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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):
PACPIZZA, LLC
PACPIZZA LEASING CO., LLC1B. Debtor Mailing Address(es):
2000 Crow Canyon Plaza, Suite 260
San Ramon, California 945832A. Secured Party Name(s):
Texas Commerce Bank National
Association, as Agent2B. Address of Secured Party from which
security information is obtainable:
712 Main Street
Houston, Texas 77002

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

4B. Address of Assignee:

3. This financing statement covers the following types (or items) of property (check if applicable):
See Schedule I attached hereto and made a part hereof for all purposes.The goods are to become fixtures on:
See attached Schedule I

The above timber is standing on: _____

This 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):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
the record owner is: See attached Schedule I

Check box if products of collateral are also covered

Number of attached additional sheets: _____

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. By: PACPIZZA, LLC and PACPIZZA LEASING CO., LLC
Signature(s) of Secured Party in cases covered by ORS 79.4020. By: Brian J. Roach Required signature(s) Brian J. Roach, Vice President

INSTRUCTIONS

1. PLEASE TYPE THIS FORM.

2. 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.3. 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.4. 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.

5. The RECORDING FEE must accompany the document. The fee is \$5.00 per page.

6. Be sure that the financing statement has been properly signed. Do not sign the termination statement (below) until this document is to be terminated.

Fixture Filing
Klamath County, Oregon

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Recording Party contact name: Crystal L. Lightfield

Recording Party telephone number: 713/758-2088

Return to: (name and address)

Vinson & Elkins L.L.P.
2300 First City Tower
1001 Fannin Street
Houston, Texas 77002-6760

Please do not type outside of bracketed area.

TERMINATION STATEMENT

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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)

SCHEDULE I
TO
UCC-1 FINANCING STATEMENT

1. Debtors' name and addresses:

PACPIZZA, LLC
2000 Crow Canyon Plaza, Suite 260
San Ramon, California 94583
Federal Tax ID No. 13 3952007

PACPIZZA LEASING CO., LLC
2000 Crow Canyon Plaza, Suite 260
San Ramon, California 94583
Federal Tax ID No. 13 3952011

2. Secured Party's name and address:

TEXAS COMMERCE BANK NATIONAL ASSOCIATION, as Agent
712 Main Street
Houston, Texas 77002
Federal Tax ID No. 74-0800980

3. This Financing Statement covers the following Collateral:

(a) All of Debtor's accounts, inventory, equipment, chattel paper, documents, instruments and general intangibles, including, without limitation, any of the foregoing which may be more specifically indicated in the remainder of this paragraph 3.

(b) The inventory or equipment described or referred to in Exhibit A attached hereto and made a part hereof.

(c) (i) All documents evidencing ownership or possession of or otherwise relating to any property referred to in this paragraph 3; (ii) all property used or usable in connection with any property referred to in this paragraph 3; (iii) all policies of insurance (whether or not required by Secured Party) covering any property referred to in this paragraph 3; (iv) all goods which were at any time included in the Collateral and which are returned to or for the account of Debtor following their sale, lease or other disposition; (v) all proceeds, products, replacements, additions to, substitutions for, accessions of, and property necessary for the operation of any of the property described or referred to in this paragraph 3, including, without limitation, insurance payable as a result of loss or damage to the property described or referred to in this paragraph 3 and any proceeds thereunder, refunds of unearned premiums of any such insurance policy and claims against third parties; and (vi) all books and records

related to any of the property described or referred to in this paragraph 3, including without limitation, any and all books of account, customer lists and other records relating in any way to the accounts, inventory, chattel paper and instruments.

(d) All general intangibles related to any property referred to in this paragraph 3, including, without limitation, all (i) bonds, guaranties, purchase or sales agreements and other contractual rights, rights to performance, and claims for damages, refunds (including tax refunds) or other monies due or to become due; (ii) orders, franchises, permits, certificates, licenses, consents, exemptions, variances, authorizations or other approvals by any governmental agency or court; (iii) consulting, engineering and technological information and specifications, design data, patent rights, trade secrets, literary rights, copyrights, trademarks, labels, trade names and other intellectual property; (iv) business records, computer tapes and computer software; (v) goodwill; and (vi) all other intangible personal property, whether similar or dissimilar to the foregoing.

