

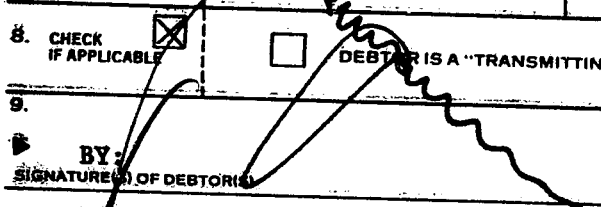
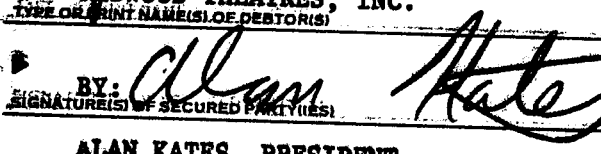
THIS FINANCING STATEMENT is presented for filing pursuant to the California Uniform Commercial Code.

1. DEBTOR (LAST NAME FIRST - IF AN INDIVIDUAL) REDWOOD THEATRES, INC., a Nevada corporation		1A. SOCIAL SECURITY OR FEDERAL TAX NO. 94-0797390	
1B. MAILING ADDRESS 544 Golden Gate Avenue		1C. CITY, STATE San Francisco, CA	1D. ZIP CODE 94102
2. ADDITIONAL DEBTOR (IF ANY) (LAST NAME FIRST - IF AN INDIVIDUAL)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS		2C. CITY, STATE	2D. ZIP CODE
3. DEBTOR'S TRADE NAMES OR STYLES (IF ANY)		3A. FEDERAL TAX NUMBER	
4. SECURED PARTY NAME PACIFIC CONCESSIONS, INC. MAILING ADDRESS 467 Forbes Boulevard CITY So. San Francisco, STATE CA ZIP CODE 94080		4A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 94-2539634	
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		5A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	

6. This FINANCING STATEMENT covers the following types or items of property (include description of real property on which located and owner of record when required by instruction 4).

All of the fixtures and equipment now owned or hereafter acquired by debtor and located within the Shasta Drive-in Theatre, located on Winter Avenue, Klamath Falls, OR 97601.

The fixtures and equipment covered by this financing statement include, without limitation, the fixtures and equipment referred to in Exhibit A attached hereto.

7. CHECK IF APPLICABLE <input checked="" type="checkbox"/>	7A. PRODUCTS OF COLLATERAL ARE ALSO COVERED <input type="checkbox"/>	7B. DEBTOR(S) SIGNATURE NOT REQUIRED IN ACCORDANCE WITH INSTRUCTION 5(A) ITEM: <input type="checkbox"/> (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4)
8. CHECK IF APPLICABLE <input checked="" type="checkbox"/>	DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH UCC § 9105 (1) (N) <input type="checkbox"/>	
9. BY:  SIGNATURE(S) OF DEBTOR(S) RICHARD MANN, PRESIDENT REDWOOD THEATRES, INC. TYPE OR PRINT NAME(S) OF DEBTOR(S)		10. THIS SPACE FOR USE OF FILING OFFICER (DATE, TIME, FILE NUMBER AND FILING OFFICER)
BY:  SIGNATURE(S) OF SECURED PARTY(IES) ALAN KATES, PRESIDENT PACIFIC CONCESSIONS, INC. TYPE OR PRINT NAME(S) OF SECURED PARTY(IES)		
11. Return copy to: NAME ADDRESS CITY STATE ZIP CODE PACIFIC CONCESSIONS, INC. 467 FORBES BOULEVARD SO. SAN FRANCISCO, CA 94080		

(1) FILING OFFICER COPY

FORM UCC-1 - FILING FEE \$ 3.00
Approved by the Secretary of State

REDWOOD 55801

Poly Pak (50 sets) 5P801

carbonless

DESCRIPTION OF PROPERTY

The following described real property situate in Klamath County, Oregon:
PARCEL 1 (Shasta Drive-In)

