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STATE OF OREGON

UNIFORM COMMERCIAL CODE

FINANCING STATEMENT

REAL PROPERTY - Form UCC-1A

THIS FORM FOR COUNTY FILING OFFICER USE ONLY

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

1A. Debtor Name(s):
Masani Foods, Inc.2A. Secured Party Name(s):
South Valley State Bank

4A. Assignee of Secured Party (if any):

3B. Debtor Mailing Address(es):

5222 Tingley Lane
Klamath Falls, OR 976032B. Address of Secured Party from which security
information is obtainable:
801 Main Street
Klamath Falls, OR 97601

4B. Address of Assignee:

3. This financing statement covers the following types (or items) of property (check if applicable): See Attached Exhibit to UCC Financing statement dated November 29, 1993.



The goods are to become fixtures on:



The above timber is standing on:

The above minerals or the like (including gas and oil) or accounts will be financed at the wellhead or minehead of the well or mine located on:
(describe real estate)

See Attached Exhibit to UCC Financing Statement dated November 29, 1993.

and the financing statement is to be filed for record in the real estate records. (If the debtor does not have an interest of record) The name of a record owner is:



Check box if products of collateral are also covered

Number of attached additional sheets: 1

Debtor hereby authorizes the Secured Party to record a carbon, photographic or other reproduction of this form, financing statement or security agreement as a financing statement under ORS Chapter 79.
Signature of the debtor required in most cases.
Signature(s) of Secured Party in cases covered by ORS 79.4020

By:

Required signature(s)

INSTRUCTIONS

- PLEASE TYPE THIS FORM.
- If the space provided for any item(s) on this form is inadequate, the item(s) should be continued on additional sheets. Only one copy of such additional sheets need to be presented to the county filing officer. DO NOT STAPLE OR TAPE ANYTHING TO THIS FORM.
- This form (UCC-1A) should be recorded with the county filing officers who record real estate mortgages. This form cannot be filed with the Secretary of State. Send the Original to the county filing officer.
- After the recording process is completed the county filing officer will return the document to the party indicated. The printed termination statement below may be used to terminate this document.
- The RECORDING FEE must accompany the document. The fee is \$5.00 per page.
- Be sure that the financing statement has been properly signed. Do not sign the termination statement (below) until this document is to be terminated.

Recording Party contact name: DAVE HUCKINS

Recording Party telephone number: (503) 883-3366

Return to: (name and address)

South Valley State Bank
801 Main Street
Klamath Falls, OR 97601

Please do not type outside of bracketed area.

TERMINATION STATEMENT

This statement of termination of financing is presented for filing pursuant to the Uniform Commercial Code. The Secured Party no longer claims a security interest in the financing statement bearing the recording number shown above.

By:

Signature of Secured Party(ies) or Assignee(s)

EXHIBIT TO UCC-1A FINANCING STATEMENT

November 29, 1993

This Exhibit is attached to and is a part of the UCC Financing Statement executed in connection with a loan between South Valley State Bank and

Masami Foods, Inc. (SSN or TIN: 931077518)

COLLATERAL DESCRIPTION: All Fixtures; whether owned now or acquired later; all accessions, additions, replacements, and substitutions; all records of any kind relating to any of the foregoing; all proceeds (including insurance, general intangibles, and accounts proceeds), together with the following specifically described property: Furniture: See attached Exhibit A for equipment list: Cattle described as 1500 mixed steers and heifers generally described as Angus crosses wearing ear tags bearing numbers between 1001 and 3000 and branded as M

This Exhibit is executed on the same date as the UCC Financing Statement by South Valley State Bank and the undersigned.

