

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

107

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	

Inst # 1999-30673

07/22/1999-30673
 10:04 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 19.00
 005 CMH

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

1a. ENTITY'S NAME	Tacala North, Inc. d/b/a Taco Bell Store No. 4370			507025403
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	COUNTRY POSTAL CODE
100 Chase Park South, Suite 100		Birmingham	AL	35244
1d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	1g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> 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 SUFFIX	
2c. MAILING ADDRESS		CITY	STATE COUNTRY POSTAL CODE	
2d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> 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 SUFFIX
3c. MAILING ADDRESS		CITY	STATE COUNTRY POSTAL CODE
Three American Lane		Greenwich	CT 06831

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

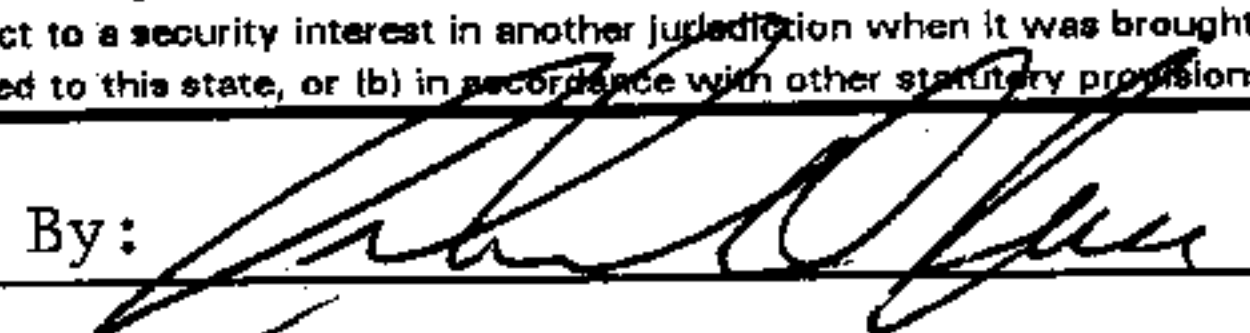
See EXHIBIT A attached hereto for legal description

See RIDER A attached hereto for collateral description

A13503

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

Tacala North, Inc.
d/b/a Taco Bell Store No. Site No. 11-4370
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 11-4370 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, the Debtor has agreed not to transfer, grant any

Loan No. _____
UCCRider.doc

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: 242 Mohawk Trail
Franklin County
Greenfield, MA 01301


Record
Owner: Tacala North, Inc.

Legal
Description: See attached

TACALA NORTH, INC.

By: 
Name:
Title:

FRANCHISE MORTGAGE ACCEPTANCE COMPANY

By: 
Name: KATHRYN DAVIS
Title: LOAN CLOSER

Loan No. _____
UCC Rider.doc

EXHIBIT A

#4370

Beginning at the northeast corner of the premises hereby conveyed at land now or formerly of Fox Brook Realty Trust; thence S 23° 08' 06" W. along said land 227.32 feet, more or less, to an iron pin marking the southeast corner of the premises hereby conveyed at land now or formerly of Mill-Brook Corporation; thence N 65° 47' 54" W. along said land a distance of 206.57 feet, more or less, to a point at land now or formerly of The Big Y Trust; thence N 23° 12' 26" E. a distance of 170.28 feet, more or less, to an iron pin; thence N 66° 03' 00" W a distance of 184.13 feet to a point; thence N 33° 26' 04" E. a distance of 82.54 feet to an iron pin; thence southwesterly along an arc 31.68' with a radius of 2080.34' to a Massachusetts Highway Bound; thence N 35° 10' 09" E a distance of 20.02 feet to a Massachusetts Highway bound; thence in an easterly direction on an arc 310.30' with a radius of 2060.00' along the southerly side of said Massachusetts State Highway Route 2, also known as the Mohawk Trail to a Massachusetts Highway Bound, thence 63° 30' 06" E. a distance of 33.39', to the place of beginning.

For reference see Plan of Land entitled "Plan of Land in Greenfield, MA, surveyed for Tacala North, Inc., dated June 13, 1998, and recorded in the Franklin County Registry of Deeds in Book of Plans 100, Page 79.

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SHELBY COUNTY JUDGE OF PROBATE
005 CRH 19.00