

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

Important: Read Instructions on Back Before Filling out Form.

JULIUS BLUMBERG, N.Y.C. 10013

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n). Return copy or recorded original to _____		No. of Additional Sheets Presented: _____		This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.	
Pre-paid Acct. # _____ Name and Address of Debtor (Last Name First if a Person)  TACALA, INC. 500 CHASE PARK SOUTH #108 BIRMINGHAM, AL 35244  Social Security/Tax ID # _____ Name and Address of Debtor (IF ANY) (Last Name First if a Person)  BORDER PROPERTIES, LTD. 500 CHASE PARK SOUTH #108 BIRMINGHAM, AL 35244  Social Security/Tax ID # _____				THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
				Inst # 1995-30124  10/20/1995-30124 12:22 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 005 MCD 15.00	
<input type="checkbox"/> Additional debtors on attached UCC-E				4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
SECURED PARTY (Last Name First if a Person) Franchisee Loan Receivable Trust 1995-A c/o Wilmington Trust Company Rodney Square North, 1100 N. Market St. Wilmington, DE 19890 ATTN: Corp. Trust Admin. Social Security/Tax ID # _____				Norwest Bank Minnesota, N.A. Sixth & Marquette Minneapolis, MN 55479-0069 ATTN: Corp. Trust Dept.	
<input type="checkbox"/> Additional secured parties on attached UCC-E					
<input type="checkbox"/> This statement refers to original Financing Statement bearing File No. _____ Filed with <u>Shelby, AL</u>				Date Filed _____ 19__	
<input type="checkbox"/> Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective. <input type="checkbox"/> Termination. Secured Party no longer claims a security interest under the financing statement bearing the file number shown above. <input checked="" type="checkbox"/> Partial or 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. <input type="checkbox"/> Amendment. Financing statement bearing file number shown above is amended as set forth in item 11. <input type="checkbox"/> Partial Release. Secured Party releases the collateral described in item 11 from the financing statement bearing file number shown above.					
All rights of the secured party under the financing statement bearing the number noted above relating to the property described in Rider A attached to the original financing statement (including, without limitation, all goods, fixtures, general intangibles, account, and chattel paper, now or hereafter owned or existing) have been assigned to the above with respect to Store no. 5207, 5312, 15970 and 16079 only.					
11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____ _____					
Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.					

6743F  
526049

Franchisee Loan Receivables Trust 1995-A

BY: Franchise Mortgage Acceptance Company LLC,  
as Administrator

Signature(s) of Secured Party(ies)  
Julius Blumberg  
Type Name of Individual or Business

**EXHIBIT A**

**LEGAL DESCRIPTION**

**TACALA, INC.  
TACO BELL #5207  
ROUTE 8, BOX 256-E, RUSSELLVILLE, AL  
FRANKLIN COUNTY**

That tract or lot of land lying in the County of FRANKLIN,  
State of Alabama, known and described as follows, to wit:

Begin at the Northeast corner of the S 1/2 of Section 20, T-6-S,  
R-11-W; thence S 87 degrees 00' W along the North boundary line of  
said S 1/2 a distance of 2829.76 feet to the East right-of-way line  
of U. S. Highway No. 43; thence S 03 degrees 25' W along said East  
right-of-way line a distance of 1228.55 feet to the point of beg-  
inning of the land herein described; thence S 85 degrees 40' E a  
distance of 200 feet; thence S 03 degrees 25' W a distance of 135  
feet; thence N 85 degrees 40' W a distance of 200 feet to the East  
right-of-way line of said Highway No. 43; thence N 03 degrees 25'  
E along said East right-of-way line a distance of 135 feet to the  
point of beginning; lying and being situated in the S 1/2 of Section  
20, T-6-S, R-11-W, Franklin County, Alabama.

TACAL2-TB-5207-R  
TACALA, INC. - RICHARD REESE  
ROUTE 8, BOX 256-E, RUSSELLVILLE, AL

**EXHIBIT A**

**LEGAL DESCRIPTION**

**TACALA, INC.  
TACO BELL #5312  
2102 11TH AVENUE, HALEY, AL  
WINSTON COUNTY**

A tract or parcel of land lying and being situated in the S 1/2 of NE 1/4, Section 31, Township 9 South, Range 10 West; Winston County, Alabama and being more particularly described as follows: Commence at the SE corner of Section 31 and run thence North 03 degrees 18 minutes 47 seconds West along the East line of Section 31 a distance of 3156.60 feet; run thence South ~~87~~ 87 degrees 21 minutes 05 seconds West a distance of 1278.94 feet to a point marked in a retaining wall; being the point of beginning; run thence South 87 degrees 29 minutes 05 seconds West a distance of 119.79 feet to a 1/2 inch capped iron pin; run thence North 00 degrees 30 minutes 42 seconds East a distance of 102.00 feet to a concrete monument; run thence North 87 degrees 29 minutes 05 seconds East a distance of 119.79 feet to a concrete monument on the West right of way of Alabama Highway No. 5 and 11th Avenue; run thence South 00 degrees 30 minutes 42 seconds West along said right of way a distance of 102.00 feet to the point of beginning. Said lands being a part of Block "D" of the High School Addition to the City of Haleyville. Containing 0.28 acres, more or less.