M. Schida

Signature(s) of Debtor(s)

By:

[Signature]
South Valley State Bank

Signature(s) of Secured Party (ies)

EQUIPMENT & MACHINERY LIST

EXHIBIT "A"

M. 1

Kill Floor Equipment

- 1 LeFiell Knocking Box
- 2 LeFiell Bleeding Hoist
- 6 Bleeding Shackles
- 1 2" Bleeding Rail
- 1 Blood Pit Stand
- 1 First Leg Stand
- 1 Second Leg Stand
- 1 B & D Hydraulic Hook Cutter
- 2 Koch Lavatories
- 1 Koch Air Man Lift
- 3 Air Dehidrers
- 2 Electric Ceiling Fans
- 1 Koch PM 100 Hide Puller
- 1 Koch Hydraulic Drive
- 2 Hide Stands
- 1 Koch HD Lowerator
- 1 LeFiell Man Lift
- 1 Jarvis BVI Bullsaw
- 1 Weightronix Rail Scale
- 1 High Pressure Wash Pump
- 2 LeFiell Inspector's Stand
- 1 LeFiell Wash Stnad
- 1 LeFiell Shroud Stand
- 2 Gut Carts
- 4 Sterillizers
- 1 Foot Scalding Tank
- 1 Foot Work-up Table
- 1 LeFiell Toenail Remover
- 1 Head Inspection Rack
- 1 Shackle Lowerator
- 1 Headwash Rack
- 1 Head Stand
- 1 Head Boning Table
- 1 Offal Table
- 1 70 pc Tripe Machine
- 1 Tripe Table
- 1 Lafferty Equip Foamer
- 1 Plant High Pressure Supply Pum
- 1 500 gal Water Tank
- 4 500,000 BTU Water Heaters
- 1 Manure Pump

- 1 Digital Readout & Cell
- 1 SS Sales Table
- 1 Scale Table
- 1 Aluminum Dock Plate
- 1 Hose Rack
- 1 Paper Roll Hanger
- 1 Drop Rail
- 1 Evaporation Cooler Unit

Dock Allocation

Other Equipment

- 1 Baltimore Aircoil Evaporator
- 1 Kotsy Pressure Washer
- 1 Dixon Boilermworks 150 HP Boile
- 1 Water Softener
- 1 Brake Bank (spare)
- 1 6 way Snow PLOW Blade
- 2 Refrigeration Compressor: Amco
- 1 Recip Refr Compr
- 1 Shop Vacuum
- 1 Spare Motor 1 hp
- 1 Spare Motor 1/3 hp
- 1 Screw Air Compressor
- 1 Bobcat w new motor
- 1 Water Pump
- 1 Compressor Refrig
- 1 Portable Sump Pump
- 1 Powersnake
- 2 Well Pumps (1 spare)
- 2 Evaporator Coils
- 1 12 ft Wood Ladder
- 1 Barrel Hand Truck
- 3 Handtrucks
- 1 12 ft Insulated Ladder
- 1 14 ft Extension Ladder
- 1 LeFiell Drip System
- 1 250 lb Floor Scale
- 2 Picnic Tables
- 1 Ammonia Receiver
- 2 Condensate Return Pumps
- 1 Cooling fluid Tank
- 2 Air Compressors
- 1 Wenco Sump Pump: Blood System
- 2 Hill Freon Compressors
- 1 B & D Splitting Saw
- 1 250 Gal Diesel Tank
- 2 220 Gal High Pressure H2O Tank
- 1 Parts Washer
- 1 Dehider Sharpener

Misc

- 1 Cryovac Conveyor Grinder
- 1 Electronic Scale
- 2 Air Saw
- 1 Bone Collector
- 1 Mold Plates
- 1 Hobart Automatic Feed Grinder
- 1 Butcher Boy Breaking Grinder
- 2 Whizzard Knives
- 1 Knife Sharpener
- 1 Holly Tenderizer
- 1 Liver Skinner
- 1 Anal Ray
- 1 CO2 Snow Hood
- 2 CO2 Hookups
- 8 Miscellaneous SS Tables
- 1 Pan Scale
- 1 Small Grinder
- 1 Core Sampler
- 6 Cooler Evaporation Coils
- 5 Cooler Extension Hooks
- 1 Koch Sink
- 4 Combination Bins, Plastic
- 1 Hot Water Heater (Break Room)
- 1 Microwave (Break Room)
- 1 Washer (Break Room)
- 1 Dryer (Break Room)
- 1 Time Clock Puncher (Break Room)

