

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Pamela Flint, Paralegal 402-346-6000 extn: 1158	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) <input checked="" type="checkbox"/> Daniel J. Skomal, Esq./Kutak Rock LLP 444 West 47th Street, Suite 200 Kansas City, MO 64112	

Douglas County - NV
 Werner Christen - Recorder
 Page: 1 Of 6 Fee: 40.00
 BK-0105 PG-10023 REPT: 0.00



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 Chesapeake Management Group, Inc.			
OR	1b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 947 Dorcey Drive		CITY Incline Village	STATE POSTAL CODE COUNTRY NV 89451 USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION CORP	1f. JURISDICTION OF ORGANIZATION NV
			1g. ORGANIZATIONAL ID #, if any C33127-1999 <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 GE Commercial Property Finance Business Corporation f/k/a General Electric Capital Business Asset Funding Corporation			
OR	3b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 17207 North Perimeter Drive		CITY Scottsdale	STATE POSTAL CODE COUNTRY AZ 85255 USA

4. This FINANCING STATEMENT covers the following collateral:
 See attached Exhibit A

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOBR	<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	<input type="checkbox"/> (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)	<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA 10512/01-911						

NV-Douglas County

08824

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
Chesapeake Management Group, Inc.

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. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any NONE

12. ADDITIONAL SECURED PARTY'S 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 attached Schedule 1

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



EXHIBIT "A"

Exhibit "A" to that certain Douglas County, Nevada UCC-1 Financing Statement between GE Commercial Property Finance Business Corporation as Secured Party and Chesapeake Management Group, Inc. as Debtor.

All restaurant equipment, machinery, furniture, fixtures, replacements, substitutions, additions, parts and accessories now owned and hereafter acquired by Debtor, including but not limited to fryers, grills, ovens, warmers, refrigerators, freezers, waste disposal units, dishwashers, beverage dispensers, ice cream makers, racks, display cases, light fixtures, decor, counters, cash registers, salad equipment, tables, seating, signs and similar property of Debtor useful in its operation of the Round Table Pizza restaurant at:

212 Elks Pointe Rd. #109, Round Hill, NV 89449

In addition to the above-described collateral, the Secured party's security interest shall extend to all other property at the above location(s) that the Debtor may now own, or later acquire, or in which Debtor may have or acquire rights sufficient to support a security interest during the course of this agreement.

Legal Property Description:

**SEE LEGAL DESCRIPTION ATTACHED HERETO AND BY THIS REFERENCE
MADE A PART HEREOF**

SCHEDULE I

For Property at
212 Elks Pointe Rd. #109
Round Hill, NV 89449

LEGAL DESCRIPTION

Order No.: 96050926

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

PARCEL NO. 1:

All that real property situate in the Southeast one-quarter of Section 15, Township 13 North, Range 18 East, M.D.B.&M., Douglas County, Nevada, described as follows:

COMMENCING at Southeast corner of said Section 15; thence Westerly along the Section line common to Sections 15 and 22, a distance of 1513.39 feet, more or less, to a point in the Northeasterly right of way line of U.S. Highway 50, as described in the conveyance to the State of Nevada, recorded July 18, 1933, in Book T of Deeds at Page 436, Douglas County, Nevada records; thence North 47 degrees 36'00" West along said Northeasterly line, a distance of 674.72 feet, to the True Point of Beginning; thence North 47 degrees 36'00" West, a distance of 990.28 feet thence North 42 degrees 24'00" East, a distance of 90.00 feet; thence North 47 degrees 36'00" West, a distance of 120.00 feet; thence South 42 degrees 24'00" West, a distance of 90.00 feet; thence North 47 degrees 36'00" West, a distance of 215.00 feet; thence North 42 degrees 24'00" East, a distance of 545.28 feet to a point on the Westerly line of Villager Townhouses, recorded August 29, 1977, Document No. 12403; thence along said Westerly line, South 52 degrees 35'03" East, (recorded South 52 degrees 31'06" East) a distance of 40.63 feet to the most Southerly corner of that certain parcel described in Deed recorded July 20, 1972, in Book 103, Page 356; thence along the boundary of said parcel North 66 degrees 36'23" East, a distance of 164.88 feet (recorded North 69 degrees 00'00" East, 165.00 feet); thence North 04 degrees 43'13" East, a distance of 17.70 feet (recorded North 04 degrees 46'50" East, 17.40 feet) to a point on the Westerly line of McPaul Way; thence along said Westerly line, South 59 degrees 30'37" East (recorded South 59 degrees 27'00" East), a distance of 228.00 feet to a point on the Northerly boundary of that certain parcel described in Deed recorded March 31, 1972, in Book 98, Page 330; thence along said boundary South 76 degrees 36'23" West, a distance of 67.98 feet (recorded South 76 degrees 40'00" West, 68.02 feet); thence South 09 degrees 08'39" East (recorded South 09 degrees 03'02" East), a distance of 200.78 feet; thence North 77 degrees 20'23" East (recorded North 77 degrees 24'00" East), a distance of 86.92 feet to a point on the Westerly boundary of the parcel of land described in Deed recorded February 4, 1972, in Book 96, Page 300; thence along the boundary of said parcel South 12 degrees 39'37" East (recorded

