

Douglas County - NV
 Werner Christen - Recorder

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 BK-0707 PG- 1100 RPTT: 0.00



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
JAMES L. MORGAN; 775-825-7000

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**JAMES L. MORGAN, ESQ.
 HENDERSON & MORGAN, LLC
 4600 KIETZKE LANE, SUITE K228
 RENO, NV 89502**

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
BERRY-HINCKLEY INDUSTRIES

OR 1b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

1c MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY
LAS VEGAS	NV	89119	USA

1d **SEE INSTRUCTIONS** ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION **CORP.** 1f. JURISDICTION OF ORGANIZATION **NEVADA** 1g. ORGANIZATIONAL ID #, if any **C649-1975** 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 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
FIRST NATIONAL BANK OF NEVADA

OR 3b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

3c MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY
LAS VEGAS	NV	89103	USA

4. This FINANCING STATEMENT covers the following collateral:

ALL PRESENT AND FUTURE PERSONAL PROPERTY, WHETHER NOW OWNED OR HEREAFTER ACQUIRED, INCLUDING, WITHOUT LIMITATION, THE PERSONAL PROPERTY DESCRIBED BY EXHIBIT "A" ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN. SOME OF THE GOODS DESCRIBED BY EXHIBIT "A" ARE, OR ARE TO BECOME, FIXTURES TO THE REAL PROPERTY DESCRIBED BY EXHIBIT "B" ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN.

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

8. OPTIONAL FILER REFERENCE DATA

1357 HWY. 395 (DOUGLAS COUNTY RECORDER)

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
BERRY-HINCKLEY INDUSTRIES

OR

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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 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:

16. Additional collateral description:

SEE EXHIBIT "B" ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN.

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



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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

DEBTOR: BERRY-HINCKLEY INDUSTRIES
SECURED PARTY: FIRST NATIONAL BANK OF NEVADA

DESCRIPTION OF COLLATERAL
ATTACHED TO UCC-1
FINANCING STATEMENT (the "UCC-1")

All right, title and interest of Debtor, whether now owned or hereafter acquired, in, or to, any of the following described personal property, whether now existing or hereafter coming into existence (collectively, the "Personal Property"):

(a) All present and future: (i) accounts; (ii) chattel paper; (iii) commercial tort claims; (iv) deposit accounts; (v) documents; (vi) equipment, inventory and other goods of any kind or nature; (vii) instruments; (viii) investment property; (ix) letter of credit rights; (x) money; (xi) general intangibles; and (xii) proceeds of any of the foregoing; all as defined by Article 9 of the Commercial Code.

(b) All present and future chattels, furniture, furnishings, equipment, fixtures, building materials, building contents and building components, all of every kind and nature, and other tangible personal property: (i) which is used in connection with, situate in or on, affixed to, or incorporated into: (aa) any portion of the real property which is particularly described by "Exhibit B" to the UCC-1 (the "Land"); (bb) all real property which is adjacent to, or used in connection with, the Land and in which Debtor now owns or hereafter acquires an interest (the "Adjacent Property"); and/or (cc) all tenements, hereditaments and appurtenances to the Land or the Adjacent Property (the "Appurtenances" and, together with the Land and the Adjacent Property, the "Real Property"); (ii) which is used in connection with, situate in or on, affixed to, or incorporated into, any building, structure or other improvement that is now or that may be hereafter constructed on or under the Real Property; and/or (iii) in which Debtor otherwise has or acquires an interest; all including, without limitation: (aa) all lumber, bricks, cement, masonry, steel, doors, windows, fasteners, nails, bolts, scaffolding, tools, construction supplies, construction tools and equipment and all other building materials, supplies and equipment of any kind or nature; (bb) all air conditioning, heating, electrical, lighting, fire fighting and fire prevention, plumbing, security, sound, signaling, telephone, window washing, irrigation, storage, shop, landscaping, signage and other equipment and fixtures, of whatever kind or nature, consisting of, without limitation, air conditioners, compressors, fans, duct work, thermostats, furnaces, boilers, radiators, burners, wiring, conduits, cables, generators, transformers, switching gear, lighting fixtures, sprinkler systems and other fire extinguishing equipment, fire alarms and other fire detection equipment, piping, pumps, valves, sinks, toilets, tubs, motors, carts, elevators and other lifts, ovens, refrigerators, surveillance and entry detection systems, speakers, intercoms and public address systems, hardware, shelving, maintenance and repair equipment and all other similar

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EXHIBIT "A"
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DEBTOR: BERRY-HINCKLEY INDUSTRIES
SECURED PARTY: FIRST NATIONAL BANK OF NEVADA

items; (cc) all furniture, furnishings, wall coverings, floor coverings, window coverings, artwork and decorative items including, without limitation, storage, retail, office, administrative and other furniture, furnishings, wall coverings, floor coverings, window coverings, artwork and decorative items; (dd) all office and administrative equipment and supplies including, without limitation, office appliances, filing cabinets, computers, peripheral computer equipment and other data processing and storage equipment, stationery and other office supply items, and other office and administrative equipment and supplies; (ee) all tools and other maintenance and repair equipment; (ff) all equipment for storage, monitoring, delivery, pumping analysis and other activities with respect to petroleum and petroleum byproducts including, without limitation, gasoline as well as related and similar products; and (gg) all equipment, supplies and other materials utilized in connection with any other activity engaged in by Debtor;

