

98924

STATE OF ARIZONA, County of _____

ss. on _____, 19____ at _____ o'clock _____

I hereby certify that the within instrument was filed (recorded) at the request of _____

Docket _____

Page _____

File number _____

Records of this office.

Vol. 289 Page 6039

WITNESS my hand and official seal the day and year first above written.

County Recorder

Return copy or recorded original to:

THE VALLEY NATIONAL BANK OF ARIZONA

Attn: Connie Cowan

P.O. Box 71, Dept. A-930

Phoenix, Arizona 85001

BIP

Secretary of State

ARIZONA UNIFORM COMMERCIAL CODE

FINANCING STATEMENT — Form UCC-1

This FINANCING STATEMENT is presented for filing (recording) pursuant to the Arizona Uniform Commercial Code.

1. Debtor(s) (last name first and address):

Rufenacht Land & Cattle Co., Inc., an Az. Corp.
 Scottsdale Feedyard, Inc., an Az. Corp.
 Cactus Cattle Co., an Az. Corp.
 Rufenacht and Rode Cattle Co., an Az. Gen. Par.
 8723 E. Via de Commercio, Suite 200
 Scottsdale, Arizona 85258

2. Secured Party(ies) and address:

THE VALLEY NATIONAL BANK OF ARIZONA

HEADQUARTERS

OFFICE

P.O. Box 71

Phoenix, Arizona 85001

3. Name and Address of Assignee of Secured Party(ies):

4. Proceeds of collateral are also covered.

XX If checked, products of collateral are also covered.

5. This Financing Statement covers the following types (or items) of property:

See attached Exhibit "A", attached hereto and by this reference incorporated herein.

6. If the collateral is crops, the crops are growing or to be grown on the following described real estate:

See attached Exhibit "B", attached hereto and by this reference incorporated herein.

7. If the collateral is (a) goods which are or are to become fixtures; (b) timber to be cut; or (c) minerals or the like (including oil and gas), or accounts resulting from the sale thereof at the wellhead or minehead to which the security interest attaches upon extraction, the legal description of the real estate concerned is:

And, this Financing Statement is to be recorded in the office where a mortgage on such real estate would be recorded. If the Debtor does not have an interest of record, the name of a record owner is:

Rufenacht Land & Cattle Co., Inc., an Arizona Corporation

By: _____

John V. Workman, President

Cactus Cattle Co., an Arizona Corporation

By: _____

Robert D. Rufenacht, Vice President

Dated: February 1, 1989

The Valley National Bank of Arizona

By: _____ Connie Cowan
Vice President

Scottsdale Feedyard, Inc., an Arizona Corporation

By: _____

Robert D. Rufenacht, Vice President

Rufenacht and Rode Cattle Co., an Arizona General Partnership

By: Rufenacht Land & Cattle Co., Inc., an Arizona Corporation, General Partner

By: _____

John V. Workman, President

This Exhibit "A" is attached to and made a part of the UCC Financing Statement dated February 1, 1989.

6040

All farm products, now owned or hereafter acquired, including without limitation all livestock and the natural increase thereof, all supplies including hay, grain, and other feeds, wherever located.

All accounts, to include commodity hedging accounts with a registered broker, rights to payment, chattel paper, instruments, brokerage hedging accounts and general intangibles of every kind now owned or hereafter arising out of the ownership and/or sale or lease of cattle, feed and any goods and services, or ownership of any interest of whatever nature and however characterized, the Debtor may have as a joint venture, partner or otherwise in any and all cattle, feed and goods now owned or hereafter acquired, wherever located.

All inventory, including but not limited to, raw materials used or consumed in debtor's business, whether now owned or hereafter acquired, and all products thereof, whether in possession of the debtor, warehouseman, bailee, or any other person.

All equipment now owned or hereafter acquired, wherever located.

All farm products including supplies and crops now or hereafter located, growing, or to be grown on the real property described in Exhibit "B", and all such products after they have been harvested and removed from said real property, and all farm equipment of debtor, wherever located, now owned or hereafter acquired.

All accounts, chattel paper, instruments, general intangibles, and rights to payment of every kind, now or hereafter arising out of the business of the debtor, and all interests of the debtor in any goods, the sale or lease of which shall have given or shall give rise to any of the foregoing.

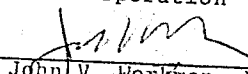
All inventory, raw materials, work in process, or materials used or consumed in debtor's business, whether now owned or hereafter acquired, and all products thereof, whether in the possession of the debtor, warehouseman, bailee, or any other person.

All buildings, improvements, fixtures and equipment of debtor now owned or hereafter acquired, wherever located or installed, including but not limited to that located on the real property located on Exhibit B.

