

THIS STATEMENT IS PRESENTED TO A FILING OFFICER FOR FILING PURSUANT TO THE UNIFORM COMMERCIAL CODE.

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|--|--|------------|---|--|---|------------|---|------------------------------|--|
| 1. DEBTOR (IF PERSONAL) LAST NAME Circle K Corporation | | FIRST NAME | | M.I. | | 1A. PREFIX | | 1B. SUFFIX | |
| 1C. MAILING ADDRESS 4343 East Camelback Road | | | | 1D. CITY, STATE Phoenix, Arizona | | | | 1E. ZIP CODE 85018 | |
| 2. ADDITIONAL DEBTOR (IF PERSONAL) LAST NAME | | FIRST NAME | | M.I. | | 2A. PREFIX | | 2B. SUFFIX | |
| 2C. MAILING ADDRESS | | | | 2D. CITY, STATE | | | | 2E. ZIP CODE | |
| 3. SECURED PARTY (IF PERSONAL) LAST NAME Woodcliff Equities, Inc. | | FIRST NAME | | M.I. | | | | | |
| 3A. MAILING ADDRESS 2777 Stemmons Freeway, Suite #2000 | | | | 3B. CITY, STATE Dallas, Texas | | | | 3C. ZIP CODE 75207 | |
| 4. ADDITIONAL SECURED PARTY (IF ANY) | | | | | | | | | |
| 4A. MAILING ADDRESS | | | | 4B. CITY, STATE | | | | 4C. ZIP CODE | |
| 5. ORIGINAL FINANCING STATEMENT NUMBER M85-17768-54996 | | | 5A. ORIGINAL DATE FILED 11/1/85 | | 6. CHECK IF APPLICABLE <input type="checkbox"/> | | THIS FINANCING STATEMENT CHANGE IS TO BE FILED IN THE REAL ESTATE RECORDS. NO. OF ADDITIONAL SHEETS PRESENTED | | |
| A. <input type="checkbox"/> AMENDMENT — THE FINANCING STATEMENT BEARING THE FILE NUMBER SHOWN ABOVE IN ITEM 5 IS AMENDED AS SET FORTH IN ITEM 8 BELOW. (INSTRUCTION B.7(A)) B. <input type="checkbox"/> TOTAL ASSIGNMENT — ALL OF SECURED PARTY'S RIGHTS UNDER THE FINANCING STATEMENT HAVE BEEN ASSIGNED TO THE ASSIGNEE WHOSE NAME AND ADDRESS ARE SET FORTH IN ITEM 8 BELOW. (INSTRUCTION B.7(B)) C. <input type="checkbox"/> PARTIAL ASSIGNMENT — SOME OF SECURED PARTY'S RIGHTS UNDER THE FINANCING STATEMENT HAVE BEEN ASSIGNED TO THE ASSIGNEE WHOSE NAME AND ADDRESS ARE SET FORTH IN ITEM 8 BELOW. A DESCRIPTION OF THE COLLATERAL SUBJECT TO THE ASSIGNMENT IS ALSO SET FORTH IN ITEM 8 BELOW. (INSTRUCTION B.7(C)) D. <input type="checkbox"/> CONTINUATION — THE ORIGINAL FINANCING STATEMENT BETWEEN THE FOREGOING DEBTOR AND SECURED PARTY BEARING THE FILE NUMBER AND DATE SHOWN IN ITEM 5 AND 5A IS CONTINUED. THE ORIGINAL STATEMENT IS STILL EFFECTIVE. (INSTRUCTION B.7(D)) E. <input type="checkbox"/> PARTIAL RELEASE — THE SECURED PARTY RELEASES THE FOLLOWING COLLATERAL DESCRIBED IN ITEM 8 BELOW WHICH IS DESCRIBED IN THE FINANCING STATEMENT BEARING THE FILE NUMBER SHOWN IN ITEM 5 ABOVE. (INSTRUCTION B.7(E)) F. <input checked="" type="checkbox"/> TERMINATION — THE SECURED PARTY(IES) OF RECORD NO LONGER CLAIMS A SECURITY INTEREST UNDER THE FINANCING STATEMENT BEARING THE FILE NUMBER SHOWN IN ITEM 5 ABOVE. (INSTRUCTION B.7(F)) | | | | | | | | | |

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| 9. SIGNATURE(S) OF DEBTOR(S) | | THIS SPACE FOR USE OF FILING OFFICER (DATE, TIME, NUMBER, FILING OFFICER) |
| SIGNATURE(S) OF SECURED PARTY(IES) By: <u>Woodcliff Equities, Inc.</u> <u>Keith W. Kennedy, Vice President</u> | | |
| 10. Return copy to: NAME ADDRESS CITY STATE ZIP Keith W. Kennedy, Esq. Woodcliff Equities, Inc. (1301) 2777 Stemmons Freeway, Suite #2000 Dallas, Texas 75207 | | |

M92/2965

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Aspen Title Co. the 12th day of Feb. A.D., 19 92 at 3:06 o'clock P.M., and duly recorded in Vol. M92 of Mortgages on Page 2965.

FEE \$5.00

Evelyn Biehn - County Clerk

By Darlene Muckendase