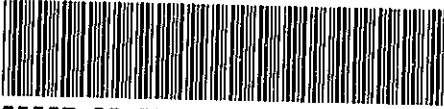


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RICHARD N. TAKECHI  
REGISTER OF DEEDS  
DOUGLAS COUNTY, NE

98 JUN 30 AM 10:55

RECEIVED

This <b>STATEMENT</b> 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) C. JAMES FABIAN, TRUSTEE UNDER DECLARATION OF TRUST DATED APRIL 5, 1989 550 S. STATE COLLEGE BLVD FULLERTON, CA	2. Secured Party(ies) and address(es) DOUGLAS COUNTY BANK & TRUST 6015 N.W. RADIAL HWY. OMAHA, NE 68104	For Filing Officer (Date, Time and Filing Office)
Social Security No. <u>567-32-1199</u>	Federal I.D. No. <u>47-0145390</u>	
4. This statement refers to original Financing Statement bearing File No. <u>131-74A/B/D</u> Filed with <u>REG. OF DEEDS DOUG. CTY</u> Date Filed <u>SEP 1 2:19 PM</u> 19 <u>93</u>		
5. <input checked="" type="checkbox"/> Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective.		
6. <input type="checkbox"/> Termination. Secured party no longer claims a security interest under the financing statement bearing file number shown above.		
7. <input type="checkbox"/> Assignment. The secured party's right under the financing statement bearing file number shown above to the property described in Item 10 have been assigned to the assignee whose name and address appears in Item 10.		
8. <input type="checkbox"/> Amendment. Financing Statement bearing file number shown above is amended as set forth in Item 10.		
9. <input type="checkbox"/> Release. Secured Party releases the collateral described in Item 10 from the financing statement bearing file number shown above.		

10. SEE ATTACHED EXHIBIT "A"  
SEE ATTACHED LEGAL DESCRIPTION

No. of additional Sheets presented:

by: \_\_\_\_\_  
Signature(s) of Debtor(s) (necessary only if Item 8 is applicable).  
**(1) FILING OFFICER COPY - ALPHABETICAL**

DOUGLAS COUNTY BANK & TRUST CO  
by: *Kerry O'Saud*  
Signature(s) of Secured Party(ies)

00689H  
FEE 9.00 FB 01-60000  
BKP 35-15-12 C/C VP COMM MB  
DEL \_\_\_\_\_ SC/N ds FY \_\_\_\_\_

# Exhibit "A"

1313177A B

This financing statement covers the following types (or items) of property (herein called the Collateral)

(a) INVENTORY:

All inventory of Debtor, whether now owned or hereafter acquired and wherever located;

(b) EQUIPMENT, and FARM PRODUCTS:

All equipment of Debtor, whether now owned or hereafter acquired, including but not limited to all present and future machinery, vehicles, furniture, fixtures, manufacturing equipment, farm machinery and equipment, shop equipment, office and recordkeeping equipment, parts and tools, and the goods described in any equipment schedule or list herewith or hereafter furnished to Secured Party by Debtor.

All farm products of Debtor, whether now owned or hereafter acquired, including but not limited to (i) all poultry and livestock and their young, products thereof and produce thereof, (ii) all crops, whether annual or perennial, and the products thereof, and (iii) all feed, seed, fertilizer, medicines and other supplies used or produced by Debtor in farming operations.

(c) ACCOUNTS AND OTHER RIGHTS TO PAYMENT:

Each and every right of Debtor to the payment of money, whether such right to payment now exists or hereafter arises, whether such right to payment arises out of a sale, lease or other disposition of goods or other property by Debtor, out of a rendering of services by Debtor, out of a loan by Debtor, out of the overpayment of taxes or other liabilities of Debtor, or otherwise arises under any contract or agreement, whether such right to payment is or is not already earned by performance, and howsoever such right to payment may be evidenced, together with all other rights and interest (including all liens and security interests) which Debtor may at any time have by law or agreement against any account debtor or other obligor obligated to make any such payment or against any of the property of such account debtor or other obligor; all including but not limited to all present and future debt instruments, chattel papers, accounts, loans and obligations receivable and tax refunds.

(d) GENERAL INTANGIBLES:

All general intangibles of Debtor, whether now owned or hereafter acquired, including, but not limited to; applications for patents, copyrights, trademarks, trade secrets, good will, tradenames, customers lists, permits and franchises, and the right to use Debtor's name.

together with all substitutions and replacements for and products of any of the foregoing property not constituting consumer goods and together with proceeds of any and all of the foregoing property, and in the case of all tangible Collateral, together with all accessions and, except in the case of consumer goods, together with (i) all accessories, attachments, parts, equipment and repairs now or hereafter attached or affixed to or used in connection with any such goods, and (ii) all warehouse receipts, bills of lading and other documents of title now or hereafter covering such goods; and the books and records pertaining to all of the foregoing property.

Any separate clause or sentence on this Addendum preceded by a  is an option to be selected and marked, and any option not marked is not applicable.

131-74 D

**LEGAL DESCRIPTION**

Lots One, Two and Three (1, 2, and 3) of Westgate Addition, together with part of the East 633.0 feet of the North 525.00 feet of the Northeast Quarter (NE 1/4) of Section Thirty-five, Township Fifteen North, Range Twelve (35-15-12) East of the 6th p.m., Douglas County, Nebraska, together with vacated Oak Street, abutting on the South, all more particularly described as follows: Referring to the Northeast corner of the Northeast Quarter (NE 1/4) of Section Thirty-five, Township Fifteen North, Range Twelve (35-15-12) East of the 6th p.m.; thence south along the center line of 72nd Street a distance of 525.00 feet; thence West a distance of 50.00 feet to the West Right-of-Way line of 72nd Street and Point of Beginning; thence, in a Northerly direction with an angle of 87 Degrees 08 Minutes 13 Seconds right from the last described course a distance of 157.43 feet to a point; thence in a Northwesterly direction along a curve to the left, said curve having radius of 340.00 feet, a distance of 464.47 feet to a point, said point being 461.16 feet North and 327.57 feet West of Point of Beginning; thence in a Northwesterly direction a distance of 59.82 feet to a point, said point being 468.02 feet North, and 370.00 feet West of the Point of Beginning; thence South a distance of 468.02 feet to a point on the North line of Lot 5; thence East a distance of 130.00 feet to the Northeast corner of Lot Four (4); thence South along the East line of Lot 4, a distance of 125.04 feet; thence East along the North Right-of-Way line of Oak Street a distance of 90.0 feet; thence South a distance of 60.0 feet to Northwest corner of Lot Two Hundred Twenty-three (223), Westgate Addition, thence East 150 feet to the Northeast corner of said Lot Two Hundred Twenty-three (223) and West Right-of-Way line of 72nd Street, thence North 185.0 feet to Northeast corner of Lot 1, Westgate Addition and Point of beginning.

NE NE