Continued on next page

LEGAL DESCRIPTION- continued
Order No.: 96050926

South 12 degrees 36'00" East), a distance of 32.89 feet; thence North 81 degrees 06'00" East, a distance of 8.30 feet (recorded North 81 degrees 02'37" East, 8.20 feet); thence North 83 degrees 18'09" East, a distance of 123.00 feet (recorded North 83 degrees 20'46" East, 123.89 feet), to a point on the Southwesterly line of McPaul Way; thence along said Westerly line, South 25 degrees 14'37" East (recorded South 25 degrees 11'00" East), a distance of 26.17 feet to a point on the Northerly boundary of that certain parcel described in Deed recorded July 1, 1971, in Book 87, Page 437; thence along said boundary South 77 degrees 20'23" West, a distance of 78.90 feet (recorded South 77 degrees 24'00" West, 78.66 feet) to the beginning of a tangent curve to the left with a radius of 30.00 feet and a central angle of 81 degrees 29'37"; thence along said curve, an arc length of 32.20 feet; thence South 15 degrees 50'46" West (recorded South 15 degrees 54'23" West), a distance of 63.22 feet; thence South 12 degrees 39'37" East (recorded South 12 degrees 36'00" East), a distance of 50.00 feet; thence South 35 degrees 39'37" East (recorded South 35 degrees 36'00" East), a distance of 69.00 feet to the most Westerly corner of that certain parcel described in Deed recorded February 1, 1980, in Book 280, Page 007; thence along the Westerly line of said parcel, South 35 degrees 39'37" East (recorded South 35 degrees 36'00" East) 279.46 feet to a point on the Westerly right of way line of Elks Pointe Road; thence along said Westerly right of way along a curve concave to the Northwest, with a radius of 320.00 feet, a central angle of 33 degrees 22'12" (recorded 33 degrees 18'35"), and an arc length of 186.37 feet (recorded 186.04 feet); thence South 42 degrees 24'00" West, a distance of 244.50 feet (recorded 243.38 feet) to the beginning of a tangent curve to the right, with a radius of 25.00 feet and a central angle of 90 degrees 00'00"; thence along said curve, an arc length of 39.27 feet to the True Point of Beginning.

EXCEPTING therefrom that parcel of land conveyed to Shell Oil Company, a Delaware Corporation, by deed recorded October 3, 1994, Book 1094, Page 559, Document No. 347650, Official Records Douglas County, Florida.

Said land more fully shown on that certain Record of Survey for NEVADA ALLIED, INC., a portion of Section 15, Township 13 North, Range 18 East, M.D.B.&M., by RONALD W. TURNER, R.L.S. #3519, dated July 18, 1980, and recorded September 25, 1980, as Document No. 48927.

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LEGAL DESCRIPTION- continued
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PARCEL NO. 2:

All that real property situate in the Southeast one-quarter of Section 15, Township 13 North, Range 18 East, M.D.B.&M., Douglas County, Nevada, described as follows:

COMMENCING at Southeast corner of said Section 15; thence Westerly along the Section line common to Sections 15 and 22, a distance of 1513.39 feet, more or less, to a point in the Northeasterly right of way line of U.S. Highway 50, as described in the conveyance to the State of Nevada, recorded July 18, 1933, in Book T of Deeds at Page 436, Douglas County, Nevada records; thence North 47 degrees 36'00" West along said Northeasterly line, a distance of 1265.00 feet to the True Point of Beginning; thence North 47 degrees 36'00" West, a distance of 120.00 feet; thence North 42 degrees 24'00" East, a distance of 90.00 feet; thence South 47 degrees 36'00" East, a distance of 120.00 feet; thence South 42 degrees 24'00" West, a distance of 90.00 feet to the True Point of Beginning.

Said land more fully shown on that certain Record of Survey for NEVADA ALLIED, INC., portion of Section 15, Township 13 North Range 18 East, M.D.B.&M., by RONALD W. TURNER, R.L.S. #3519, DATED July 18, 1980, and recorded September 25, 1980, as Document No. 48927.

Assessors Parcel Nos. 5-290-03
5-290-06
5-290-10
5-290-12

