



Uniform Commercial Code — FINANCING STATEMENT — Form UCC-1

IMPORTANT — Read instructions on back before filling out form

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

4. <input type="checkbox"/> Filed for record in the real estate records.	5. <input type="checkbox"/> Debtor is a Transmitting Utility.	6. No. of Additional Sheets Presented: <u>2</u>
1. Debtor(s) (Last Name First) and address(es) S & A PROPERTIES CORP. 12404 Park Central Drive Dallas, Texas 75251	2. Secured Party(ies) and address(es) SHAWMUT BANK, N.A. and MAX GOLDSMITH c/o Shawmut Bank, N.A. One Federal Street Boston, MA 02211	3. For Filing Officer (Date, Time, Number, and Filing Office) 212821 FILED L.E. SPEAS REGISTER OF DEEDS FORSYTH COUNTY, NC MAILED 11 18 AM \$8.00 PAID

7. This financing statement covers the following types (or items) of property:
 See Exhibit B attached hereto for a description of the property covered by this financing statement. See Exhibit A attached hereto for a description of the real estate to which this filing pertains. This is a fixture filing to be included in the real estate records of Forsyth County, NC. Record owner: S & A PROPERTIES CORP., 12404 Park Central Drive, Dallas, Texas 75251.

This financing statement is being filed pursuant to Sec. 9,402(2)(c) to perfect a security interest in collateral as to which the filing has lapsed. Originally filed 3/16/90 No. 186894, Bk 1688 Pg 2191.

FIXTURES

Products of Collateral are also covered.

Whichever is Applicable (See Instruction Number 9)	SHAWMUT BANK, N.A. and MAX GOLDSMITH
	Signature(s) of Debtor (Or Assignor)

Unit #3442/S

Exhibit "A"

LEGAL DESCRIPTION OF REAL ESTATE
LOCATED IN FORSYTH COUNTY, NORTH CAROLINA

BEGINNING at an iron stake, being the intersection of the East right of way line of Bethesda Road in the South right of way of the Southern Railway; running thence with the Southern Railway right of way, North 53 07' East 92.06 feet to an iron stake; continuing thence North 53 31' East 93.94 feet to an iron stake; running thence South 36 07' 13" East 114.26 feet to an iron stake; running thence North 83 01' East 26.87 feet to an iron stake; running thence South 06 59' East 71.21 feet to an iron stake; running thence South 83 01' West 224.00 feet to an iron stake in the East right of way line of Bethesda Road; running thence with the east right of way line of Bethesda Road, North 06 59' West 125.00 feet to the point and place of beginning, containing 31,800 square feet, more or less, and being in accordance with a survey by John G. Bane, Registered Land Surveyor; being a portion of the property described in Deed Book 970, Page 296, Forsyth County, North Carolina Registry.

ALSO, being described as:

BEGINNING at an iron pipe, being the intersection of the east right of way line of Bethesda Road and the South right of way of the Southern Railway; running thence with the Southern Railway right of way, N 53 -17'-12" E. 51.97' to an iron pipe; continuing thence N. 53 -31'-00" E. 93.94' to an iron pipe; running thence S. 36 -07'-13" E. 144.26' to an iron pipe; running thence N. 83 -01'-00" E. 26.87' to an iron pipe; running thence S. 06 -59'-00" E. 71.02 to an iron pipe; running thence S. 83 -01'-00" W. 224.00' to an iron pipe in the east right of way line of Bethesda Road; running thence with the east right of way line of Bethesda Road N. 06 -59'-05" W. 125.00' to the point and place of beginning, containing 31,763 square feet, BEING A PORTION OF THE PROPERTY DESCRIBED IN DEED BOOK 970, PAGE 296 FORSYTH COUNTY, NORTH CAROLINA REGISTRY.

UNDER AND SUBJECT TO all agreements, covenants, liens, reservations, exceptions, restrictions and other encumbrances of record.

Block 6057 Lot 3

RECORDERS MEMO
Record of Poor Quality
Due to Condition of
Original

Fixture Filing

Exhibit B

All right, title and interest of Debtor in and to:

(i) all leases and other agreements now or hereafter entered into affecting the use or occupancy of the land more particularly described on Exhibit A and the improvements now or hereafter located thereon (collectively, the "Premises") including without limitation, the Agreement of Lease dated as of February 15, 1990 between S & A Properties Corp. as landlord and S & A Restaurant Corp. as tenant as the same may be amended from time to time;

(ii) all equipment, machinery, fixtures, and other items of property, including, but not limited to, all components thereof, now or hereafter located in, on or used in connection with, the Premises or necessary to the operation or maintenance thereof, which are now or hereafter owned by Debtor, including, without limitation, all furnaces, boilers, heaters, electrical equipment, heating, plumbing, refrigerating, ventilating, waste disposal, air-cooling and air-conditioning apparatus, sprinkler systems and fire and theft protection equipment, all of which are hereby deemed by the Debtor and Secured Party to constitute real estate under the laws of the State in which the Premises is located, together with all replacements, modifications, alterations and additions thereto (collectively, the "Fixtures");

(iii) all awards or payments, including interest thereon, which may be made with respect to the Premises or Fixtures whether from the exercise of eminent domain (including any transfer made in lieu of the exercise of said rights) or for any other injury to or decrease in the value of the Premises or Fixtures; and

(iv) all proceeds of any Fixtures.

This UCC-1 Financing Statement is filed in connection with a certain First Priority Indenture of Mortgage, Deed of Trust and Security Agreement dated February 15, 1990 made between the Debtor as Borrower and the Secured Party as Trustee securing an indebtedness of \$120,000,000.