

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

41461

Important: Read Instructions on Back Before Filling out Form.

REORDER FROM
Registre, Inc.
514 PIERCE ST.
P.O. BOX 218
ANOKA, MN. 55303
(612) 421-1713

<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 100 Steamboat Road Greenwich, CT 06830 Attention: Ms. 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) TACALA, INC. c/o/b/a Taco Bell Store No. 2012 100 Chase Park South #100 #130 Birmingham, AL 35244 Social Security/Tax ID #: [REDACTED]		FILED WITH: SHELBY COUNTY 12/11/1995-35533 01:21 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 004 SNA 20.00
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) BORDER PROPERTIES, LTD. c/o/b/a Taco Bell Store No. 2012 100 Chase Park South #100 #130 Birmingham, AL 35244 Social Security/Tax ID #: [REDACTED]		
<input type="checkbox"/> Additional debtors on attached UCC-E 3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC 100 Steamboat Road Greenwich, CT 06830 Social Security/Tax ID #: [REDACTED]		
<input type="checkbox"/> Additional secured parties on attached UCC-E 4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)		
5. The Financing Statement Covers the Following Types (or items) of Property: DESCRIBED ON ANNEXED RIDER		

THIS FINANCING STATEMENT IS TO BE CROSS-INDEXED IN THE REAL ESTATE MORTGAGE RECORDS.

THIS FINANCING STATEMENT IS FILED AS ADDITIONAL SECURITY FOR THE INDEBTEDNESS SECURED BY A CERTAIN MORTGAGE EXECUTED BY THE DEBTOR IN FAVOR OF THE SECURED PARTY AND RECORDED CONCURRENTLY WITH THE FILING OF THIS FINANCING STATEMENT.

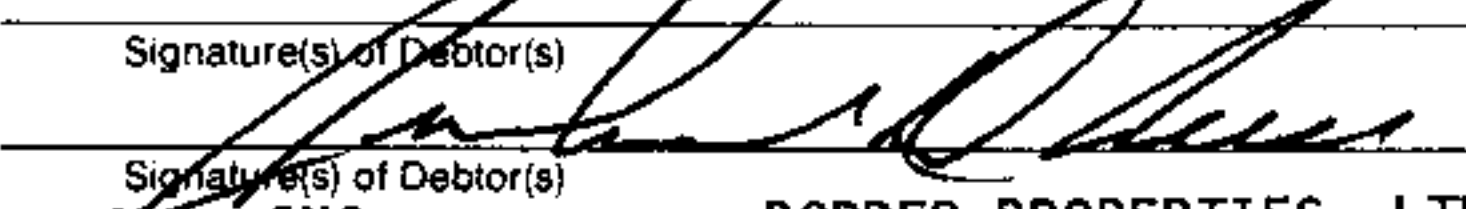
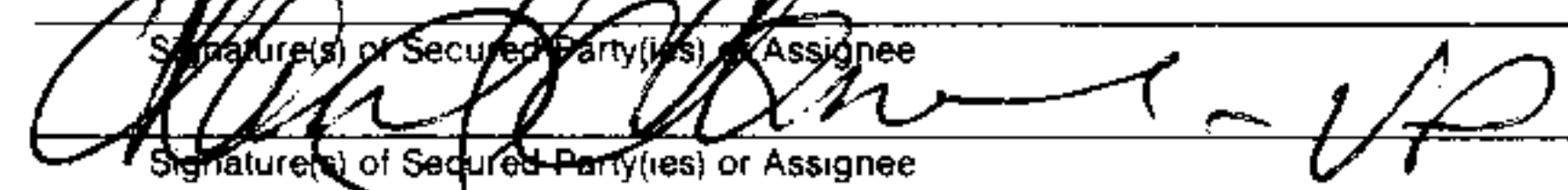
RECORD OWNER IS BORDER PROPERTIES, LTD.