(e) all of PacPizza, LLC's rights, titles and interests in and to all proceeds (in any form) which PacPizza, LLC receives, or is entitled to receive, from the sale transfer, or other disposition of all or any portion of its interests in the Pizza Hut Franchise Agreements described in Exhibit B attached hereto and made a part hereof, or the sale of its member or other equity interests in PacPizza Leasing Co., LLC.

Notwithstanding anything herein to the contrary, the Collateral shall not include any property as to which the granting of a security interest or lien is expressly prohibited under the Pizza Hut Franchise Agreements described in attached Exhibit B.

4. The Collateral includes property that is or may be or become fixtures on the real property described in Exhibit C attached hereto and made a part hereof, and this Financing Statement is to be filed for record in the real estate records. Debtor or the party named on attached Exhibit C is a record owner of such real property (as shown in the real estate records of the jurisdiction where such real estate is located).

EXHIBIT A

INVENTORY OF OTHER GOODS

All inventory of Debtor, including but not limited to all food ingredients, supplies, paper products, uniforms, and glassware, including but not limited to all inventory located at each location specified on Exhibit D.

EXHIBIT B

PIZZA HUT FRANCHISE AGREEMENTS

1. Location Franchise Agreement dated August 6, 1997 between Pizza Hut, Inc. and PacPizza, LLC.
2. Amendment to Franchise Agreement dated August 6, 1997 between Pizza Hut, Inc. and PacPizza, LLC.

#738202

#738202, 1434 Esplanade Avenue, Klamath Falls, Klamath County, Oregon, which is more legally described as:

Lots 16, 17 and 18, Block 6, Second Hot Springs Addition to the City of Klamath Falls in the County of Klamath, State of Oregon.

Subject to easements and restrictions of record.

Owner Of Record Interest : Boyd J. and Betty Jean Morgan

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EXHIBIT D

Collateral Locations

CHIEF EXECUTIVE OFFICE:

Address Telephone No.		City	County	St.	Zip
2000 Crow Canyon Place, Suite 260 (510) 824-1221		San Ramon	Contra Costa	CA	94583

UNITS:

Market	PHI Store #	PG Store #	Concept	Address Telephone No.	City	County	St.	Zip	Real Property
Chico Redding	103169	281169	RBD	2025 Hilltop Dr. (916) 221-6632	Redding	Shasta	CA	96002-0209	Leased
Chico Redding	103205	281205	RBD	451 Oro Dam Blvd E. (916) 534-9612	Oroville	Butte	CA	95965-5714	Leased
Chico Redding	103206	281206	RBD	905 S Main St. (916) 527-5857	Red Bluff	Tehama	CA	96080-4362	Leased
Chico Redding	756701	283701	DEL	407 Walnut St. #B (916) 891-1233	Chico	Butte	CA	95928-4935	Leased
Chico Redding	756704	283704	DEL	2032 Pine St. (916) 241-3566	Redding	Shasta	CA	96001-1918	Leased
Oregon	102017	481017	RR	1924 Biddle Rd. (541) 773-6991	Medford	Jackson	OR	97504-5247	Leased
Oregon	102018	481018	RBD	2220 Hwy. 66 (541) 488-1581	Ashland	Jackson	OR	97520	Leased
Oregon	102019	481019	RBD	2139 NE 3rd St. (541) 389-5991	Bend	Deschutes	OR	97701-3606	Owned
Oregon	102020	481020	RBD	823 Chicago Ave. P.O. Box 7070 (541) 464-7796	Brookings	Curry	OR	97415-0360	Owned
Oregon	102021	481021	RBD	1465 NE 6th St. (541) 476-7767	Grants Pass	Josephine	OR	97526-1253	Leased
Oregon	102022	481022	RBD	3650 S 6th St. (541) 884-5070	Klamath Falls	Klamath	OR	97603-4723	Leased
Oregon	102023	481023	RBD	1211 S. Riverside Ave. (541) 779-1232	Medford	Jackson	OR	97501-7847	Leased

