

IMPORTANT — READ INSTRUCTIONS ON BACK BEFORE FILLING OUT FORM — DO NOT DETACH STUB

1023389

THIS SPACE FOR USE OF FILING OFFICER

FINANCING STATEMENT — FOLLOW INSTRUCTIONS CAREFULLY

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional)	B. FILING OFFICE ACCT. # (optional)
C. RETURN COPY TO: (Name and Mailing Address)	
<p>PLEASE RETURN TO: INTERCOUNTY CLEARANCE CORP. 440 NINTH AVENUE NEW YORK, N.Y. 10001</p>	
D. OPTIONAL DESIGNATION (if applicable):	
LESSOR/LESSEE	CONSIGNOR/CONSIGNEE
NON-UCC FILING	

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b)

1a. ENTITY'S NAME Border Properties, Ltd. d/b/a Taco Bell Store No. 3087				507025401	
OR		1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME
1c. MAILING ADDRESS		CITY		STATE	COUNTRY
100 Chase Park South, Suite 100		Birmingham		AL	35244
1d. S.S. OR TAX I.D.#	OPTIONAL ADD'L INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	1g. ENTITY'S ORGANIZATIONAL I.D.#, if any	
				NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME					
OR		2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME
2c. MAILING ADDRESS		CITY		STATE	COUNTRY
2d. S.S. OR TAX I.D.#	OPTIONAL ADD'L INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, if any	
				NONE	

3. SECURED PARTY'S (ORIGINAL S/P or ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME Franchise Mortgage Acceptance Company					
OR		3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME
3c. MAILING ADDRESS		CITY		STATE	COUNTRY
Three American Lane		Greenwich		CT	06831

4. This FINANCING STATEMENT covers the following types or items of property:

See EXHIBIT A attached hereto for legal description

See RIDER A attached hereto for collateral description

A13492

10781-B

File with: Shelby County, AL

5. CHECK <input type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest	7. If filed in Florida (check one)
BOX <input type="checkbox"/> (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or (b) in accordance with other statutory provisions (additional data may be required)	<input type="checkbox"/> Documentary stamp tax paid <input type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S)	8. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS
By: Karolina Roasters, Inc.	Attach Addendum (if applicable)
Border Properties, Ltd. By:	9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional)
Franchise Mortgage Acceptance Company By: see attached	<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2

ATTACHMENT TO UCC-1 FINANCING STATEMENT

SECURED PARTY:

Franchise Mortgage Acceptance Company

By: Kathy Davis
Name: Kathryn Davis
Title: Closer

RIDER A TO FINANCING STATEMENT ON FORM UCC-1

DEBTOR

Border Properties, Ltd.
d/b/a Taco Bell Store No. Site No. 11-3087
100 Chase Park South, Suite 100
Birmingham, AL 35244

Tax Identification Number: [REDACTED]

SECURED PARTY

Franchise Mortgage Acceptance Company
Three American Lane
Greenwich, Connecticut 06831
Attn: Chief Operating Officer

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, if prohibited by such franchisor), 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 site number 11-3087 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

Loan No. _____
UCCRider.doc

granting a security interest in the Collateral, 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: Route 50 & Old Gick Road
Saratoga County
Wilton, NY 12866

Record
Owner: Tacala North, Inc.

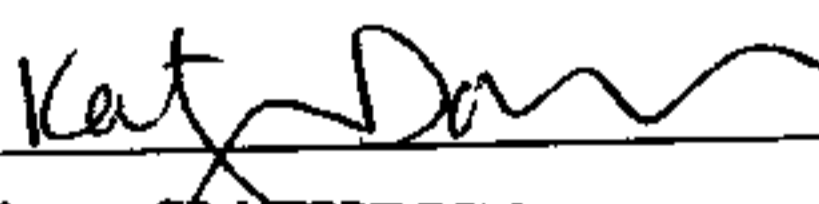
Legal
Description: See attached

BORDER PROPERTIES, LTD.