A tract of land situated in the S½SE¼NW¼ of Section 11, Twp. 39 S.R. 9 E.W.M., described as follows:

Beginning at the Southwest corner of said S½SE¼NW¼; thence North along the Westline of said S½SE¼NW¼ a distance of 301.4 feet to the South line of parcel described in deed from Klamath Theatres, Inc. to Klamath County, recorded in Volume 323 page 680, Deed Records of Klamath County, Oregon, said point being on the South line of Winter Avenue; thence N. 88°58' E. along said South line, a distance of 197.1 feet; thence N. 0°38' W. a distance of 361.2 feet to the North line of said S½SE¼NW¼; thence East along the North line of said S½SE¼NW¼ to the Northwest corner of Parcel conveyed to Samuel R. Warren, et ux, by deed recorded in Volume M69 page 7589, Records of Klamath County, Oregon; thence S. 0°06'30" W. a distance of 660.5 feet, more or less, to the Southwest corner of parcel described as Parcel 1, in Deed from Klamath Theatres, Inc. to James E. Gellatly, recorded in Volume M70 page 5573, Records of Klamath County, Oregon, said point being on the South line of said S½SE¼NW¼; thence S. 89°43' W., along said South line, a distance of 1013.23 feet, more or less, to the point of beginning, containing 13.7 acres, more or less.

20200

INVENTORY
DRIVE-IN THEATRE

THEATRE SHASTA DRIVE-IN
ADDRESS WINTER AVENUE
TOWN KLAMATH FALLS
STATE OREGON

TAKEN BY HR Bueh DATE 2/13/80

I hereby certify that the contents of this inventory
was taken in my presence and hold myself personally
responsible for its safekeeping.

SIGNED

Lona Row
Theatre Manager

EXHIBIT A

THEATRE _____

PHYSICAL INVENTORY

20201

ConditionMAIN BUILDINGType of structure REINFORCED BRICK

Dimensions _____

Lower Floor _____ sq. ft.

Upper Floor _____ sq. ft.

SCREEN TOWERStructure 1 - WOODEN
2 - NON RESIST METAL Dimensions _____

Other details _____

1 - POLE - 4 ALLOYS1 - LATER FAUCETC. VERICK - 2 - 5 FT x 7 FT SIGNS - DR. AMER
"MISSION" - SNACK BARFENCESFRONT - CORRUGATED METAL - WOOD FRAMEBACK - CYCLONE W/ WOOD SLATSDIVIDER - WOOD POST & TOP1 - 7' WOOD - 4 SNACK SLIDESPEAKER POSTS

1 - 121

2 - 70

31 - MISC - SIDE - OUTSIDE

Number of Posts # 3 98

Number of Junction Boxes NONENumber of Speakers NONE

BOX OFFICE

20202

Article	Make	Serial No.	Condition
2 Ticket Venders			
Coin Changers			
Safes <i>HEARING - HALL / MARVIN</i>		226780	GOOD
Model, No., etc. <i>22</i>			
Fans			
Heaters			
Chairs			
Other Equipment			

MANAGER'S OFFICE

1 - DICTAPHONE			GOOD
1 - 6 DRAWER METAL DESK -	WARDING / MARVIN		GOOD
1 - 4 DRAWER FILE CABINET	WATSON		FAIR
1 - SPACE HEATER	AVIN		FAIR
1 - IVORY / MARVIN CHAIR			FAIR
1 - STOOL - CRNE VINYL / METAL			POOR
1 - DESKTOP FAN			FAIR
1 - TAPES DISINFECTOR			GOOD
1 - PENCIL SHARPENER	ADSCO		GOOD
1 - CHIP BOARD - U-TOP			GOOD