Market	FBI Store #	FP Store #	Concept	Address Telephone No.	City	County	St.	Zip	Real Property
Oregon	102024	481024	RR	1977 Newmark St. (541) 756-6650	North Bend	Coos	OR	97459-1215	Owned
Oregon	102025	481025	RBD	2414 S. U.S. Hwy. 97 (541) 548-5555	Redmond	Deschutes	OR	97756-8874	Leased
Oregon	102027	481027	RBD	7334 Hwy. 62 (541) 826-7969	White City	Jackson	OR	97503	Leased
Oregon	103170	281170	RBD	1501 S. Main St. P.O. Box 393 (916) 842-2783	Yreka	Siskiyou	CA	96097-9513	Leased
Oregon	103171	281171	RBD	832 Northeast (707) 464-8308	Crescent City	Del Norte	CA	95531-2312	Leased
Oregon	738101	483101	DEL	1155 SW Division St. #B-12 (541) 389-7171	Bend	Deschutes	OR	97702-2179	Leased
Oregon	738201	483201	DEL	507 S. Front #2 (541) 664-1199	Central Point	Jackson	OR	97502	Leased
Oregon	738202	483202	DEL	1434 Bonham Ave. (541) 884-7070	Klamath Falls	Klamath	OR	97601-5905	Leased
Oregon	738203	483203	DEL	1250 Carter Lake Ave. (541) 773-8013	Medford	Jackson	OR	97504-5451	Leased
Oregon	738301	483301	DEL	835 S. Broadway (541) 267-0899	Coos Bay	Coos	OR	97420-1543	Leased
Oregon	738302	483302	DEL	485 N.E. Stephen St. (541) 673-2242	Roseburg	Douglas	OR	97470-3125	Leased
Reno	103161	281161	RBD	2284 Lake Tahoe Blvd. (916) 541-7071	S. Lake Tahoe	El Dorado	CA	96150-7966	Leased
Reno	104015	381015	RBD	2441 N. Carson St. (702) 882-5878	Carson City	Carson City Independent City	NV	89706-1624	Leased
Reno	104020	381020	RBD	632 E. Prater Way (702) 358-1400	Sparks	Washoe	NV	89431-4680	Leased
Reno	729201	383201	DEL	1295 W. 7th St. (702) 746-3334	Reno	Washoe	NV	89503-4128	Leased
Reno	729202	383202	DEL	6015 D. So. Virginia (702) 851-1220	Reno	Washoe	NV	89502-6068	Leased
Sacramento	103096	281096	RBD	7141 Franklin Blvd. (916) 422-2200	Sacramento	Sacramento	CA	95821-1819	Leased
Sacramento	103098	281098	RBD	1130 N. Beale Rd. (916) 742-8997	Marysville	Yuba	CA	95901-6108	Leased

Market	PH# Store #	RP Store #	Concept	Address Telephone No.	City	County	St	Zip	Real Property
Sacramento	103104	281104	RBD	4834 Weil Ave (916) 332-7000	Sacramento	Sacramento	CA	95660-5109	Leased
Sacramento	103203	281203	RBD	1455 Ave Lb (916) 678-6600	Dixon	Solano	CA	95620-4227	Owned
Sacramento	103209	281209	RBD	1530 E. F. St. (209) 848-4500	Oakdale	Stanislaus	CA	95361-9228	Owned
Sacramento	116002	283002	DEL	684 W. El Camino Ave (916) 921-1800	Sacramento	Sacramento	CA	95833-2108	Leased
Sacramento	116003	283003	DEL	1200 City Way Ste. H (916) 773-3200	Roseville	Placer	CA	95661-4584	Leased
Sacramento	116026	281026	RBD	735 Colusa Ave (916) 674-3180	Yuba City	Sutter	CA	95991-3734	Leased
Sacramento	116052	281052	RBD	5301 Hazel Ave (916) 961-3600	Fair Oaks	Sacramento	CA	95628-3932	Leased
Sacramento	116065	281065	RBD	3181 Geer Rd (209) 692-2200	Turlock	Stanislaus	CA	95382-1118	Leased
Sacramento	116091	281091	RBD	2001 McHenry Ave. Ste. A (209) 324-5031	Modesto	Stanislaus	CA	95350-3245	Leased
Sacramento	705112	283712	DEL	201 W. Olive St. (209) 668-6868	Turlock	Stanislaus	CA	95380-4638	Owned
Sacramento	758204	283204	DEL	2010 Harrison Drive Suite C (707) 452-0400	Vacaville	Solano	CA	95687-3900	Leased
Sacramento	758208	283208	DEL	1021 Alamo Dr. (707) 449-8355	Vacaville	Solano	CA	95687-5603	Leased
Sacramento	758505	283505	DEL	6619 Elgin Rd. (916) 386-2400	Sacramento	Sacramento	CA	95828-2808	Leased
Sacramento	758505	283506	DEL	3501 Watt Ave. (916) 466-8600	Sacramento	Sacramento	CA	95821-2615	Leased
Sacramento	758507	283507	DEL	1100 Bullock Ave. (916) 978-9700	Sacramento	Sacramento	CA	95625-4202	Leased
Sacramento	758508	283508	DEL	5011 Polson Blvd. (916) 363-3200	Sacramento	Sacramento	CA	95626-3601	Owned
Sacramento	758509	283509	DEL	7416 Fair Oaks Blvd. (916) 486-1000	Carmichael	Sacramento	CA	95608-1745	Leased
Sacramento	758510	283510	DEL	10731 Colusa Avenue (916) 638-6800	Rancho Cordova	Sacramento	CA	95670-2313	Owned

