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REQUESTED BY
BcA
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2004 DEC -6 AM 11:36

WERNER CHRISTEN
RECORDER

\$ 40.00 PAID Ka DEPUTY

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] TINA LOWTHER 904-987-6027
B. SEND ACKNOWLEDGMENT TO: (Name and Address) <input checked="" type="checkbox"/> MIDDLE MARKET CREDIT SERVICES FL9-100-03-23 BANK OF AMERICA, N.A. P.O. BOX 45264 JACKSONVILLE, FLORIDA 32232-5264

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # BK 0400 PG 2362, FILED 04/14/2000, DOUGLAS COUNTY, NEVADA	1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. <input type="checkbox"/>
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2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME				
OR	6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME				
OR	7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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7d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any
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NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME BANK OF AMERICA, N.A.				
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

10. OPTIONAL FILER REFERENCE DATA
LAS CAL CORP LOAN # 31-3900019

08600

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BK 1204 PG 02316

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
BK 0400 PG 2361, FILED 04/14/2000, DOUGLAS COUNTY, NV

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME		
OR		
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

13. Use this space for additional information

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

DEBTOR:

1. LAS-CAL CORPORATION

RECORD OWNER:

1. LAS-CAL CORPORATION
1210 S. VALLEY VIEW BLVD SUITE 202
LAS VEGAS, NV 89102

PROPERTY LOCATED AT 1331 HIGHWAY 395 GARDNERVILLE, NEVADA 89410

SEE EXHIBITS "A" AND "B"

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BK1204PG02317

DOUGLAS COUNTY

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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DOUGLAS COUNTY

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.

K:\FORMS\SUCCESSOR\LOCATION SPECIFIC.DOC

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DOUGLAS COUNTY

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

Record Owner of Real Property

FACO 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

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