

IMPORTANT — READ INSTRUCTIONS ON BACK BEFORE FILLING OUT FORM — DO NOT DETACH STUB

023896

THIS SPACE FOR USE OF FILING OFFICER

Inst # 1999-30675  
 07/22/1999-30675  
 10:04 AM CERTIFIED  
 SHELBY COUNTY JUDGE OF PROBATE  
 005 CRH 19.00

**FINANCING STATEMENT — FOLLOW INSTRUCTIONS CAREFULLY**

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional)	B. FILING OFFICE ACCT. # (optional)
C. RETURN COPY TO: (Name and Mailing Address)	
<p>PLEASE RETURN TO:          INTERCOUNTY CLEARANCE CORP.          440 NINTH AVENUE          NEW YORK, N.Y. 10001</p>	
D. OPTIONAL DESIGNATION (if applicable):	LESSOR/LESSEE
CONSIGNOR/CONSIGNEE	NON-UCC FILING

**1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b)**

1a. ENTITY'S NAME Border Properties, Ltd. d/b/a Taco Bell Store No. 4370				507025403	
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 100 Chase Park South, Suite 100			CITY Birmingham	STATE AL	POSTAL CODE 35244
1d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	1g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)**

2a. ENTITY'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
2d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	

**3. SECURED PARTY'S (ORIGINAL S/P or ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - insert only one secured party name (3a or 3b)**

3a. ENTITY'S NAME Franchise Mortgage Acceptance Company					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS Three American Lane			CITY Greenwich	STATE CT	POSTAL CODE 06831


**4. This FINANCING STATEMENT covers the following types or items of property:**

See EXHIBIT A attached hereto for legal description

See RIDER A attached hereto for collateral description

10781-B A13503

File with: Shelby County, AL

5. CHECK <input type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest BOX (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or (b) in accordance with other statutory provisions [additional data may be required]	7. If filed in Florida (check one) <input type="checkbox"/> Documentary stamp tax paid <input type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S) By: Karolina Roasters, Inc. Border Properties, Ltd. By:  Franchise Mortgage Acceptance Company By: see attached	8. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]
9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) [ADDITIONAL FEE] (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2	

## ATTACHMENT TO UCC-1 FINANCING STATEMENT

### SECURED PARTY:

Franchise Mortgage Acceptance Company

By: Kathy Davis  
Name: Kathryn Davis  
Title: Closer

## **RIDER A TO FINANCING STATEMENT ON FORM UCC-1**

### **DEBTOR**

Border Properties, Ltd.  
d/b/a Taco Bell Store No. Site No. 11-4370  
100 Chase Park South, Suite 100  
Birmingham, AL 35244

Tax Identification Number: [REDACTED]

### **SECURED PARTY**

Franchise Mortgage Acceptance Company  
Three American Lane  
Greenwich, Connecticut 06831  
Attn: Chief Operating Officer

### **COLLATERAL**

All goods (including inventory and equipment), general intangibles (other than the Debtor's Franchise Agreement with Taco Bell Corp. (the "Franchise Agreement") and license thereunder, if prohibited by such franchisor), accounts, certificates of title, fixtures, money, instruments, securities, documents, chattel paper, deposits, credits, claims, demands and other personal property, now or hereafter owned, acquired, held, used, sold or consumed in connection with the Debtor's business of operating Taco Bell Corp. restaurant number site number 11-4370 and any other property, rights and interests of Debtor which at any time relate to, arise out of or in connection with the foregoing or which shall come into the possession or custody or under the control of the Secured Party or any of its agents, representatives, associates or correspondents, for any purpose; all additions thereto, substitutions therefor and replacements thereof, all interest, income, dividends, distributions and earnings thereon or other monies or revenues derived therefrom, including any such property received in connection with any disposition of the Franchise Agreement and all moneys which may become payable under any policy insuring the Collateral or otherwise required to be maintained under the Pledge and Security Agreement entered into by and between Debtor and Secured Party (the "Security Agreement") (including return of unearned premium); and all products and proceeds of the foregoing. In addition to

Loan No. \_\_\_\_\_  
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granting a security interest in the Collateral, the Debtor has agreed not to transfer, grant any security interest in, or otherwise encumber or dispose of the Franchise Agreement or, except with the Secured Party's consent or as expressly permitted in the Security Agreement, any of the Collateral.

## **PROPERTY**


Location: 242 Mohawk Trail  
Franklin County  
Greenfield, MA 01301

Record  
Owner: Tacala North, Inc.


Legal  
Description: See attached

## **BORDER PROPERTIES, LTD.**

By: Karolina Roasters, Inc.  
Its general partner

By:   
Name: Donald M. Ghareeb  
Title: President

## **FRANCHISE MORTGAGE ACCEPTANCE COMPANY**

By:   
Name: KATHRYN DAVIS  
Title: LOAN CLOSER

Loan No. \_\_\_\_\_  
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## EXHIBIT A

Beginning at the northeast corner of the premises hereby conveyed at land now or formerly of Fox Brook Realty Trust; thence S 23° 08' 08" W, along said land 227.32 feet, more or less, to an iron pin marking the southeast corner of the premises hereby conveyed at land now or formerly of Mill-Brook Corporation; thence N 65° 47' 54" W, along said land a distance of 206.57 feet, more or less, to a point at land now or formerly of The Big Y Trust; thence N 23° 12' 26" E, a distance of 170.28 feet, more or less, to an iron pin; thence N 66° 03' 00" W a distance of 184.13 feet to a point; thence N 33° 26' 04" E, a distance of 82.54 feet to an iron pin; thence southwesterly along an arc 31.68' with a radius of 2080.34' to a Massachusetts Highway Bound; thence N 35° 10' 09" E a distance of 20.02 feet to a Massachusetts Highway bound; thence in an easterly direction on an arc 310.30' with a radius of 2060.00' along the southerly side of said Massachusetts State Highway Route 2, also known as the Mohawk Trail to a Massachusetts Highway Bound, thence 63° 30' 06" E, a distance of 33.39', to the place of beginning.

For reference see Plan of Land entitled "Plan of Land in Greenfield, MA, surveyed for Tacala North, Inc., dated June 13, 1998, and recorded in the Franklin County Registry of Deeds in Book of Plans 100, Page 79.

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