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Market	PRI Store #	PP Store #	Concept	Address Telephone No.	City	County	St	Zip	Real Property
Sacramento	758512	283512	DEL	7092 Auburn Blvd. (916) 721-9660	Citrus Heights	Sacramento	CA	95621-4352	Leased
Sacramento	758514	283514	DEL	7600 Greenhaven Dr., Ste. 2 (916) 399-9900	Sacramento	Sacramento	CA	95831-5606	Leased
Sacramento	758515	283515	DEL	5323A Elkhorn Blvd. (916) 331-8800	Sacramento	Sacramento	CA	95842-2526	Leased
Sacramento	758516	283516	DEL	8469 Elk Grove Blvd. Unit 7, Space C-14 (916) 683-2200	Elk Grove	Sacramento	CA	95758-9572	Leased
Sacramento	758523	283523	DEL	662 G St. (916) 755-5100	Davis	Yolo	CA	95616-3776	Leased
Sacramento	758524	283524	DEL	21 W. 1st Ave. (209) 368-5100	Lodi	San Joaquin	CA	95240-3515	Owned
Sacramento	758525	283525	DEL	720 W. 11th St. (209) 832-5100	Tracy	San Joaquin	CA	95376-8715	Leased
Sacramento	758526	283526	DEL	8809 Thornton Rd. Suite 12 (209) 956-6600	Stockton	San Joaquin	CA	95209-1860	Leased
Sacramento	758527	283527	DEL	4729 N. Pershing Ave. Suite A (209) 951-0100	Stockton	San Joaquin	CA	95207-6114	Leased
Sacramento	758529	283529	DEL	1400 Standiford, Space 1 (209) 576-2200	Modesto	Stanislaus	CA	95350-0722	Leased
Sacramento	758530	283530	DEL	2401 East Orangethorpe (209) 526-6800	Modesto	Stanislaus	CA	95355-3551	Leased
Sacramento	758531	283531	DEL	2600 Mitchell Rd. Ste. P (209) 537-5300	Ceres	Stanislaus	CA	95307-9469	Leased
Sacramento	758532	283532	DEL	1406 Paradise Rd. (209) 520-5600	Modesto	Stanislaus	CA	95351-2235	Leased
Sacramento	758534	283534	DEL	920 N. Main St. (209) 825-5588	Manitica	San Joaquin	CA	95326-3745	Leased
Sacramento	758536	283536	DEL	1230 East Hammer Lane (209) 478-3400	Stockton	San Joaquin	CA	95210-4127	Leased
Sacramento	758537	283537	DEL	5210 Broadway (916) 482-7733	Sacramento	Sacramento	CA	95820-1852	Leased
Sacramento	758540	283540	DEL	2200 16th St. (916) 446-9200	Sacramento	Sacramento	CA	95818-1511	Leased

