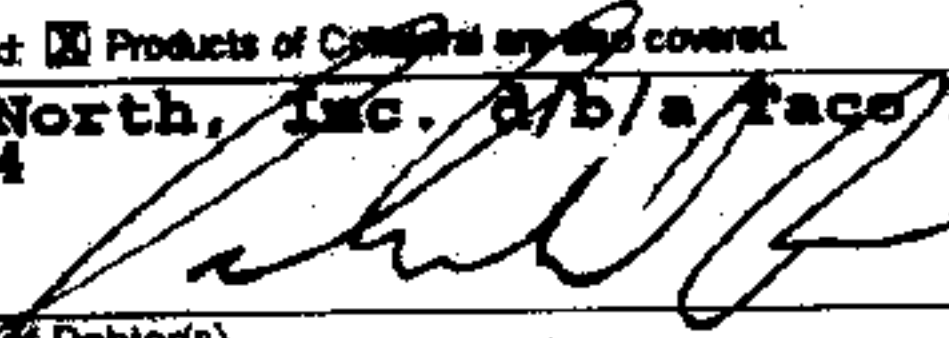
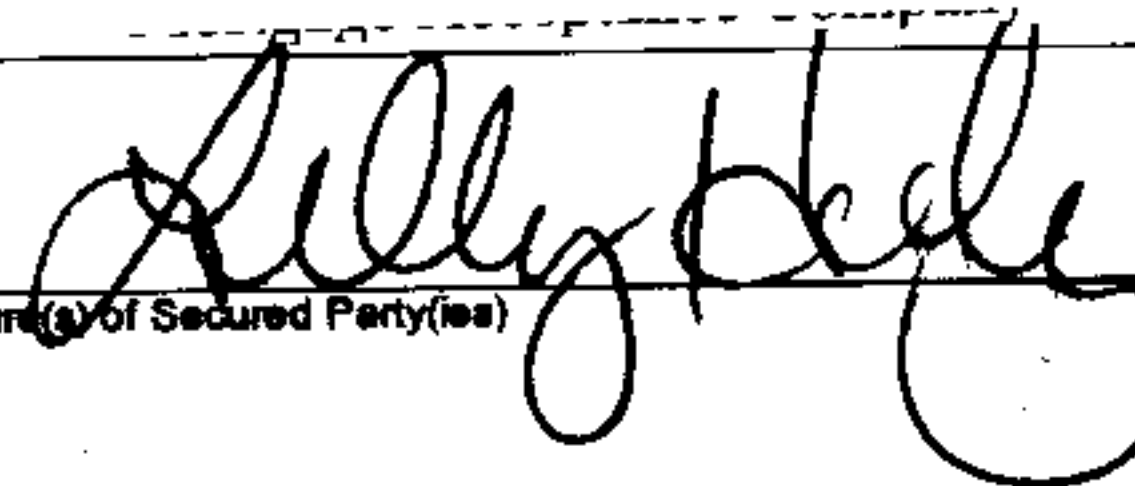


**STATE OF ALABAMA — UNIFORM COMMERCIAL CODE
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. — FORM UCC-3**

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).		No. of Additional Sheets Presented:		This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.	
1. Return copy or recorded original to: <div style="text-align: center;"><i>Please Return to:</i> Intercounty Clearance Corporation 440 Ninth Avenue New York, NY 10001-1686</div>				THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
2. Name and Address of Debtor (Last Name First if a Person) Tacala North, Inc. d/b/a Taco Bell Store No 5584 d/b/a Taco Bell Store No. 5584 100 Chase Park South, Ste 100 Birmingham, AL 35244 <div style="background-color: black; width: 100px; height: 15px; margin: 5px 0;"></div> Social Security / Tax ID # _____				<div style="writing-mode: vertical-rl; transform: rotate(180deg);">Inst # 1999-44530</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">10/28/1999-44530</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">11:11 AM CERTIFIED</div>	
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) <div style="background-color: black; width: 100%; height: 40px;"></div> Social Security / Tax ID # _____					
<input type="checkbox"/> Additional debtors on attached UCC-9					
3. NAME AND ADDRESS OF SECURED PARTY Franchise Mortgage Acceptance Company Three American Lane Greenwich, CT 06831 Social Security / Tax ID # _____					
<input type="checkbox"/> Additional secured parties on attached UCC-9				4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) <div style="height: 100px;"></div>	
5. <input checked="" type="checkbox"/> This statement refers to original Financing Statement bearing File No. <u>1999-30679</u> Filed with <u>Shelby</u> Date Filed <u>7/22/99</u>					
6. <input type="checkbox"/> Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective. 7. <input type="checkbox"/> Termination. Secured Party no longer claims a security interest under the financing statement bearing the file number shown above. 8. <input type="checkbox"/> Partial or Full Assignment. The Secured Party's right under the financing statement bearing file number shown above to the property described in item 11 or to all of the property listed on this file, is assigned to the assignee whose name and address appears in item 4. 9. <input checked="" type="checkbox"/> Amendment. Financing statement bearing file number shown above is amended as set forth in item 11. 10. <input type="checkbox"/> Partial Release. Secured Party releases the collateral described in item 11 from the financing statement bearing file number shown above.					
11. Amendment: This Amendment is being filed to correct the Record Owner as attached hereto on the RIDER A.					
11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____					
Franchise Mortgage Acceptance Company					
Check X if covered: <input checked="" type="checkbox"/> Products of Collateral are also covered. Tacala North, Inc. d/b/a Taco Bell Store No. 5584 By:  Signature(s) of Debtor(s) By:  Signature(s) of Secured Party(ies) Type Name of Individual or Business Type Name of Individual or Business					

10781-CF
C-836452
AL=SHELBY
A45262

11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

RIDER A TO FINANCING STATEMENT ON FORM UCC-1

DEBTOR

Tacala North, Inc.
d/b/a Taco Bell Store No. Site No. 11-5584
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
Ann: 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 11-5584 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 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: Highway 66 & Hillrise Drive
Hawkins County
Rogersville, TN 37859

Record
Owner: Tacala, LLC

Inst # 1999-44530

10/28/1999-44530
11:11 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CJ1 11.00