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OFFICIAL RECORDS

Requested By:
JUDITH A OTTO LTD

DOUGLAS COUNTY RECORDERS
Karen Ellison - Recorder

Page: 1 Of 3 Fee: \$ 92.00

Bk: 0613 Pg: 7057



Deputy: pk

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Judith A. Otto, Ltd. (775) 827-6886
B. SEND ACKNOWLEDGMENT TO: (Name and Address) <input checked="" type="checkbox"/> Judith A. Otto, Ltd. 6880 S. McCarran Blvd., Suite 10 Reno, Nevada 89509
L.A.P.N. 1320-30-211-100

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 PLANET FOODS L.L.C.				1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 5403 DASCO WAY				CITY SACRAMENTO		STATE CA	POSTAL CODE 95835	COUNTRY
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC.	1f. JURISDICTION OF ORGANIZATION NEVADA		1g. ORGANIZATIONAL ID #, if any			<input checked="" 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 DAIRY QUEEN OF MINDEN				2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS 1710 HIGHWAY 395				CITY MINDEN		STATE NV	POSTAL CODE 89423	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION		2g. ORGANIZATIONAL ID #, if any			<input checked="" 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				3b. INDIVIDUAL'S LAST NAME BOECHE, Trustee		FIRST NAME STEVE	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 2236 OAKRIDGE DRIVE				CITY CARSON CITY		STATE NV	POSTAL CODE 89703	COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

The collateral shall be all furniture, fixtures, equipment, inventory, and leasehold improvements of Debtor and including Proceeds thereof, now owned or hereafter acquired, which are used in the operation of that certain business now known as "Dairy Queen of Minden" located at 1710 Highway 395, Minden, Nevada, together with all intangible assets of Debtor now owned or hereafter acquired.

CROSS INDEX AS REAL PROPERTY

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	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable] (ADDITIONAL FEE)		<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2			
8. OPTIONAL FILER REFERENCE DATA						

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
PLANET FOODS L.L.C.

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 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
BOECHE, Trustee KATHLEEN

12c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2236 OAKRIDGE DRIVE CARSON CITY NV 89703

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 HERETO.

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
 Filled in connection with a Manufactured-Home Transaction
 Filled in connection with a Public-Finance Transaction

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):
**WHITECROSS LIMITED PARTNERSHIP
369 San Miguel Drive
Newport Beach, CA 92660**

EXHIBIT "A"

All that 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 Section 30, Township 13 North, Range 20, East, Mount Diablo Baseline and Meridian, Douglas County, Nevada described as follows:

PARCEL 1:

Parcel 4-A-2, as set forth on Parcel Map #3 for MINDEN IRONWOOD PARTNERS, filed for record in the Office of the County Recorder of Douglas County, State of Nevada on January 24, 1995, in Book 195, Page 3133, as Document No. 354903.

PARCEL 2:

A non-exclusive easement for vehicular and pedestrian ingress, egress and access along the common access drives shown on the maps attached to the Declaration of Establishment of Covenants, Conditions and Restrictions and Grants of Easements dated March 21, 1997, by Minden Ironwood Partners as Declarant, which was recorded March 24, 1997 in Book 397, Page 3610 as Document No. 408981 and re-recorded June 19, 1997 in Book 697, Page 4074 as Document No. 515500, in each case in the Office of the Recorder, Douglas County, Nevada.