Market	RH Store #	RF Store #	Concept	Address Telephone No.	City	County	St	Zip	Real Property
San Francisco	103004	281004	RBD	2693 El Camino Real (408) 245-1466	San Jose	San Jose	CA	95051-3080	Leased
San Francisco	103015	281015	RBD	24748 Hesperian Blvd. (510) 786-2820	Hayward	Alameda	CA	94545-2436	Leased
San Francisco	103095	281095	RBD	1141 Tilton Dr. (415) 345-3511	Foster City	San Mateo	CA	94004-1213	Owned
San Francisco	103214	281214	CO	10807 MacArthur Blvd. (510) 613-2000	Oakland	Alameda	CA	94605-5256	Owned
San Francisco	116046	281046	RBD	3150 Jefferson St. (707) 752-1511	Napa	Napa	CA	94558-4924	Leased
San Francisco	116049	281049	RBD	464 N. Mainland Ave. (408) 735-1900	San Jose	San Jose	CA	94086-4221	Leased
San Francisco	116078	281078	RBD	1010 E. El Camino Real (408) 739-6390	Sunnyvale	San Jose	CA	94087-3759	Leased
San Francisco	116085	281085	RBD	2227 S. White Rd. (408) 238-5176	San Jose	San Jose	CA	95148-4056	Leased
San Francisco	116093	281093	RBD	40855 Gaudinier Blvd. (510) 656-8826	Fremont	Alameda	CA	94538-2800	Leased
San Francisco	116095	282095	RBD	1773 Decoto Rd. (510) 489-8266	Union City	Alameda	CA	94587-3542	Leased
San Francisco	116096	282096	RBD	4665 Mission Blvd. (510) 657-9633	Fremont	Alameda	CA	94539-7909	Leased
San Francisco	116101	281101	RBD	28270 Sikesen, Creek Blvd. (408) 252-3724	Cupertino	San Jose	CA	95014-2149	Leased
San Francisco	116104	282104	RBD	5475 Shell Ave. (408) 227-3933	San Jose	San Jose	CA	95123-1525	Leased
San Francisco	116106	283106	DEL	173 N. McDowell (707) 769-7888	Petaluma	Sonoma	CA	94954-2204	Leased
San Francisco	751209	283209	DEL	12808 Newell Hill Pl. (510) 937-2777	Walnut Creek	Contra Costa	CA	94596-5221	Leased
San Francisco	751211	283211	DEL	5435-A Clayton Rd. Ste. B-1 (510) 672-7800	Clayton	Contra Costa	CA	94517-1075	Leased
San Francisco	751224	283224	DEL	22839 Mission Blvd. (510) 886-4111	Hayward	Alameda	CA	94541-6601	Owned
San Francisco	751241	283241	DEL	6221 Jarvis Ave. (510) 505-0444	Newark	Alameda	CA	94560-1212	Leased

Market	PH Store #	PP Store #	Concept	Address Telephone No.	City	County	St	Zip	Real Property
San Francisco	758012	283012	DEL	200 S. Winchester Blvd. Suite F (408) 261-1600	San Jose	Santa Clara	CA	95128-2900	Leased
San Francisco	758200	283200	DEL	1199A Yalupa Avenue (707) 578-6300	Santa Rosa	Sonoma	CA	95405	Leased
San Francisco	758201	283201	DEL	528 Parker Rd. (707) 437-0900	Fairfield	Solano	CA	94535-1405	Leased
San Francisco	758205	283205	DEL	2313 Sutter Rd. (707) 557-2255	Vallejo	Solano	CA	94591-5653	Owned
San Francisco	758206	283206	DEL	895 Broadway (707) 645-0505	Vallejo	Solano	CA	94590-3222	Owned
San Francisco	758239	283239	DEL	38010 Alameda Way (510) 796-6700	Fremont	Alameda	CA	94538-1302	Leased
San Francisco	758243	283243	DEL	32106 Alameda Blvd. (510) 489-7800	Union City	Alameda	CA	94597-4000	Leased
San Francisco	758244	283244	DEL	22548 Tanna Ave. #402 (510) 782-0828	Hayward	Alameda	CA	94544-5120	Leased
San Francisco	758246	283246	DEL	15922 Hesseman Blvd. (510) 278-7575	San Lorenzo	Alameda	CA	94580-1551	Leased
San Francisco	758250	283250	DEL	2602 Emulvale Ave. (510) 526-3600	Oakland	Alameda	CA	94601-2023	Owned
San Francisco	758253	283253	DEL	4496 Broadway Suite B & C (510) 420-0400	Oakland	Alameda	CA	94611-4614	Leased
San Francisco	758254	283254	DEL	6341 Shattuck Ave. (510) 653-4700	Oakland	Alameda	CA	94609-1238	Owned
San Francisco	758256	283256	DEL	11775 San Pablo Ave. (510) 232-2400	El Cerrito	Contra Costa	CA	94530-1749	Leased
San Francisco	758257	283257	DEL	14801 San Pablo Ave. (510) 233-2700	San Pablo	Contra Costa	CA	94806-2445	Leased
San Francisco	758258	283258	DEL	1211 Tara Hills (510) 741-8899	Pineville	Contra Costa	CA	94564-2511	Leased
San Francisco	758259	283259	DEL	1285 E. Leland Rd. (510) 432-2000	Pittsburg	Contra Costa	CA	94565-3316	Leased
San Francisco	758260	283260	DEL	2713 Contra Loma Blvd. (510) 757-1010	Antioch	Contra Costa	CA	94509-4647	Leased
San Francisco	758262	283262	DEL	1801 Sutter Street, Bldg. A (510) 680-8200	Concord	Contra Costa	CA	94520-2553	Leased