SNACK BAR

20203

KITCHEN -

Article	Make	Serial No.	Condition
1 SLIDE TOP FREEZER	SCHAEFER		GOOD
1- 3 HOLE FREEZER	RANCO	47F5760D	FAIR
1- 2 HOLE FREEZER	SCHAEFER		FAIR
1 TWO DOOR FREEZER	FRIGIDAIRE		FAIR
1- BUTTER SERVER	SERVE MOD. INC	B99615	POOR
1 COFFEE WARMER	DH. MCKIE	8318	POOR
1 CHILI WARMER (TIVIN)	DALL A HEAT		POOR
1- HOT CHOCOLATE MACHINE			POOR
2- CREAM SERVERS			POOR
1- BUTTER SERVER			FAIR
1 HOT WATER HEATER			GOOD
3 SALT SHAKERS	PRESIDENT	LT7204891	GOOD
1 3 SECTION RELISH			
1 STAINLESS CUPPA HOLDER			
4 METAL TRAYS			
2 ICE SCOOPS			
5- 2 QT STAINLESS ROUND CONTAINERS			
1- SECTIONAL ICEMAKER	SPENSE-1	124907	
1- 3 COMPARTMENT STAINLESS SINK	#116	531054298	
1- 500CS. COLDSPOT FREEZER	GREEN PLASTIC		
1- 25 GALLON TRASH CAN	" "		
1- 10 " " "	" "		
1- 25 GALLON WARMERIZED TRASH CAN			

SNACK BAR
(continued)

20204

Article	Make	Serial No.	Condition
1- REFRIGERATOR	GLENDO #40	C46552	Good
1- BUN WARMER 3 DRAWER	TOASTMASTER		
1- FOOD STAMPER	WARR-EVER		
1- STAINLESS HOOD + COUNTER			
2- FRENCH FRYER 2 BASKET	WELLS	R3316	
2- PIZZA OVENS	BAKER'S PRIDE		
1- COFFEE BREWER 1- BUN 3 POT	CORY		
1- HOT DOG WARMER	FRIDGE EASY	1 D8W2	SN F1472
1- POPCORN MACHINE	CREATORS "OLYMPIA"		
1- BUN WARMER 2 DRAWER	TOASTMASTER		
1- FRG			
1- 30' 4 LIGHT NEON FIXTURE			
2- POPCORN WARMER	STAR	47393	
2- FOOD WARMER (WET)	VITTLE VENDOR	47406	
2- FOOD WARMER (DRY)	STAR	49057	
1- COFFEE WARMER	VITTLE VENDOR	49058	
2- ICE CREAM DISPLAY FREEZER	STAR	48850	
2- { SALT CONTAINERS 3 HEAD	J.H. MOKIE	48991	SN 8300
{ BEVERAGE DISPENSER	BALLY	T1030-49362	T1030-49368
2- 3 SHELF WARMER CANDY RACKS	POLAR KING	892	386
2- ELECTRIC CASH REGISTER	K21-1-4-1A(0)1	5324768	4834273
2- CARRY TRAY HOLDERS -	21-3-1-5-2(0)1		
2- 10 x 18 FREE STANDING DIRECTOR SIGNS			Good

KITCHEN

20205

Article	Make	Serial No.	Condition
3- BRN METAL SMOKER TOP	MIPRO		GOOD
4- SAND URN ASH TRAYS-			
15- 3' SINGLE BULB NEON LIGHTS - HANGING-			
6- POPA COLA MENU BOARDS 2 FT X 5 FT - LIGHTED			
2- PLASTIC INSTRUCTION SIGNS - "THIS SIDE SERVED"			
2- 12' BLACK VENEER COUNTERTOPS -			
	14"		
5- CHROME NAPKIN DISPENSER			
1- HOT CHOCOLATE DISPENSER			
1 HAMBURGER GRILL	WELLS		
2- PIZZA PADDLES			
1- 25' EXTENSION CORD			GOOD

