

STATE OF OREGON

UNIFORM COMMERCIAL CODE

FINANCING STATEMENT

REAL PROPERTY - Form UCC-1A

(Klamath County, Oregon)

THIS FORM FOR COUNTY FILING OFFICER USE ONLY

Store #52

This FINANCING STATEMENT is presented to the County Filing Officer pursuant to the Uniform Commercial Code.

1A. Debtor Name(s): NationsDanc Leasing & R.E. Corporation	2A. Secured Party Name(s): State Street Bank and Trust Company of Connecticut, National Association, and Sandy Lamarr Cody, Trustees	4A. Assignee of Secured Party (if any):
1B. Debtor Mailing Address(es): One NCMB Plaza, T18-7 Charlotte, NC 28255-0075	2B. Address of Secured Party from which security information is obtainable: 750 Main Street, Suite 1114 Hartford, CT 06103	4B. Address of Assignee:

3. This financing statement covers the following types (or items) of property (check if applicable): See Exhibit B attached hereto.

The goods are to become fixtures on: attached hereto The above timber is standing on: _____
See Exhibit A

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)

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: _____

A carbon, photographic or other reproduction of this form, financing statement or security agreement serves as a financing statement under ORS Chapter 79.

By: NationsDanc/Leasing & R.E. Corporation
By: Rhonda Searer, Vice President
Signature(s) of the Debtor required in most cases. Signature(s) of Secured Party in cases covered by ORS 79.4020

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 officer 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 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: _____

Recording Party telephone number: _____

Return to: (name and address)

Return acknowledgment to:

Capitol Services, Inc.
P.O. Box 1831 Austin TX 78767
800/345-4647

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 the financing statement bearing the recording number shown above.

By: _____
Signature of Secured Party (len) or Assignee(s)

(Revised 2/94)

EXHIBIT "A"

LEGAL DESCRIPTION

A TRACT OF LAND SITUATED IN LOTS 1, 2, AND 3, BLOCK 1, OF "TRACT 1080 - WASHBURN PARK", ACCORDING TO THE OFFICIAL PLAT THEREOF ON FILE IN THE OFFICE OF THE COUNTY CLERK OF KLAMATH COUNTY, OREGON, AND THE SE1/4 NE1/4 OF SECTION 9, T39S, R9EWM, KLAMATH COUNTY, OREGON, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 2; THENCE $500^{\circ}02'00''$ E, ALONG THE EAST LINE OF SAID LOT 2, 60.00 FEET; THENCE $S89^{\circ}58'00''$ W 209.00 FEET; THENCE $500^{\circ}02'00''$ E 209.00 FEET; THENCE $N89^{\circ}58'00''$ E 181.66 FEET TO A POINT ON THE EASTERLY LINE OF SAID LOT 2; THENCE ALONG THE BOUNDARIES OF SAID LOTS 2 AND 1, ALONG THE ARC OF A CURVE TO THE RIGHT (RADIUS POINT BEARS $N68^{\circ}55'22''$ W 532.96 FEET AND CENTRAL ANGLE EQUALS $49^{\circ}28'52''$) 460.27 FEET, ALONG THE ARC OF A SPIRAL CURVE, TO THE RIGHT (THE LONG CHORD OF WHICH BEARS $S84^{\circ}01'29''$ W 384.34 FEET) 386.00, $N89^{\circ}26'30''$ W 40.35 FEET TO THE SOUTHWEST CORNER OF SAID LOT 2, AND $N89^{\circ}26'30''$ W 359.98 FEET TO A POINT FROM WHICH THE SOUTHWEST CORNER OF SAID LOT 1 BEARS $N89^{\circ}26'30''$ W 260.00 FEET; THENCE $N00^{\circ}07'15''$ W, PARALLEL TO THE WEST LINE OF SAID LOT 1, 619.18 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 1; THENCE CONTINUING $N00^{\circ}07'15''$ W 32.00 FEET; THENCE $S89^{\circ}25'35''$ E 359.98 FEET TO A POINT ON THE WEST LINE OF SAID LOT 3; THENCE $N89^{\circ}58'00''$ E 771.06 FEET TO A POINT ON THE EAST LINE OF SAID LOT 3; THENCE $500^{\circ}02'00''$ E 32.00 FEET TO THE POINT OF BEGINNING, CONTAINING 14.519 ACRES, MORE OR LESS, AND WITH BEARINGS BASED ON SAID "TRACT 1080 -- WASHBURN PARK".

TOGETHER WITH the benefits of an easement granted in that certain Agreement of Easement with Covenants and Restrictions Affecting Land between Wal-Mart Stores, Inc. and Washburn Enterprises, Inc. dated May 21, 1991, and recorded June 25, 1991, in M91, Page 12081.

EXHIBIT B

All of Debtor's rights, title and interest as the Owner Participant and sole beneficiary in and under that certain Trust Agreement dated as of December 1, 1992 creating Retail Trust III, a Delaware business trust, under which Wilmington Trust Company, 1100 N. Market Street, Rodney Square North, Wilmington, Delaware 19890-0001 is the Corporate Owner Trustee, which Trust is the owner and lessor of that certain property more fully described on Exhibit A hereto and which rights, title and interest of Debtor have been pledged to the Secured Parties by that certain Pledge and Security Agreement dated as of December 1, 1992 as security for the obligations of the Debtor under that certain Limited Recourse Guaranty of the same date.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Capitol Services the 27th day
of March A.D., 19 98 at 10:25 o'clock A. M., and duly recorded in Vol. M98
of Mortgages on Page 9910.

FEE \$15.00
50c c.c.

By Berneta G. Letsch County Clerk
Kathleen Ross