TACAL2-TB-5312-R  
TACALA, INC. - RICHARD REESE  
2102 11TH AVE., HALEYVILLE, AL

**EXHIBIT A**

**LEGAL DESCRIPTION**

**TACALA, INC.  
TACO BELL #16079  
260 CANE CREEK RD., WARRIOR, AL  
JEFFERSON COUNTY**

A parcel of land situated in the NW 1/4 of the NE 1/4 of Section 23, Township 14 South, Range 3 West, in Jefferson County, Alabama, more particularly described as follows:

Commence at the SW corner of the NW 1/4 of the NE 1/4 of Section 23, Township 14 South, Range 3 West, and run east along the south line of said 1/4 - 1/4 section for 747.45 feet; thence turn 92°06'14" left and run northerly for 394.42 feet to the point of beginning; thence continue along the last described course for 175.0 feet to the southerly right of way of the Warrior Jasper Road, said point being on a curve to the left having a radius of 3377.75 feet and a central angle of 2°20'06"; thence turn 77°35'20" left, tangent to curve and run westerly along the arc of said curve for 137.65 feet; thence turn 100°04'33" left, tangent to said curve and run southerly for 201.85 feet; thence turn 90°00' left and run easterly for 135.0 feet to the point of beginning.

Minerals and mining rights excepted.

TACAL2-TB-16087-R  
TACALA, INC. - RICHARD REESE  
260 CANE CREEK RD., WARRIOR, AL

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**EXHIBIT A**

**LEGAL DESCRIPTION**

Inst # 1995-30124

TACALA, INC.  
TACO BELL #15970  
39 HORSE CREEK BLVD., DORA, AL  
WALKER COUNTY

10/20/1995-30124  
2:22 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 MCD 15.00

Beginning at the northeast corner of the NW 1/4 of NE 1/4 Section 9, Township 15 South, Range 5 West, Walker County, Alabama; thence South 87 degrees 15 minutes west 56.7 feet along the north line of said forty to the south line of the Old Sloss Road; thence south 42 degrees 53 minutes west 120.9 feet along said road; thence south 52 degrees 39 minutes west 385.2 feet along said road to the east right of way line of U.S. 78 Highway; thence South 61 degrees 59 minutes west 188.4 feet to a point in the west right of way line of U.S. 78 Highway, said point being the point of beginning of the tract of land to be described; thence south 39 degrees 18 minutes east 200.3 feet along the west right of way line of said Highway to the north right of way line of the Alabama Power Company transmission line; thence south 43 degrees 04 minutes west 151.30 feet along said right of way line; thence north 39 degrees 18 minutes west 223.40 feet parallel to U.S. 78 Highway, to the south line of the Old Sloss Road; thence north 51 degrees 36 minutes east 150.02 feet along the south line of the Old Sloss road to the point of beginning. The above tract of land is situated in the NW 1/4 of NE 1/4, Section 9, Township 15 South, Range 5 West, Walker County, Alabama.

**LESS AND EXCEPT THE FOLLOWING:**

Commencing at the Southeast corner of the NW 1/4 of NE 1/4 Section 9, Township 15 South, Range 5 West; thence northerly along east line of said NW 1/4 of NE 1/4 a distance of 69 feet, more or less, to the present southwest right of way line of U.S. Highway No. 78; thence northwesterly along said present southwest right of way line a distance of 1055 feet, more or less, to a point that is 150.64 feet southeasterly of the centerline of Project No. S-6408(104) and the point of beginning of the property herein to be conveyed; thence southeasterly along a straight line a distance of 138 feet, more or less, to a point that is 85 feet southeasterly of and at right angles to the centerline of said project at Station 145+52; thence south 31 degrees 06' West parallel to the centerline of said project a distance of 18 feet, more or less to southwest property line; thence northwesterly along said southwest property line, a distance of 47 feet, more or less, to the present southeast right of way line of a county road; thence northeasterly along said present southeast right of way a distance of 162 feet, more or less, to present southwest right of way line of U.S. Highway 78; thence southeasterly along said present southwest right of way line a distance of 51 feet, more or less, to point of beginning.

TACAL2-TB-15970-R  
TACALA, INC. - RICHARD REESE  
39 HORSE CREEK BLVD., DORA, AL