***NO TAX DUE, ALL TAXES PAID UPON RECORDING OF MORTGAGE HEREWITH**

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

0	0	0
2	0	0
3	0	0
5	0	0
6	0	0
7	0	0
8	0	0

Check X if covered: <input checked="" type="checkbox"/> Products of Collateral are also covered. 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 \$ 930,000.00 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)
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Signature(s) of Debtor(s)  TACALA, INC. Type Name of Individual or Business	Signature(s) of Secured Party(ies)  FRANCHISE MORTGAGE ACCEPTANCE COMPANY LLC Type Name of Individual or Business
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RIDER A TO FINANCING STATEMENT ON FORM UCC-1

DEBTOR

TACALA, INC.
d/b/a Taco Bell Corp. Store No. 2012
500 Chase Park South, Suite 130
Birmingham, Alabama 35244

Tax Identification Number: [REDACTED]

BORDER PROPERTIES, LTD.
d/b/a Taco Bell Corp. Store No. 2012
500 Chase Park South, Suite 130
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. (the "Franchise Agreement") 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 2012 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, 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 the Security Agreement, any of the Collateral.

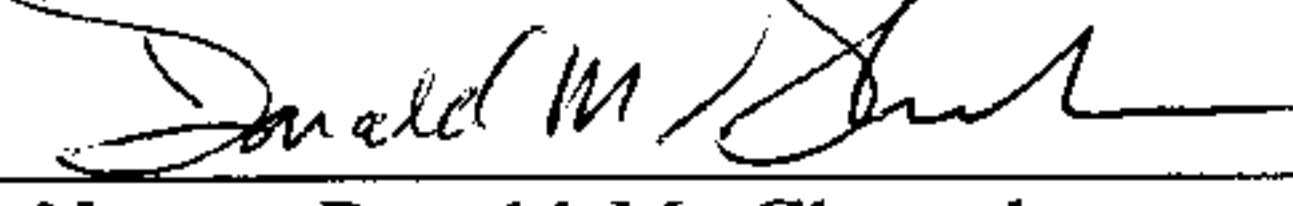
PROPERTY

Location: 1556 First Street
Alabaster, Alabama 35007

Record
Owner: Border Properties, Ltd.

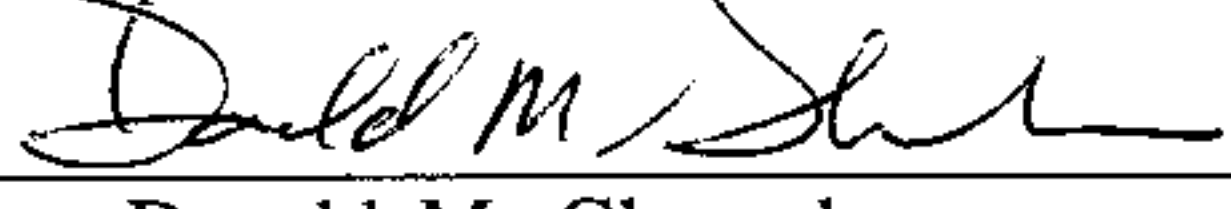
Legal
Description: See attached

TACALA, INC.


By: 
Name: Donald M. Ghareeb
Title: President

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

A part of Lot 12, Block 1, George's Subdivision of Keystone as recorded in Map Book 3, Page 63 and a part of Lot 1, Block 4, Sector Two, of a Resurvey of George's Subdivision of Keystone as recorded in Map Book 4, page 11 in the Probate Office of Shelby County, Alabama, and situated in the Southwest $\frac{1}{4}$ of the southwest $\frac{1}{4}$ of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama, more particularly described as follows:

Begin at the northeast corner of said Lot 1, Block 4; thence south $13^{\circ}39'30''$ west for 221.86 feet to a point on the northerly right of way line of Brown Circle said point being on a curve having a radius of 261.24 feet; thence turn right $61^{\circ}50'53''$ to tangent and run thence southwesterly and westwardly along the arc of said curve as it curve to the right and along said right of way line for 62.51 feet; thence south $89^{\circ}13'$ west and along said right of way line for 120 feet to a point on the southeasterly right of way line of U.S. Highway #31; thence north $13^{\circ}39'39''$ east and along last said right of way line for 99.53 feet; thence north $89^{\circ}13'$ east for 120 feet to a point on the northwesterly line of said Lot 1, Block 4; thence north $13^{\circ}39'30''$ east for 130.02 feet; thence north $89^{\circ}13'$ east for 60 feet to the point of beginning.

1st 4 1995-35533

12/11/1995-35533

01:21 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

004 SNA

20.00