Market	PHL Store #	RP Store #	Concept	Address Telephone No.	City	County	St	Zip	Real Property
San Francisco	758264	283264	DEL	1749 Contra Costa Hwy. (510) 666-1616	Pleasant Hill	Contra Costa	CA	94573	Leased
San Francisco	758265	283265	DEL	110 Hantz Ave. (510) 837-4500	Danville	Contra Costa	CA	94516-3315	Leased
San Francisco	758267	283267	DEL	9130 Alcosia Blvd. (510) 803-7755	San Ramon	Contra Costa	CA	94583-3901	Leased
San Francisco	758268	283268	DEL	927 Main St. (510) 417-1177	Pleasanton	Alameda	CA	94566-6108	Leased
San Francisco	758269	283269	DEL	282 S. J. St. (510) 449-7373	Livermore	Alameda	CA	94550-4410	Owned
San Francisco	758276	283276	DEL	1573 Shook Blvd. (415) 564-4600	San Francisco	San Francisco	CA	94132-1222	Leased
San Francisco	758278	283278	DEL	3349 Mission St. (415) 641-0400	San Francisco	San Francisco	CA	94110-5008	Leased
San Francisco	758279	283279	DEL	1406 B. Filmore Street (415) 474-2600	San Francisco	San Francisco	CA	94115-4164	Leased
San Francisco	758280	283280	DEL	728 Geary St. (415) 923-4366	San Francisco	San Francisco	CA	94109-7302	Leased
San Francisco	758292	283292	DEL	835 4th Street Suite D. (415) 457-9444	San Rafael	Marin	CA	94901-3260	Leased
San Francisco	758296	283296	DEL	560 Raley's Towne Cir. (707) 584-4600	Robert Park	Sonoma	CA	94928-2444	Leased
San Francisco	758301	283301	DEL	102 S. Park Victoria Dr. (408) 946-5000	Mariposa	Santa Clara	CA	95035-5724	Leased
San Francisco	758302	283302	DEL	2245A Sierra Rd. (408) 923-4300	San Jose	Santa Clara	CA	95132-2859	Leased
San Francisco	758303	283303	DEL	2024 Storey Road (408) 929-9000	San Jose	Santa Clara	CA	95127-3934	Leased
San Francisco	758305	283305	DEL	5669 Conite Rd. (408) 629-4500	San Jose	Santa Clara	CA	95123-3625	Leased
San Francisco	758306	283306	DEL	3161 H. Senter Road (408) 578-1000	San Jose	Santa Clara	CA	95111-1300	Leased
San Francisco	758308	283308	DEL	190 East Santa Clara (408) 971-6800	San Jose	Santa Clara	CA	95113-1903	Leased
San Francisco	758309	283309	DEL	152 Race St. (408) 287-1900	San Jose	Santa Clara	CA	95125-2013	Leased

