

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


<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n)		No. of Additional Parties: _____	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.	
1. P. PLEASE RETURN TO: INTERCOUNTY CLEARANCE CORP. 440 NINTH AVENUE NEW YORK, N.Y. 10001 Operating Office			THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
2. Name and Address of Debtor (Last Name First if a Person) Tacala North, Inc. d/b/a Taco Bell Store No. 20021 100 Chase South Park, Ste. 100 Birmingham, AL 35244			Inst. # 1999-27352 06/30/1999-27352 10:42 AM CERTIFIED SHELBY COUNTY JUDGE IF PROBATE 004 CEN 18.00	
Social Security/Tax ID # _____				
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)				
Social Security/Tax ID # _____				
<input type="checkbox"/> Additional debtors on attached HOGE			FILED WITH: Shelby-A1	
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) Franchise Mortgage Acceptance Company Three American Lane Greenwich, CT 06831			4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
Social Security/Tax ID # _____				
<input type="checkbox"/> Additional secured parties on attached HOGE				

5. The Financing Statement Covers the Following Types (or Items) of Property:
See RIDER A attached hereto for collateral description

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

3 0 0

Check X if covered: <input checked="" type="checkbox"/> Products of Collateral are also covered.		7. Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$ _____ Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____
8. 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.		8. <input 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)
TACALA NORTH, INC.		Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature -- see Box 6)

By: 
Name: Richard D. Reese
Title:

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

ATTACHMENT TO UCC-1 FINANCING STATEMENT

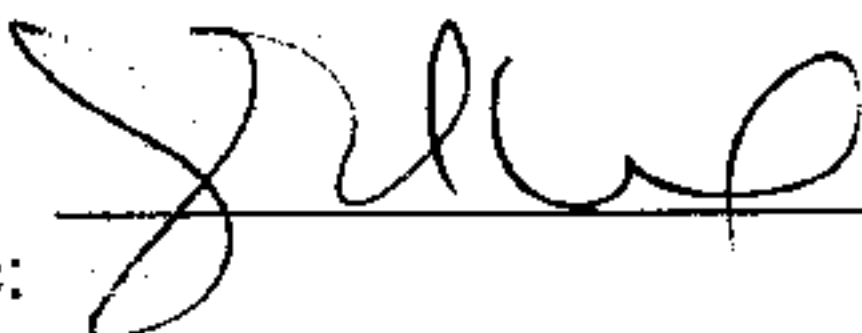
SECURED PARTY:

Franchise Mortgage Acceptance Company

By:

Name:

Title:



EQUIPMENT ORDERED FOR SOUTH VETERAN'S PIZZA HUT CONVERSION

AMOUNT

Americserve	Pizza Ovens	\$10,823.86
	Pizza Oven Start Up Check Out	\$282.33
	Oven Hood	\$1,215.00
	Exhaust Fan	\$372.00
	Oven Stand	\$472.11
	Winston Hot Hold Cabinet	\$2,897.62
	Proofer	\$1,036.04
	Kitchen timer	\$89.74
	Maketable	\$2,664.06
	Retarder	\$1,959.82
	Pan insert 1/8	\$130.80
	Pan insert 1/3	\$159.75
	Bar divider 12.5	\$19.66
	Monarch printer	\$756.03
	Monarch labels	\$98.22
	Breadstick Toaster	\$681.85
	Breadstick Warmer	\$85.55
	Breadstick sauce pump	\$97.83
	Breadstick slicer	\$28.16
	Breadstick smallwares	\$679.39
	Dough Racks	\$512.62
	Dough Rack Shelves	\$42.87
	Cut pack station	\$343.56
	6" pans	\$1,285.60
	6" pan separator	\$343.80
	PH smallwares	\$352.92
	Thick H bars steamline (5)	\$243.36
	Freight	
	Tax	
	Sub Total	

Tacata Technical Services	FAR System	\$7,000.00
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Construction	G & R Construction Company	\$13,000.00
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Signage	Art Sign Company	\$4,246.00
	Purchasing Coop	\$3,752.00
	Installation	\$1,200.00
	Sub Total	

Plus all additions, attachments accessions thereto substitutions for, and proceeds of insurance and all replacements of, any of the foregoing, cash and non-cash.

#20021.

EXHIBIT "A"Spectrum Store #62
1408 Veterans Parkway
Columbus, GAProperty DescriptionPARCEL ONE:

All that tract or parcel of land situate, lying and being in the City of Columbus, Muscogee County, Georgia, being part of City Lots Numbered 519, 521 and 522 in said City, and being more particularly described as follows:

BEGINNING at a drill hole in concrete located in the easterly margin of Fourth Avenue North 01 degree 33 minutes West, a distance of seventy-four (74) feet as measured along the easterly margin of Fourth Avenue from a drill hole in concrete located at the intersection of the northerly line of Fourteenth Street and the easterly line of Fourth Avenue and from said beginning iron continuing North 01 degree 33 minutes West along the easterly line of Fourth Avenue, a distance of one hundred seventy-five and ten hundredths (175.10) feet to a drill hole in concrete; running thence North 88 degrees 21 minutes East, a distance of two hundred twenty-one (221) feet to an iron; running thence South 01 degree 33 minutes East, a distance of one hundred one and ten hundredths (101.10) feet to an iron; running thence South 88 degrees 21 minutes West, a distance of ninety-nine and twenty-five hundredths (99.25) feet to an iron; running thence South 01 degree 33 minutes East, a distance of seventy-four (74) feet to an iron; running thence South 88 degrees 21 minutes West, a distance of one hundred twenty-one and seventy-five hundredths (121.75) feet to a drill hole in the concrete in the easterly margin of Fourth Avenue at the point of beginning.

PARCEL TWO:

All that lot, tract or parcel of land situate, lying and being in the State of Georgia, County of Muscogee, and City of Columbus, and being known and distinguished as PARTS OF CITY LOT 519 and CITY LOT 520, in the Plan of the City of Columbus, Georgia, and being more particularly described as follows, to-wit: BEGINNING at a drill hole in the concrete at the northeast corner of the intersection of 14th Street and 4th Avenue, and from said beginning point running North 01 degree 33 minutes West, along the easterly line of 4th Avenue, a distance of 74 feet to a drill hole in concrete; thence North 88 degrees 21 minutes East, a distance of 121.75 feet to a point; thence North 01 degree 33 minutes West, a distance of 74 feet to a point on the dividing line between City Lots 519 and 522; thence North 88 degrees 20 minutes East, along the line separating City Lots 519 and 520 from City Lots 522 and 521, a distance of 99.15 feet to a knurled spike in paving; thence South 02 degrees 29 minutes East, a distance of 148.63 feet to an iron pin on the northerly line of 14th Street; thence South 88 degrees 30 minutes West along the northerly line of 14th Street, a distance of 223.33 feet to the point of beginning of the property herein conveyed. The above-described property is shown upon a map or plat entitled "Survey of Part of City Lot 519 and Part of City Lot 520, Columbus, Muscogee County, Georgia," made by Moon, Mocks and Patrick, Inc., Civil Engineers, dated September 21, 1977, and recorded in Plat Book 65, Page 25, in the Office of the Clerk of the Superior Court of Muscogee County, Georgia.

Inst # 1999-27352

155242-1

06/30/1999-27352
10:42 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 18.00