

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

107268

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): | |
| <input type="checkbox"/> LESSOR/LESSEE | <input type="checkbox"/> CONSIGNOR/CONSIGNEE |
| <input type="checkbox"/> NON-UCC FILING | |

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. 5584 | | | |
| OR | 1b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME |
| 1c. MAILING ADDRESS 100 Chase Park South, Suite 100 | | CITY Birmingham | STATE AL |
| 1d. S.S. OR TAX I.D.# | | 1e. TYPE OF ENTITY | 1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION |
| OPTIONAL ADD'L INFO RE ENTITY DEBTOR | | 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 |
| 2c. MAILING ADDRESS | | CITY | STATE |
| | | COUNTRY | POSTAL CODE |
| 2d. S.S. OR TAX I.D.# | | 2e. TYPE OF ENTITY | 2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION |
| OPTIONAL ADD'L INFO RE ENTITY DEBTOR | | 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 |
| 3c. MAILING ADDRESS Three American Lane | | CITY Greenwich | STATE CT |
| | | COUNTRY | POSTAL CODE 06831 |

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

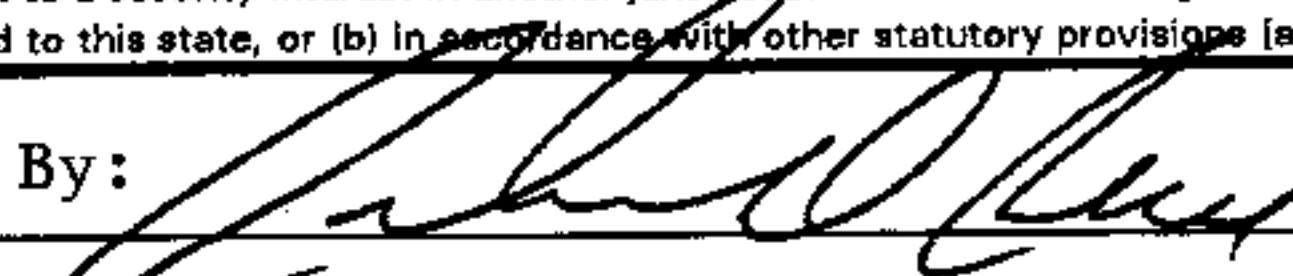
See EXHIBIT A attached hereto for legal description

See RIDER A attached hereto for collateral description

10781-B

A13521

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 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) in the REAL ESTATE RECORDS (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable) |
| Franchise Mortgage Acceptance Company See attached | 9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (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: _____

Kathryn 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. 11-5584
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 11-5584 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. _____
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EXHIBIT A

#5584

Situate in the Fourth Civil District of Hawkins County, Tennessee, and being an unnumbered lot, bounded on the North by Lot No. 8; on the East by Charles Dennis; and on the South by Lot No. 9, and on the West by the new Highway 66, and being more particularly described as follows:

BEGINNING at an iron pin in the eastern margin of new Highway 66, corner to Lot No. 8; thence easterly with the line of Lot No. 8, N 71 34 E 195.51 feet to an iron pin in the line of property owned by Charles Dennis; thence southerly with line of Dennis S 32 54 E 104.04 feet to an iron pin, the northeastern corner of Lot 9; thence westerly with northern margin of Lot 9, S 70 14 W 188.77 feet to an iron pin in the eastern margin of new Highway 66; thence northerly with the eastern margin of new Highway 66, N 35 45 W 110.12 feet to an iron pin, Point of Beginning, and being the same premises conveyed Roger Stewart and Glen Carroll by Deed of Wilson Hain and wife, Joan Hain, dated August 25, 1997, recorded in Deed Book 393, page 683, in the Register's Office for Hawkins County, Tennessee, to which reference is hereby made.

The above description is shown on plat of Sherman Gilpin Property dated September 25, 1985, by Murrell Weems, Surveyor.

Inst # 1999-30679

FIDELITY NATIONAL TITLE INSURANCE
COMPANY OF NEW YORK

07/22/1999-30679
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CRH 19.00