Boning Allocation

Box Room

- 4 Pallet Shelves
- 1 Portion Scale
- 1 Electric Scale
- 50 Pallet Dividers
- 1 Sir Steak Cuber
- 1 Box Rack
- 1 Liner Roll Holder
- 3 Evaporator Coolers
- 1 CO2 Hook-up
- 1 Yale Forklift Charger
- 1 Yale 3000 Forklift, Electric
- 1 High Capacity Fan

Box Allocation

Loading Dock

- 30 ss Offal trees
- 40 SS Long Hooks
- 2 Pallet Size Scales
- 1 Rail Scale

EXHIBIT "A"

M. /

1 Shroud Tank
 1 Trepas Table
 1 Calf Blood Table
 Barrels
 2 Trolley Wash Tanks
 1 2 Ton Trolley Wash Hoist
 3 Lefiell Offal Roller
 1 Galv Retained Cage
 3 Aluminum Rolling Racks
 15 Offal Hanging Racks
 1 Strapex Strapping Machine
 1 Hobart 200lb Scale
 1 Galvanized Wire Rack
 1 B & D Scribe Saw
 1 B & D Brisket Saw
 1 Tripe Machine (not in use)
 1 Kentmaster Back-up Saw
 1 Splitting Saw Counter Balance
 1 Brisket Saw Counter Balance
 1 Brain Splitter
 numerou Hoses & Pipes
 1 Hock Cutter Hydraulic
 1 Propane Heater
 6 Cooler Evaporators Chill Box)
 1 Shroud Pin Rack
 numerou Beef Trolleys
 Slaughter Allocation

Boning Room Equipment

1 22 ' SS Boning Table
 1 22 Bone Conveyor
 1 13 ' Bone Conveyor
 1 Biro Boning Table Saw
 1 Bull Saw
 1 Lownerator
 1 Rail Scale Fairbanks
 1 Interlocks Incline Conveyor
 1 Lafferty Wall Mount Foamer
 4 SS Gondolas
 3 Jarvis Electric Breaking Saws
 6 Rubber mats
 1 Pack Off Table
 1 Cryovac AG 800
 1 Cryovac Shrink Tunnel
 1 Parker Boiler for COV, W/Hew T
 1 Cryovac Conveyor
 1 Digital Ishida Scale
 1 Nu Tec Patty Machine
 1 Knifs Sharpener

1 Grinder Table Mount
 1 Metal Welding Outfit
 1 Metal Cutting Torch Outfit
 2 Grease Dispensers
 1 Burner Assembly
 1 Milwaukee Holesaw
 1 Macita Drill
 2 Metal Band Grinders
 1 Rigid Pipe Threading Set
 1 Bug Killer Electronic
 1 Crown Pallet Jack
 1 Yale Electric Pallet Jack
 MISCELLANEOUS PARTS & TOOLS
 2 Stapler Machines (basement)
 3 Galvanized Wire Racks
 1 Hobart Breaking Grinder(Stora
 1 Strapex Strapping Machine (sto
 2 Electronic Scales
 1 4 ft Aluminum Ladder
 1 8 ft Wood Ladder
 1 5 ft Aluminum Ladder
 1 Electric Booster Charger
 1 Salamander Heater
 1 Ventilator Fan (basement)
 numerou "S" Hooks for Truck Loading
 Other Allocation

Office Equipment

11 Desks
 11 Chairs
 1 Typewriter
 1 Computer System
 2 Copy Machines
 1 Juatsu Phone System
 1 Fax Machine
 1 Software
 1 Walk-in Safe
 1 Room Safe
 5 Filing Cabinets

STATE OF OREGON, Office Allocation
 County of Klamath ss.

Filed for record at request of:

S. Valley State Bank
 on this 15th day of Dec. A.D. 19 93
 at 3:09 o'clock P. M. and duly recorded
 in Vol. M93 of Mortgages Page 33353
 Evelyn Biehn County Clerk
 By Debra Millendor

Deputy.

Fee, \$20.00