

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

<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: <b>FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC</b> 600 Steamboat Road Greenwich, Connecticut 06830 Attn: Charan J. Chanana		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
Pre-paid Acct # _____			
2. Name and Address of Debtor (Last Name First if a Person)  <b>TACALA, INC.</b> d/b/a Taco Bell Store No. 3962 500 Chase Park South # 108 Birmingham, Alabama 35244  Social Security/Tax ID # _____		<div style="writing-mode: vertical-rl; transform: rotate(180deg);">Inst # 1995-28200</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">10/09/1995-28200</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">10:52 AM CERTIFIED</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">SHELBY COUNTY JUDGE OF PROBATE</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">22.00</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">006 MCD</div>	
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) <b>BORDER PROPERTIES, LTD.</b> d/b/a Taco Bell Store No. 3962 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)  <b>FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC</b> 600 Steamboat Road Greenwich, Connecticut 06830  Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
<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 paid.  
on mortgage recorded 9/6/95 Book 9509  
Jefferson Page 9282  
City

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. *Shelby AL*

6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)
- ☐ already subject to a security interest in another jurisdiction when it was brought into this state.
- ☐ already subject to a security interest in another jurisdiction when debtor's location changed to this state.
- ☐ which is proceeds of the original collateral described above in which a security interest is perfected.
- ☐ acquired after a change of name, identity or corporate structure of debtor
- ☐ 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 \$ 894,000  
Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ 0
8. ☒ 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.

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. 3962  
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 3962 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: 1801 Pinson Valley Parkway  
Tarrant, Alabama 35217


Record

Owner: Border Properties, Ltd.

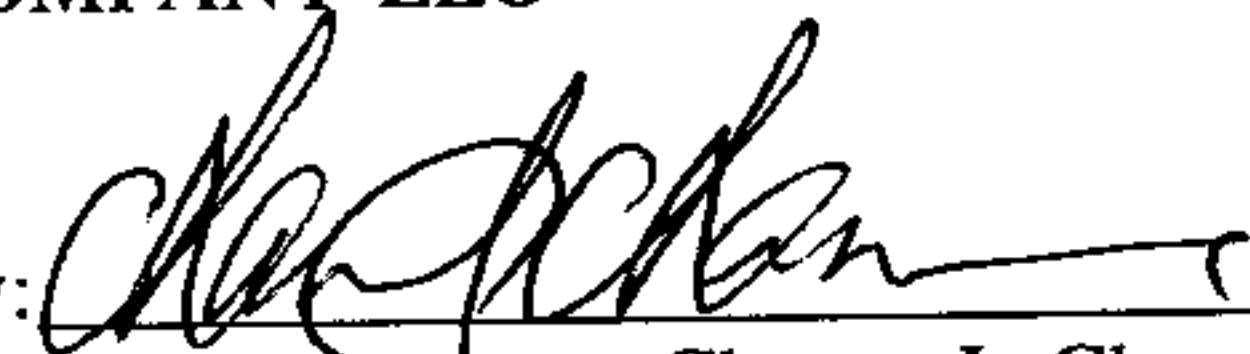
Legal

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. 3962  
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 3962 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: 1801 Pinson Valley Parkway  
Tarrant, Alabama 35217



Record

Owner: Border Properties, Ltd.

Legal

Description: See attached

**BORDER PROPERTIES, LTD.**

By: Karolina Roasters, Inc., its general partner

By: Donald M. Ghareeb

Name: Donald M. Ghareeb

Title: President

**FRANCHISE MORTGAGE ACCEPTANCE  
COMPANY LLC**

By: Charan J. Chanana

Name: Charan J. Chanana

Title: Vice President

## Schedule "A"

Lots 13, 14 and 15, in Block C, according to the Amended Plat of Tarrant Land Company's Survey of Tarrant City, as recorded in Map Book 10, Page 107, in the Office of the Judge of Probate of Jefferson County, Alabama; being situated in Jefferson County, Alabama.

Store No. 3962

Inst # 1995-28200

10/09/1995-28200  
10:52 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 MCD 22.00