(c) All right, title and interest of Debtor in and to all leases, licenses, concessions, or similar agreements whether or not specifically herein described which now or may hereafter pertain to the Real Property and all amendments to the same, including, but not limited to the following: (aa) all payments due and to become due under such agreements, whether as rent, damages, insurance payments, condemnation awards, or otherwise; (bb) all claims, rights, powers, privileges and remedies under such agreements; and (cc) all rights of Debtor under such leases to exercise any election or option, or to give or receive any notice, consent, waiver or approval, or to accept any surrender of the premises or any part thereof, together with full power and authority in the name of Debtor or otherwise, to demand and receive, enforce, collect, or receipt for any or all of the foregoing, to endorse or execute any checks or any instruments or orders, to file any claims or to take any action which Beneficiary may deem necessary or advisable in connection therewith;

(d) All plans, specifications, soil reports, engineering reports, land planning maps, surveys, and any other reports, exhibits or plans used or to be used in connection with the development, construction, planning, operation or maintenance of the Real Property, together with all amendments and modifications thereof;

(e) All water rights and conditional water rights that are now, or may hereafter be appurtenant to, used in connection with or intended for use in connection with the Real Property;

(f) All right, title and interest of Debtor, whether now owned or hereafter acquired, in, or to, any and all present and future awards or payments, including without limitation, interest on them, and the right to receive them, which may

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DEBTOR: BERRY-HINCKLEY INDUSTRIES
SECURED PARTY: FIRST NATIONAL BANK OF NEVADA

be made with respect to the Real Property and/or the rents thereof as a result of: (i) the exercise of the right of eminent domain; (ii) the alteration of the grade of any street; (iii) any loss of or damage to any building or other improvement included in the Real Property; (iv) any other injury to or decrease in the value of the Real Property, any occupancy agreements related thereto and/or the rents thereof (including, without limitation, proceeds of any policy of insurance); and (v) any refund due on account of the payment of real estate taxes, assessments or other charges levied against or imposed upon the Real Property, any occupancy agreements related thereto, and/or the rents thereof;

(g) All development rights, governmental or quasi-governmental licenses, permits or approvals, zoning rights and other similar rights or interests which relate to the development, use or operation of, that benefit, or are appurtenant to, any portion of the Real Property, and all extensions, renewals, amendments, restatements and other modifications thereof;

(h) All other tangible and intangible personal property of Debtor;

(i) All present and future accessions, appurtenances, components, repairs, repair parts, spare parts, replacements, substitutions, additions, issue and/or improvements to or of or with respect to any of the foregoing;

(j) All rights, remedies, powers and/or privileges of Debtor with respect to any of the foregoing; and

(k) Any and all income, profits, proceeds and products of any of the foregoing, including, without limitation, all money, accounts, general intangibles, deposit accounts, documents, instruments, chattel paper, goods, insurance proceeds, and any other tangible or intangible property received upon the sale or disposition of any of the foregoing.

LEGAL DESCRIPTION

All that certain real property situate in the County of Douglas, State of Nevada, described as follows:

Parcel One (1):

Beginning a portion of the Northeast Quarter (NE ¼) of Section 4, Township 12 North, Range 20 East, M.D.B. & M., described as follows:

Commencing at the Southeast (SE) corner of Lot Thirty Nine (39), as shown on the map of Carson Valley Estates Subdivision, Unit No. 1, filed in the Office of the County Recorder of Douglas County, Nevada on July 19, 1965; thence North 89°46'07" East, a distance of 30.00 feet; thence South 38°54'53" West, a distance of 715.12 feet to a point on the Northeasterly right of way line of U.S. Highway 395; thence along said right of way line North 51°04' West, a distance of 30.00 feet to the True Point of Beginning; thence continuing along the Northeasterly right of way line of said U.S. Highway 395, North 51°04' West, a distance of 135.00 feet; thence North 38°54'53" East, 100.00 feet; thence South 51°04' East, 135.00 feet; thence South 38°54'53" West, a distance of 100.00 feet to the Point of Beginning.

Parcel One-A (1A):

A non exclusive easement for roadway purposes that is described as follows:

Commencing at the most Southerly corner of the herein above conveyed parcel; thence North 38°54'53" East, along the Easterly line of said parcel, a distance of 135.00 feet to the most Easterly corner thereof; thence South 51°04" East, 30.00 feet; thence South 38°54'53" West, a distance of 135.00 feet to a point on the Northeasterly right of way line of U.S. Highway 395; thence along the right of way line North 51°04" West, a distance of 30.00 feet to the Point of Beginning.

NOTE: The above metes and bounds description appeared previously in that certain Document recorded in the Office of the County Recorder of Douglas County, Nevada on December 30, 2002 in Book 1202, Page 13431 as Document No. 562391 of Official Records.

(AP No. 1220-04-501-004)

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EXHIBIT "B"



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