By: Karolina Roasters, Inc.
Its general partner

By: 
Name: Donald M. Ghareeb
Title: President

FRANCHISE MORTGAGE ACCEPTANCE COMPANY

By: 
Name: **KATHRYN DAVIS**
Title: **LOAN CLOSER**

Loan No. _____
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EXHIBIT A

#3087

The land referred to in this Commitment is known as (cont'd):

I. ALL THAT TRACT, PIECE OR PARCEL OF LAND situate in the Town of Wilton, Saratoga County, New York bounded and described as follows:

BEGINNING at a concrete monument found on the northwesterly side of N.Y.S Route 50 on the division line between lands now or formerly of Joel, Lawrence & Morris Aronson Liber 934 of Deeds, at page 326 to the East and lands herein described to the West and proceeding from said point of beginning; running thence the following two courses along the northwesterly boundary of N.Y.S. Route 50:

(1) South 59° 42' 38" West 175.34 feet to a set iron pin;

(2) South 03° 52' 00" West 106.82 feet to a set iron pin at lands now or formerly of D & C Management Associates, Inc. Liber 1264 of Deeds, at page 465; running thence North 35° 37' 30" West 254.86 feet along lands of D & C Management Associates, Inc. and lands now or formerly of the Town of Wilton Liber 1194 of Deeds, at page 104 to a set iron pin at other lands now or formerly of the Town of Wilton Liber 1280 of Deeds, at page 703, said course passing through a found iron pipe 20.67 feet from its end point; running thence North 57° 18' 30" East 313.24 feet along lands of the Town of Wilton and lands of the State of New York Liber 714 of Deeds, at page 470 to an iron pin set at lands now or formerly of Joel, Lawrence & Morris Aronson mentioned above; running thence South 13° 28' 13" East 186.47 feet along the lands of said Aronson to the place and point of beginning.

TOGETHER with an easement in common with others for ingress and egress to the above described premises over the lands now or formerly of the Town of Wilton, which easement was reserved in the deed to the Town of Wilton recorded in Book 1194 of Deeds, at page 104.

II. ALL THAT PIECE OR PARCEL OF LAND, situate in the Town of Wilton, County of Saratoga and State of New York, bounded and described as follows:

BEGINNING at a point in the westerly line of New York State Route 50, said point also being in the easterly line of lands acquired by the County of Saratoga from Henry and Rose Parks by a deed dated June 23, 1930 and recorded in the Saratoga County Clerk's Office in Book 362 of Deeds at page 574 and shown in Map Book 5 - Map 37 and being then northeasterly corner of land abandoned by the Town of Wilton on March 23, 1973 by resolution and conveyed by the Town of Wilton to Benjamin Abel by deed dated May 1, 1973 and recorded in the Saratoga County Clerk's Office on June 6, 1973 in Book 926 of Deeds at page 68; running thence northwesterly along the northerly line of said lands abandoned by the Town of Wilton and conveyed to Abel to a point on the division line between lands of the County of Saratoga, described herein, on the east and lands conveyed by Jack Berkowitz to Wilton Gates Restaurants, Inc., by deed dated February 7, 1991 and recorded in the Saratoga County Clerk's Office on February 14, 1991 in Book 1305 of Deeds at page 451, on the west, said point being the northwesterly corner of said lands abandoned by the Town of Wilton; running thence north along the easterly bounds of the said lands of Wilton Gates Restaurants, Inc. and of lands described in a deed from Joel Aronson to Lawrence Aronson, Morris Aronson and Joel Aronson dated January 14, 1973, and recorded on January 10, 1973 in the Saratoga County Clerk's Office in Book 934 of Deeds at page 326, to the northwesterly corner of lands of the County of Saratoga, described herein; running thence easterly along the northerly line of lands of the County of Saratoga, described herein, to a point in the westerly line of New York State Route 50, said point being the northeasterly corner of lands of the County of Saratoga, described herein; running thence southerly along the division line of lands of the County of Saratoga, described herein, to the west and New York State Route 50 to the east to the point or place of beginning.

Said parcel of land being intended to be the remainder of lands conveyed by Henry and Rose Parks to the County of Saratoga as described in a deed dated June 23, 1930 and recorded in the Saratoga County Clerk's Office in Book 362 of Deeds at page 574, after the exception of lands conveyed by the Town of Wilton to:

- 1) Benjamin Abel, by deed recorded in the Saratoga County Clerk's Office in Book 926 of Deeds at page 68;
- 2) Trice - Juron Ford, Inc., by deed recorded in the Saratoga County Clerk's Office in Book 926 of Deeds at page 204;
- 3) Florence G. Woodcock, by deed recorded in the Saratoga County Clerk's Office in Book 951 of Deeds at page 77.

This Commitment is valid only if Schedule B is attached.

Inst # 1999-30668

07/22/1999-30668
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CRH 19.00