STOREROOMS

20206

Article	Make	Serial No.	Condition
1- DUSTBROOM			Good
1- MOP BUCKET - CRANGE PLASTIC W. WRINGER			FAIR
1- 1 GALLON (GALVANIZED) BUCKET			POOR
1- DUST BROOM			"
1- PLUNGER			FAIR
1- STAND UP DUSTPAN			Good
3- FANS - FLOOR -	K. MART		Good
1 6" ALUM LADDER			
1 PR HEDGE CUTTERS			
1 LAMP MOWER	SEARS		
1 " "	MURRAY		POOR
1- TRANSFER RHEOTAT			?
2- HEATERS - WALL -	(STARVUE)		POOR
1- DUST MOP			FAIR
REST ROOMS			
3- TISSUE DISPENSER			FAIR
8- TISSUE DISPENSER			
1 MIRROR			
2- TRASH RECIPT			
2- WALL HATER	THORNDOR		
1 NEON LIGHT			
9 COMMOD.			
5 URINAL -			
1 MIRROR 3x5			

PROJECTION ROOM

20207

(8)

Quantity		Make	Serial No.	Condition
3	Projector Mechanisms	2-XL SIMPLEX 7 35	XL 204 XL 294	
3	Dousers	SIMPLEX 2-XL	15443	
2	Projector Bases	1 35	926	
3	Upper & Lower Magazines	2 - SIMPLEX	922	
-	Generator	CHRISTIE AN3	41	
2	Rectifiers	CHRISTIE	3603 3602 3601	HEAVY DUTY 362403 362402 NEW
-	Rheostats	CHRISTIE	2404	LAND
1	Change-Over Switches	CONSOLE WITH LAMP	2098	RECTIFIER XM 6913
-	Arc Lamps	11-410	2099	XM 6972
1	Rewind Cabinet	77414 KELMAR	2104	CONSOLE
-	Hand Rewinds	7500		
1	Film Cabinet (15) Sections			
16	Reels	2000'		
8	Reels	6000'		
1	Film Splicer			
1	Spare Reflectors	REPAIR OIL PUMP		
-	Spare Intermittents			
-	Work Bench			
-	Lens - Regular (Flat Picture)			
-	Lens - (Scope)			
2	Lens - (Spare)	1-11.7.63		
3	Anamorphics	1-11.7.63		
3	Automation Control			NEW CRANKED
3	RADIO TRANSMITTER UNITS	ANTI-8 XETRON 1 AR16C 2 PINEMARINE		2 SECTION - 3 SECTION

PROJECTION ROOM
(continued)

SOUND SYSTEM

20208

Quantity		Make	Serial No.	Condition
	Sound Heads <i>SIMPLEX</i>	2 - XL	11264 11257	11264 - 11257 3832
	Amplifiers (Number of banks)	1 - 35		
2	Tape Player	<i>PIONEER</i>		
	Record Player			GOOD
	Monitor			
1	LENS CABINET Microphone			GOOD
1	FILM CABINET 6000'	6 ROLL	3 SECTION	GOOD
2	PARTS CABINETS	1 - 2 DOOR BRUSH METAL 1 - SINGLE DOOR GRAY METAL		GOOD

MISCELLANEOUS ITEMS AND PARTS

1	MARL "RASH" REEVE'S			POOR
1	1ST AID KIT			FAIR
1	CARBON ARC WATER PUMP			?
1	PARTS CABINET - PLASTIC			GOOD
2	HANGING VEH WORK LAMPS			FAIR
3	CEILING FLOODS - BRUSHED CHROME			GOOD
1	3 STATION PLUG & TALK PAGING SYSTEM - REALISTIC			FAIR
1	6 DRAKER NEEDLE KEY RACK			POOR
3	THEATRE RADIOS			GOOD
2	RECORDING TAPE			
1	METAL STOOL			POOR
1	CHAIR			FAIR
1	PENCIL SHARPENER			FAIR

SEE PG 10

20209

STATE OF OREGON: COUNTY OF KLAMATH: ss.

FEE \$49.00

On Page 2 of 3
Evelyn Biehn, County Clerk
By [Signature]