located within a portion of the Southeast one-quarter (SE1/4) of Section 8, Township 13 North, Range 20 East, Mount Diablo Meridian, Douglas County, Nevada, described as follows:

Commencing at Douglas County Airport Control Monument #2 as shown on that Record of Survey #14 for Douglas County, Nevada as recorded in Book 488, at Page 239, as Document No. 175533: thence South 45°24'35" West, 1215.35 feet; to THE TRUE POINT OF BEGINNING; thence continuing South 44°28'27" West, 277.70 feet; thence South 44°31'33" East, 499.0 feet; thence North 45°28'27" East, 277.70 feet; thence North 44°31'33" West, 499.0 feet to THE TRUE POINT OF BEGINNING.

Portion of APN 1320-08-002-004

PARCEL 2:

Full and unimpaired access to the premises at all times and a non-exclusive appurtenant right to use all areas and facilities of the Airport which are intended for the common use of all Tenants and occupants of the Airport, including, but not limited to, the takeoff and landing areas, taxi areas, reasonable access from the premises, and air control facilities, as more fully set forth in the Airport Lease Agreement, Dated February 8, 2000 by and between the DOUGLAS COUNTY COMMISSIONERS, MINDEN AVIATION SERVICES, L.P., ET AL, as disclosed in Document Entitled Lease, Recorded February 23, 2000, in Book 200, Page 3397, as Document No. 486700.

Continued on next page

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LEGAL DESCRIPTION - continued

"IN COMPLIANCE WITH NEVADA REVISED STATUE 111.312, THE HEREIN ABOVE LEGAL DESCRIPTION WAS TAKEN FROM INSTRUMENT RECORDED FEBRUARY 23, 2000, AS FILE NO. 0486700, RECORDED IN THE OFFICIAL RECORDS OF DOUGLAS COUNTY, STATE OF NEVADA."

COPY