Dated: February 1, 1989

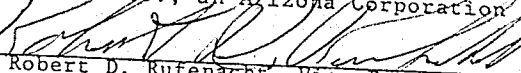
Rufenacht Land & Cattle Co., Inc., an
Arizona Corporation

By:


John V. Workman, President

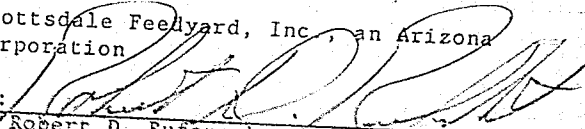
Cactus Cattle Co., an Arizona Corporation

By:


Robert D. Rufenacht, Vice President

Scottsdale Feedyard, Inc., an Arizona
Corporation

By:

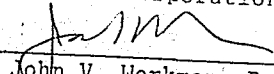

Robert D. Rufenacht, Vice President

Rufenacht and Rode Cattle Co., an Arizona
General Partnership

By:

Rufenacht Land & Cattle Co., Inc., an
Arizona Corporation, General Partner

By:


John V. Workman, President

This Exhibit "B" is attached to and made a part of the UCC Financing Statement dated February 1, 1989.

6041

(Ishmael Farm)

All of Outlots 4, 5, 6, 16 & 17 to the City of Kiowa, Ks, being a part of Section 2, Township 35 South, Range 11 West, Barber County, Ks.

(Talbot Farm)

W1/2 of NE1/4 & E1/2 of NW1/4, 24-33-10 West Barber, Kansas. Barber County, Kansas.

(Feedlot)

South 55 acres of SW 10-28-12 Oklahoma. Alfalfa County, Oklahoma.

(Tuttle Farm)

The Southeast Quarter, (SE/4) of Section Five (5), Township Twenty-eight (28), Range Seventeen (17) and the Southeast Quarter (SE/4) of Section Twelve (12), Township Twenty-seven (27), Range Eighteen (18), all in Kiowa County, Kansas.

(Bushelle Ranch)

Description of Property located in the County of Clearwater, State of Minnesota, Government Lots 1, 2, 3, and 4; S1/2 of NE1/4; S1/2 of NW1/4; SE1/4, SW1/4; Section 4; Government Lots 1, 2, 3, and 4; S1/2 of NE1/4; S1/2 of NW1/4; SE1/4, SW1/4; Section 5; Government Lots 1, 2, and 3; S1/2 of NE1/4; SE1/4; Section 6; Government Lots 1, 2, 3, and 4; E1/2 of NW1/4; E1/2 of SW1/4; NE1/4; SE1/4; section 7; NW1/4; NE1/4; SE1/4; E1/2 of SW1/4; Section 8; NE1/4; NE1/4 of NW1/4; Section 17; NW1/4 of NE1/4; Section 18; all in Township 150, Range 38.

(Iowa Farm)

The South Half of the Northeast Quarter; North Half of the Southeast Quarter; the North Half of the Southwest Quarter and the North three acres of the Southwest Quarter of the Southwest Quarter of Section 20, all in Township 73 North, Range 40, West of the 5th P. M., except a tract of land described as follows:

Commencing at the Southwest corner of said Section 20, thence northerly along the West line of said Section 20 a distance of 1193.50 feet to the point of beginning; thence continuing on the last described course, a distance of 271.50 feet; thence easterly with an angle to the right of 89°39', a distance of 241.25 feet; thence southerly with an angle to the right of 89°26', a distance of 278.80 feet; thence westerly with an angle to the right of 91°06', a distance of 246.10 feet to the point of beginning, Mills County Iowa.

(Scottsdale Feedyard)

SE1/4 Sec. 10 T2N R5E Gila and Salt River Base and Meridian, Arizona, containing 160 acres more or less.

Dated February 1, 1989

Rufenacht Land & Cattle Co., Inc., an Arizona Corporation

By:

John V. Workman, President
Cactus Cattle Co., an Arizona Corporation

By:

Robert D. Rufenacht, Vice President

Scottsdale Feedyard, Inc., an Arizona Corporation

By:

Robert D. Rufenacht, Vice President
Rufenacht and Rode Cattle Co., an Arizona General Partnership

By: Rufenacht Land & Cattle Co., Inc., an Arizona Corporation, General Partner

By:

John V. Workman, President

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of The Valley National Bank of Arizona the 10th day of April A.D. 19 89 at 11:45 o'clock A.M., and duly recorded in Vol. M89 of Mortgages on Page 6039.

Evelyn Biehn County Clerk

By Evelyn Biehn

FEE \$15.00