

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Jeffrey A. Benson, 919.420.1773
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Jeffrey A. Benson Kilpatrick Stockton LLP 3737 Glenwood Avenue, Suite 400 Raleigh, North Carolina 27612

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 20021008000491570	1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. <input checked="" type="checkbox"/>
2. <input type="checkbox"/> TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.	
3. <input type="checkbox"/> CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.	
4. <input type="checkbox"/> ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.	
5. AMENDMENT (PARTY INFORMATION): This Amendment affects <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. Check only <u>one</u> of these two boxes. Also check <u>one</u> of the following three boxes and provide appropriate information in items 6 and/or 7. <input type="checkbox"/> CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b. <input type="checkbox"/> ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).	
6. CURRENT RECORD INFORMATION:	
6a. ORGANIZATION'S NAME	
OR	6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX
7. CHANGED (NEW) OR ADDED INFORMATION:	
7a. ORGANIZATION'S NAME	
OR	7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX
7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY	
7d. TAX ID #, SSN OR EIN	7e. TYPE OF ORGANIZATION
ADD'L INFO RE ORGANIZATION DEBTOR	7f. JURISDICTION OF ORGANIZATION
7g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	
8. AMENDMENT (COLLATERAL CHANGE): check only <u>one</u> box. Describe collateral <input type="checkbox"/> deleted or <input type="checkbox"/> added, or give entire <input checked="" type="checkbox"/> restated collateral description, or describe collateral <input type="checkbox"/> assigned.	

See Schedule A attached hereto and incorporated herein by reference.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here <input type="checkbox"/> and enter name of DEBTOR authorizing this Amendment.			
9a. ORGANIZATION'S NAME Wachovia Bank, National Association			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
10. OPTIONAL FILER REFERENCE DATA			

00009020937

Schedule A to UCC

Schedule A to UCC from Golden Corral Corporation ("Debtor") and for the benefit of Wachovia Bank, National Association ("Secured Party").

Description of Collateral:

ALL OF DEBTOR's right, title and interest in and to the following, whether now existing or hereafter acquired: (i) all fixtures attached to, situate or installed in or upon, or used in the operation or maintenance of, the real property (the "Land") known as 101 Cahaba Valley Parkway East, Town of Pelham, State of Alabama, in more particularly described in Exhibit A attached hereto and incorporated herein by reference, wherein the record owner is (are) Golden Corral Corporation, or any buildings or improvements situated thereon, whether or not such real, personal or mixed property is or shall be affixed to the Land; (ii) all building materials, building machinery and building equipment delivered on site to the Land during the course of, or in connection with, any construction, repair or renovation of the buildings and improvements situated or to be situated thereon; (iii) all leases, licenses or occupancy agreements of all or any part of the Land and all extensions, renewals, and modifications thereof, and any options, rights of first refusal or guarantees relating thereto; all rents, income, revenues, security deposits, issues, profits, awards and payments of any kind payable under the leases or otherwise arising from the Land; (iv) all contract right and general intangibles relating to the Land or the use, occupancy, maintenance, construction, repair or operation thereof; all management agreements, franchise agreements, utility agreements and deposits; all maps, plans, surveys and specifications; all warranties and guaranties; all permits, licenses and approvals; and all insurance policies; and (v) all proceeds of any of the above-described property, whether cash or non-cash, and including insurance proceeds and condemnation awards; and all replacements, substitutions and accessions thereof.

EXHIBIT "A"

Lot 2, Golden Corral's Addition to Pelham, as recorded in Map Book 27, page 149, in said Probate Office; together with rights in and to that certain Temporary Grading Easement as recorded in Instrument 2001/08587 and being more particularly described as follows:

TEMPORARY GRADING EASEMENT:

A parcel of land situated in part of the Southeast one-quarter of the Northeast one-quarter and part of the Northeast one-quarter of the Southeast one-quarter of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast corner of Lot 1, Shelby Medical Center - Baptist Medical Center Resurvey, as recorded in Map Book 18, page 72 in the Probate Office of Shelby County, Alabama, said point being on the Western most right of way line of Interstate 65 (right of way varies); thence run in a southwesterly direction along the Southern most property line of said Lot 1 for a distance of 289.09 feet; thence turn a deflection angle right 90°00'31" and run in a Northwesterly direction for a distance of 29.19 feet to the point of beginning; thence turn a deflection angle left 89°58'17" and run in a Westerly direction for a distance of 395.01 feet to a point on the Easternmost right of way of rededicated Cahaba Valley Parkway; thence turn a deflection angle right 88°45'19" and run in a Northerly direction along said Eastern most right of way line for a distance of 61.00 feet; thence turn a deflection angle right 91°14'41" and run in an Easterly direction for a distance of 273.21 feet; thence turn a deflection angle right 26°20'29" and run in a Southeasterly direction for a distance of 137.44 feet to the point of beginning.