



20030825000562030 Pg 1/5 34.00  
Shelby Cnty Judge of Probate, AL  
08/25/2003 11:08:00 FILED/CERTIFIED

## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Phone: (800) 331-3282 Fax: (818) 662-4141	
B. SEND ACKNOWLEDGEMENT TO: (Name and Address)	512203 IGMAC8
UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071	5902472 ALAL FIXTURE
File with: Shelby, AL	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

OR	1a. ORGANIZATION'S NAME Tacala, Inc						
	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX			
1c. MAILING ADDRESS 500 Chase Park South Suite 130		CITY Birmingham	STATE DE	POSTAL CODE 35244	COUNTRY		
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION AL	1g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE			

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

OR	2a. ORGANIZATION'S NAME Border Properties, Ltd						
	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX			
2c. MAILING ADDRESS 500 Chase Park South Suite 130		CITY Birmingham	STATE DE	POSTAL CODE 35244	COUNTRY		
2d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION AL	2g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE			

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME First Bank National Association						
	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX			
3c. MAILING ADDRESS 180 East 5th Street		CITY St Paul	STATE MN	POSTAL CODE 55101	COUNTRY		

4. This FINANCING STATEMENT covers the following collateral:

SEE ATTACHED

Complete only when filing with the Judge of Probate:  
The initial indebtedness secured by this financing statement is \$0.00  
Mortgage tax due (\$.15 per \$100.00 or fraction thereof) \$0.00

5. ALTERNATIVE DESIGNATION [if applicable]	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)		<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2			
8. OPTIONAL FILER REFERENCE DATA		[ADDITIONAL FEE]		[optional]		

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# FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

## 9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

OR	9a. ORGANIZATION'S NAME Tacala, Inc		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME,SUFFIX

## 10. MISCELLANEOUS

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## 11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

OR	11a. ORGANIZATION'S NAME Taco Bell Corp Store No.2012			
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS 500 Chase Park South Suite 130		CITY Birmingham	STATE DE	POSTAL CODE 35244
11d. TAX ID#: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION Corporation	11f. JURISDICTION OF ORGANIZATION AL	11g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE

## 12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P's NAME - insert only one name (12a or 12b)

OR	12a. ORGANIZATION'S NAME			
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral or is filed as a ☒ fixture filing.

14. Description of real estate:

Description: see attached

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY  
☐ Filed in connection with a Manufactured-Home Transaction -- effective 30 years  
☐ Filed in connection with a Public-Finance Transaction -- effective 30 years

**RIDER A TO FINANCING STATEMENT ON FORM UCC-1**

**DEBTOR**

TACALA, INC.  
d/b/a Taco Bell Corp. Store No. 2012  
500 Chase Park South, Suite 130  
Birmingham, Alabama 35244

Tax Identification Number: 63-0853079

BORDER PROPERTIES, LTD.  
d/b/a Taco Bell Corp. Store No. 2012  
500 Chase Park South, Suite 130  
Birmingham, Alabama 35244

Tax Identification Number: 63-1141253

**SECURED PARTY**

**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), 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 2012 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, Debtor has entered into a "negative pledge" pursuant to which, among other things, 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: 1556 First Street  
Alabaster, Alabama 35007

Record  
Owner: Border Properties, Ltd.


Legal  
Description: See attached

TACALA, INC.

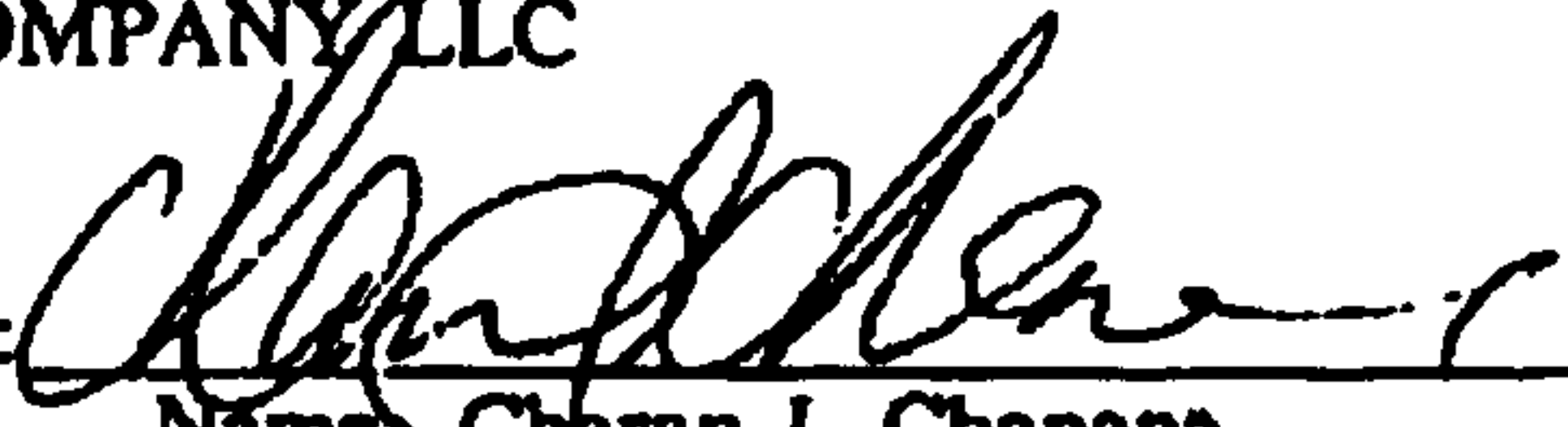
By:   
Name: Donald M. Ghareeb  
Title: President

BORDER PROPERTIES, LTD.

By: KAROLINA ROASTERS, INC., its  
general partner

By:   
Name: Donald M. Ghareeb  
Title: President

FRANCHISE MORTGAGE ACCEPTANCE  
COMPANY LLC

By:   
Name: Charan J. Chanana  
Title: Vice President

2012  
95-2352

A part of Lot 12, Block 1, George's Subdivision of Keystone as recorded in Map Book 3, Page 61 and a part of Lot 1, Block 4, Sector Two, of a Resurvey of George's Subdivision of Keystone as recorded in Map Book 4, page 11 in the Probate Office of Shelby County, Alabama, and situated in the Southwest  $\frac{1}{4}$  of the southwest  $\frac{1}{4}$  of Section 25, Township 20 South, Range 1 West, Shelby County, Alabama, more particularly described as follows:

Begin at the northeast corner of said Lot 1, Block 4; thence south  $13^{\circ}39'30''$  west for 221.86 feet to a point on the northerly right of way line of Brown Circle said point being on a curve having a radius of 161.24 feet; thence turn right  $61^{\circ}50'51''$  to tangent and run thence southwesterly and westwardly along the arc of said curve as it curve to the right and along said right of way line for 62.51 feet; thence south  $89^{\circ}13'$  west and along said right of way line for 120 feet to a point on the southeasterly right of way line of U.S. Highway #31; thence north  $13^{\circ}39'39''$  east and along last said right of way line for 99.53 feet; thence north  $89^{\circ}13'$  east for 120 feet to a point on the northwesterly line of said Lot 1, Block 4; thence north  $13^{\circ}39'30''$  east for 130.02 feet; thence north  $89^{\circ}13'$  east for 60 feet to the point of beginning.

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