

STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

Important: Read Instructions on Back Before Filling out Form.

JULIUS BLUMBERG, INC. N.Y.C. 10013

Shelby

<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: FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC 600 Steamboat Road Greenwich, Connecticut 06830 Attn: Charan J. Chanana		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: center;"> <p>Inst # 1995-28197</p> <p>10/09/1995-28197</p> <p>10:48 AM CERTIFIED</p> <p>SHELBY COUNTY JUDGE OF PROBATE</p> <p>006 MCD 22.00</p> </div>			
Pre-paid Acct. # _____					
2. Name and Address of Debtor (Last Name First if a Person) TACALA, INC. d/b/a Taco Bell Store No. 4263 500 Chase Park South # 108 Birmingham, Alabama 35244 Social Security/Tax ID # _____					
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) BORDER PROPERTIES, LTD. d/b/a Taco Bell Store No. 4263 500 Chase Park South #108 Birmingham, Alabama 35244 Social Security/Tax ID # _____					
<input type="checkbox"/> Additional debtors on attached UCC-E					
3. SECURED PARTY (Last Name First if a Person) FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC 600 Steamboat Road Greenwich, Connecticut 06830 Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) <div style="text-align: right;"> <p>523019 10781-F</p> </div>			
<input type="checkbox"/> Additional secured parties on attached UCC-E					
5. The Financing Statement Covers the Following Types (or items) of Property:					

See Rider A-1 and A-2 attached hereto and made a part hereof.

*For notification purposes only. Mortgage tax
Already paid on 9/6/95 - marion city.
Book - 0502
Page - 195-207.*

5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

Check X if covered: ☒ Products of Collateral are also covered.

AL-Shelby

6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> as to which the filing has lapsed.		7. Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$ 887,000 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____	
8. <input checked="" type="checkbox"/> This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)		Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6)	

TACALA, INC.

Signature(s) of Debtor(s)

By: *Donald M. Ghareeb*

Signature(s) of Debtor(s)

Donald M. Ghareeb, Pres.

FOR SIGNATURE OF ADDITIONAL DEBTOR SEE RIDER A-2

Type Name of Individual or Business

FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC

Signature(s) of Secured Party(ies) or Assignee

By: *Charan J. Chanana*

Signature(s) of Secured Party(ies) or Assignee

Charan J. Chanana, Vice Pres.

Type Name of Individual or Business

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

DEBTOR

TACALA, INC.

d/b/a Taco Bell Corp. Store No. 4263

500 Chase Park South #108

Birmingham, Alabama 35244

Tax Identification Number: [REDACTED]

SECURED PARTY

Franchise Mortgage Acceptance Company LLC

600 Steamboat Road

Greenwich, CT 06830

Attn: Charan J. Chanana

COLLATERAL

All goods (including inventory and equipment), general intangibles (other than the Debtor's Franchise Agreement with Taco Bell Corp. and license thereunder), 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 4263 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 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, Debtor has entered into a "negative pledge" pursuant to which, among other things, 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 its Pledge and Security Agreement, any of the Collateral.

PROPERTY

Location: 728 Highway 78 West
Winfield, Alabama 35594


Record

Owner: Border Properties, Ltd.


Legal

Description: See attached

TACALA, INC.

By: 
Name: Donald M. Ghareeb
Title: President

FRANCHISE MORTGAGE ACCEPTANCE
COMPANY LLC

By: 
Name: Charan J. Chanana
Title: Vice President

RIDER A-2 TO FINANCING STATEMENT ON FORM UCC-1

DEBTOR

Border Properties, Ltd.
d/b/a Taco Bell Corp. Store No. 4263
500 Chase Park South #108
Birmingham, Alabama 35244

Tax Identification Number: [REDACTED]

SECURED PARTY

Franchise Mortgage Acceptance Company LLC
600 Steamboat Road
Greenwich, CT 06830
Attn: Charan J. Chanana

COLLATERAL

All goods (including inventory and equipment), general intangibles (other than the Debtor's Franchise Agreement with Taco Bell Corp. and license thereunder), 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 4263 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 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, Debtor has entered into a "negative pledge" pursuant to which, among other things, 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 its Pledge and Security Agreement, any of the Collateral.

PROPERTY

Location: 728 Highway 78 West
Winfield, Alabama 35594

Record

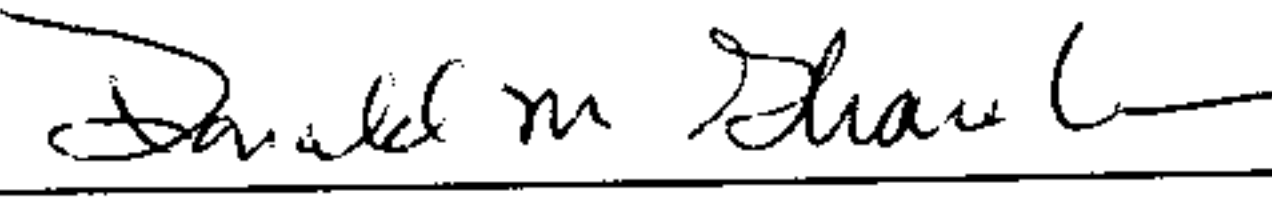
Owner: Border Properties, Ltd.

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 LLC**

By: 

Name: Charan J. Chanana
Title: Vice President

Schedule "A"

EXHIBIT "A"

A tract of land situated in the E 1/2 of SW 1/4 of Section 7, Township 13 South, Range 12 West, Marion County, Alabama, more particularly described as follows, to-wit: "Beginning at the Northeast corner of the SE 1/4 of SW 1/4 of Section 7; thence run South 04 degrees 29 minutes East along the East boundary of said SE 1/4 of SW 1/4, a distance of 307.35 feet to an old iron pin situated on the Southerly right-of-way of U. S. Highway No. 78 and 43; thence run North 60 degrees 47 minutes West, along the Southerly right-of-way of said highway, a distance of 512.50 feet to a railroad spike, said railroad spike being the point of beginning of the lands herein described; thence continue North 60 degrees 47 minutes West, along the Southerly right-of-way of said highway, a distance of 150 feet to a railroad spike; thence run South 29 degrees 13 minutes West perpendicular to the South right-of-way of said highway, a distance of 175 feet to an iron pin; thence run South 60 degrees 47 minutes East, parallel with the Southerly right-of-way of said highway, a distance of 150 feet to a railroad spike; thence North 29 degrees 13 minutes East a distance of 175 feet to the point of beginning of the land herein described."

. Store No. 4263

Inst # 1995-28197

10/09/1995-28197
10:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MCD 22.00