

STANDARD FORM

JULIUS BLUMBERG, INC. NYC, 10013

UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

INSTRUCTIONS

- PLEASE TYPE this form. Fold only along perforation for mailing.
- Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
- If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party. Indicate the number of additional sheets attached.
- If collateral is crops or goods which are or are to become fixtures, describe generally the real estate and give name of record owner.
- When a copy of the security agreement is used as a financing statement, it is requested that it be accompanied by a completed but unsigned set of these forms, without extra fee.
- At the time of original filing, filing officer should return third copy as an acknowledgement. At a later time, secured party may date and sign Termination Legend and use third copy as a Termination Statement.

This FINANCING STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code:

3. Maturity date (if any):

1. Debtor(s) (Last Name First) and address(es)
 WINCOR, INC., a Delaware
 Corporation
 4531 Kingsbrook
 Memphis, TN 38117

2. Secured Party(ies) and address(es)
 UNITED AMERICAN BANK OF MEMPHIS
 5384 Poplar Avenue
 Memphis, TN 38119

For Filing Officer (Date, Time, Number, and Filing Office)

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4. This financing statement covers the following types (or items) of property:

The collateral described on Exhibit "A" attached hereto and made a part hereof, relating to the real property described on Exhibit "B" attached hereto and made a part hereof.

The total principal indebtedness secured hereby under any contingency is \$300,000.00.

Return to: Johnson, Grusin, Kee & Surprise, P.C.
 780 Ridge Lake Blvd., Suite 202, Memphis, TN 38120

This financing statement is to be filed in the UCC and Real Estate Trust Deed records of DeSoto County.

5. Assignee(s) of Secured Party and Address(es)

RECEIVED & FILED
 W. E. DAVIS
 CHANCERY CLERK
 FEB 12 2 33 PM '96
 70-2-96
 DESOTO COUNTY
 HERMANDO, MISS.

RECORDED IN REAL ESTATE TRUST DEED BOOK 809 PA E382

This statement is filed without the debtor's signature to perfect a security interest in collateral. (check if so)Filed with: DeSoto County
Mississippi

- already subject to a security interest in another jurisdiction when it was brought into this state.
 which is proceeds of the original collateral described above in which a security interest was perfected.

Check if covered: Proceeds of Collateral are also covered. Products of Collateral are also covered. No. of additional Sheets presented:

WINCOR, INC.

By:

Signature(s) of Debtor(s)

President

Title

By:

Signature(s) of Secured Party(ies)

Title

(1) Filing Officer Copy-Alphabetical

STANDARD FORM - FORM UCC-1.

(For Use In Most States)

EXHIBIT "A"

Debtor: Wincor, Inc., a Delaware Corporation
Secured Party: United American Bank of Memphis

A first lien and security interest in the following property, pursuant to a Security Agreement between Debtor and Secured Party, as may be amended from time to time, securing a loan made by Secured Party to Debtor:

1. All equipment, furniture and fixtures now owned and hereafter acquired and all other tangible personal property of every kind, character and description, now owned or hereafter acquired by Debtor, or in which Debtor has or acquires any interest, as owner, lessee, or otherwise, now or at any time hereafter located upon the real property as described in Exhibit "B" attached hereto and made a part hereof (the "Property"), and used or intended to be used in the construction thereon, or for which loan proceeds secured hereby have been used.

2. All building materials owned by Debtor now or hereafter located on said Property, prior to incorporation of said building materials in the improvements on said Property.

3. All inventory, cash, or cash equivalents, accounts receivable, now owned and hereafter acquired, and all proceeds thereof.

4. All contract rights and general intangibles of every kind, character and description, both now owned and hereafter acquired, including all contracts related to the development, construction, management or marketing of the Property, all operating agreements, goodwill, trade styles, trademarks, trade names, patents, patent applications, deposit accounts, licenses and permits, plans and specifications owned by Debtor related to the Property and any and all improvements now existing or hereafter to be constructed on the Property.

5. All proceeds ("Proceeds") of any and all of the foregoing Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Secured Party is the loss payee thereof), any indemnity, warranty, or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Collateral, and including, without limitation, all monies due or to become due in connection with any of the Collateral, guaranties and security for the payment of such monies, the right of stoppage in transit, and all returned or repossessed goods arising from a sale or lease thereof. (Although proceeds are covered, Secured Party does not authorize the sale or other transfer of any of the Collateral.)

Name of record owner of real property: Wincor, Inc.

EXHIBIT "B"

That certain 2.95 (more or less) acre tract of land located in the southeast quarter of the southeast quarter of Section 13, Township 1 South, Range 8 West, and further described as follows:

Commencing at the intersection of Airways Boulevard and Stateline Road, being the southeast corner of Section 13, Township 1 South, Range 8 West; thence south 89 degrees 49 minutes 28 seconds west a distance of 584.05 feet along the centerline of Stateline Road; thence north 03 degrees 44 minutes 00 seconds west a distance of 53.69 feet to a 1" pipe found on the north right of way of said road (106' wide) being the point of beginning; thence south 89 degrees 44 minutes 47 seconds west along said right of way a distance of 39.48 feet to a 1" pinch top pipe found being the southeast corner of La Petite; thence north 01 degrees 31 minutes 33 seconds west along said lot line a distance of 271.57 feet to a 1" pinch top pipe found being the northeast corner of said lot; thence south 89 degrees 58 minutes 16 seconds west along the north line of said La Petite lot a distance of 119.83 feet to a 3/4" pipe set being the northwest corner of La Petite lot and the northeast corner of Pizza Hut lot; thence south 89 degrees 40 minutes 30 seconds west along the north line of Pizza Hut a distance of 126.18 feet to the east line of Ann Drive (60' wide) to a 3/4" pipe set; thence south 89 degrees 40 minutes 30 seconds west a distance of 60.00 feet to the west line of Ann Drive to a 3/4" pipe set; thence north 09 degrees 32 minutes 44 seconds east a distance of 22.90 feet to a 3/4" pipe set; thence north 00 degrees 02 minutes 56 seconds west a distance of 352.52 feet to a 3/4" pipe set; thence north 89 degrees 43 minutes 41 seconds east a distance of 290.51 feet to a 2" pipe found; thence south 02 degrees 42 minutes 38 seconds east a distance of 25.91 feet to a 3/4" pipe set; thence north 86 degrees 51 minutes 12 seconds east a distance of 16.95 feet to a 1" pipe found; thence south 03 degrees 44 minutes 00 seconds east a distance of 623.03 feet to the point of beginning, containing 2.95, more or less, acres (128,604 more or less square feet) of land.

Said legal description being obtained from a survey dated December 8, 1995, prepared by Ben W. Smith, Registered Land Surveyor No. 1909, State of Mississippi, 928 Goodman Road, Suite 6, Southaven, Mississippi 38671.

Indexing instructions to the Chancery Court Clerk of DeSoto County, Mississippi: SE1/4, SE1/4, Section 13, Township 1 South, Range 8 West, DeSoto County, Mississippi Parcel 1: