

**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 Sheets Presented: _____	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
1. Return <small>as recorded original to:</small> Franchise Mortgage <div style="text-align: center;"> PLEASE RETURN TO: INTERCOUNTY CLEARANCE CORP. 440 NINTH AVENUE NEW YORK, N.Y. 10001 </div>		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office
2. Name and Address of Debtor <small>(Last Name First if a Person)</small> Tacala North, Inc. d/b/a Taco Bell Store No. 2455 100 Chase South Park, Ste. 100 Birmingham, AL 35244 Social Security/Tax ID # _____		<div style="writing-mode: vertical-rl; transform: rotate(180deg);"> Inst # 1999-27355 06/30/1999-27355 10:42 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 004 CEN 18.00 </div>
2A. Name and Address of Debtor <small>(IF ANY) (Last Name First if a Person)</small> Social Security/Tax ID # _____		
<input type="checkbox"/> Additional debtors on attached NOTE		
3. NAME AND ADDRESS OF SECURED PARTY <small>(Last Name First if a Person)</small> Franchise Mortgage Acceptance Company Three American Lane Greenwich, CT 06831 Social Security/Tax ID # _____		
<input type="checkbox"/> Additional secured parties on attached NOTE		FILED WITH: Shelby A 10741-B A06121
4. ASSIGNEE OF SECURED PARTY <small>(IF ANY) (Last Name First if a Person)</small>		

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							

"Property being leased, law not applicable."

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 \$ _____ Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____ 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) <div style="text-align: right;"> Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6) </div>
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TACALA NORTH, INC.

 By: 
 Signature(s) of Debtor(s)
 Name: **Richard D. Reese**
 Title: _____

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

ATTACHMENT TO UCC-1 FINANCING STATEMENT

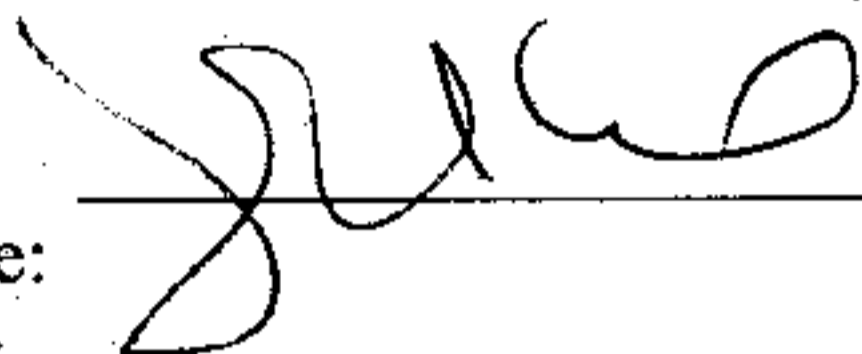
SECURED PARTY:

Franchise Mortgage Acceptance Company

By: _____

Name: _____

Title: _____

A handwritten signature in black ink, appearing to be "JMC", is written over a horizontal line.

EQUIPMENT ORDERED FOR AIRPORT THRUWAY PIZZA HUT CONVERSION

		AMOUNT
Foodservices Co-Op	Freezer	\$4,895.00
	(1) Mini Dual Line	\$13,895.00
	Everbrite Light Box	\$846.00
	Drive Thru Menuboard	\$2,145.92
	Drive Thru Menuboard Speakerpost	\$1,000.00
	Everbrite 14 line price capsual	\$369.00
	Everbrite POP	\$195.60
	Everbrite 1995 Identity capsual	\$18.60
Ameriserve	Pizza Ovens	\$10,923.98
	Pizza Oven Start Up Check Out	\$292.33
	Oven Stand	\$472.11
	Winston Hot Hold Cabinet	\$2,897.62
	Proofer	\$1,936.04
	Kitchen timers	\$69.74
	Maketable	\$2,564.05
	Rebinder	\$1,959.82
	Pan insert 1/8	\$130.80
	Pan insert 1/3	\$150.75
	Bar divider 12.5	\$19.56
	Monarch printer	\$756.03
	Monarch labels	\$98.22
	Breadstick Toaster	\$681.85
	Breadstick Warmer	\$85.65
	Breadstick sauce pump	\$97.93
	Breadstick slide	\$28.16
	Breadstick smallwares	\$679.39
	Dough Racks	\$512.82
	Dough Rack Shelves	\$42.87
	Cut pack station	\$343.56
	6" pane	\$1,285.60
	6" pan separator	\$343.80
	PH smallwares	\$407.92
	Thick H bars-electroline (6)	\$243.36
	Freight	
	Tax	
	Sub Total	
Tacala Technical Services PAR System		\$7,000.00
Construction G & R Construction Company		\$18,000.00
Signage	National Sign and Marketing	\$9,000.00
	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.

2450 Airport Thruway
Columbus, GA

EXHIBIT A

Legal Description:

All that tract or parcel of land lying in Land Lot 55 of the 8th District of Muscogee County, Georgia, and being more particularly described as follows:

BEGINNING at an iron pin set on the southerly right-of-way line of Airport Thruway (80-foot right-of-way) which is located 165.19 feet easterly of the intersection of the southerly right-of-way line of Airport Thruway with the easterly right-of-way line of 23rd Avenue, said distance being measured along the southerly right-of-way line of Airport Thruway; running thence south 02 degrees 24 minutes east a distance of 264.09 feet to an iron pin found; running thence north 87 degrees 36 minutes east a distance of 165.00 feet to an iron pin found; running thence north 02 degrees 24 minutes west a distance of 170.00 feet to an iron pin set on the southerly right-of-way line of Airport Thruway; running thence along the southerly right-of-way line of Airport Thruway north 60 degrees 10 minutes 30 seconds west a distance of 60.85 feet to an iron pin set; running thence westerly along the curvature of the southerly right-of-way line of Airport Thruway an arc distance of 129.27 feet to an iron pin, said iron pin being the point of beginning.

Together with a non-exclusive easement for the use of, access to and right-of-way over parking areas, driveways, sidewalks, service drives, streets, shopping center street entrances, exits and passageways as described in that certain Reciprocal Easement and Operating Agreement dated October 11, 1979 and recorded in Deed Book 1885, page 292; in the office of the Clerk of Superior Court of Muscogee County, Georgia.

Unit 2455

Inst # 1999-27355

06/30/1999-27355
10:42 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 18.00