Market	PHH Store #	PP Store #	Concept	Address Telephone No.	City	County	St	Zip	Real Property
San Francisco	758310	283310	DEL	2591 H. Bassom Ave. (408) 559-5565	Campbell	Santa Clara	CA	95008-5501	Leased
San Francisco	758312	283312	DEL	136 San Tomas Aquino (408) 370-7300	Campbell	Santa Clara	CA	95008	Leased
San Francisco	758313	283313	DEL	3586 Homestead Rd. (408) 246-5000	Santa Clara	Santa Clara	CA	95051-5166	Leased
San Francisco	758318	283318	DEL	19390 Stevens Creek Road (408) 446-5566	Cupertino	Santa Clara	CA	95014-2415	Leased
San Francisco	758319	283319	DEL	1955 W. El Camino Real (415) 960-4000	Mt. View	Santa Clara	CA	94040	Owned
San Francisco	758320	283320	DEL	2899 El Camino Real (415) 324-4300	Palo Alto	Santa Clara	CA	94306-2206	Leased
San Francisco	758322	283322	DEL	4805 Chertiv Ave. (408) 378-5151	San Jose	Santa Clara	CA	95118-3708	Leased
San Francisco	758323	283323	DWC	1241 El Camino Real (415) 968-8100	Sunnyvale	Santa Clara	CA	94087-1028	Leased
San Francisco	758326	283326	DEL	3415 Middlefield Rd. (415) 355-8705	Menlo Park	San Mateo	CA	94025-3022	Leased
San Francisco	758327	283327	DEL	366 El Camino Real (415) 508-0100	San Carlos	San Mateo	CA	94070-2705	Leased
San Francisco	758330	283330	DEL	670 E. 3rd Ave. (415) 546-0200	San Mateo	San Mateo	CA	94401-3305	Leased
San Francisco	758332	283332	DEL	523 El Camino Real (415) 583-4500	S. San Francisco	San Mateo	CA	94080-4402	Leased
San Francisco	758333	283333	DEL	25 Skyline Pl. (415) 756-7500	Day City	San Mateo	CA	94015-3822	Leased
San Francisco	758335	283335	DEL	600 W. Whipple (415) 351-8703	Redwood City	San Mateo	CA	94063	Leased
San Francisco	758336	283336	DEL	52 Kears St. (408) 284-5400	San Jose	Santa Clara	CA	95112-5803	Leased
San Francisco	758337	283337	DEL	1087 Meridian Ave. Ste. D (408) 266-0444	San Jose	Santa Clara	CA	95125-4358	Leased
San Francisco	758683	283683	DEL	3555 Clares St. Ste. A (408) 462-3900	Capitola	Santa Cruz	CA	95010-2589	Leased
San Francisco	758684	283684	DWC	1477 Fritchett Blvd. (408) 761-2727	Watsonville	Santa Cruz	CA	95076-2148	Leased

Market	PHI Store #	FP Store #	Concept	Address Telephone No.	City	County	St	Zip	Real Property
San Francisco	758686	283686	DEL	1772A Fremont Blvd. (408) 393-0300	Seaside	Monterey	CA	93955-3625	Leased
San Francisco	758687	283687	DWC	1171 1st St. (408) 842-2424	Gilroy	Santa Clara	CA	95020-4818	Leased
San Francisco	758688	283688	DEL	1241 N. Main St. (408) 449-0500	Salinas	Monterey	CA	93906-2828	Leased
San Francisco	758690	283690	DEL	1165 S. Main St. (408) 422-2930	Salinas	Monterey	CA	93901-2203	Leased
Santa Barbara	103116	281116	RR	2138 Broad St. (805) 541-3476	San Luis Obispo	San Luis Obispo	CA	93401-5205	Leased
Santa Barbara	103204	281204	RBD	1126 Black Oak Dr. (805) 239-0100	Paso Robles	San Luis Obispo	CA	93446-1319	Owned
Santa Barbara	758007	283007	DEL	743 E. Main St. (805) 346-1100	Santa Maria	Santa Barbara	CA	93454-4507	Leased
Santa Barbara	758404	283404	DEL	3342 Hollister (805) 967-9100	Goleta	Santa Barbara	CA	93117-2334	Leased
Santa Barbara	758405	283405	DEL	2840 De La Vina St. Ste. B. (805) 682-7509	Santa Barbara	Santa Barbara	CA	93105-3465	Leased
Santa Barbara	758409	283409	DEL	1620 N. H. St. Ste. A (805) 736-7272	Lompoc	Santa Barbara	CA	93436-2832	Leased
Santa Barbara	758413	283413	DEL	373 Five Cities Dr. A-5 (805) 773-2299	Pismo Beach	San Luis Obispo	CA	93449-3005	Leased

LAPTOP COMPUTERS:

Debtor provides to certain employees laptop computers which are in the possession of the employee.

BOOKKEEPING RECORDS:

Some bookkeeping records of Debtor, including records related to accounts and accounts receivable, will be maintained by Pizza Hut, Inc. at 9111 East Douglas, Wichita, Sedgewick County, Kansas 67201.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Vison & Elkins the 15th day of August A.D., 19 97 at 2:15 o'clock P. M., and duly recorded in Vol. M97 of Mortgages on Page 26923.

FEE \$80.00

By Bernetha G. Letch, County Clerk
Kathleen R. Rasmussen