

## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)

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

1a. ORGANIZATION'S NAME <b>Tacala, LLC</b>			
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS <b>4268 Cahaba Heights Court</b>	CITY <b>Birmingham</b>	STATE <b>AL</b>	POSTAL CODE <b>35243</b>
1d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION <b>LLC</b>	1f. JURISDICTION OF ORGANIZATION <b>Delaware</b>
1g. ORGANIZATIONAL ID #, if any <b>2920056</b>			<input 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

2a. ORGANIZATION'S NAME			
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE
2d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
2g. ORGANIZATIONAL ID #, if any			<input 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)

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

4. This FINANCING STATEMENT covers the following collateral:

See attached Exhibit A.

Tax previously paid with a mortgage filed in Shelby as Instrument #1995-33443 on 11/21/95.

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> 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) [optional]		<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2			
8. OPTIONAL FILER REFERENCE DATA						

File with Shelby County, Alabama - Taco Bell Store No. 2012

## **EXHIBIT A TO UCC-1 FINANCING STATEMENT**

### **DEBTOR**

Tacala, LLC  
4268 Cahaba Heights Court  
Birmingham, Alabama 35243

### **SECURED PARTY**

U.S. Bank National Association  
180 East 5th Street  
St. Paul, MN 55101

### **COLLATERAL**

All goods (including inventory and equipment), general intangibles (other than the Debtor's Franchise Agreement with Taco Bell Corp. 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 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 its Pledge and Security Agreement, any of the Collateral.

### **PROPERTY**

Location:	1556 First Street Alabaster, AL 35007
Record Owner:	Border Properties, Ltd.
Legal Description:	See attached.

2012  
95-2352

A part of Lot 12, Block 1, George's Subdivision of Keystone as recorded in Map Book 3, Page 53 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 3 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 261.24 feet; thence turn right  $61^{\circ}50'53''$  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.