

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

1. Debtor(s) (Last Name First) and address(es)
Tri-Valley Distributing, Inc.
1690 South Highway 40
Heber City, UT 84032

2. Secured Party(ies) and address(es)
FFCA Acquisition Corporation
17207 North Perimeter Drive
Scottsdale, AZ 85255

25464 BK 4996 PG 762
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
1999 Mar 02 12:18 pm FEE 15.00 BY SS
RECORDED FOR PROVO LAND TITLE COMPANY

Social Security or _____
Emp. Fed. I.D. No. _____

PLTC#30465

4. This financing statement covers the following types (or items) of property:
See Attached Schedule I

FFCA No. 8000-8538
Provo, UT

6. Gross sales price of collateral
\$ _____
\$ _____ Sales
or use tax paid to
State of _____

For Filing Officer (Date, Time, Number, and Filing Office)

The Secured party is _____ is not _____ a seller or purchase money lender of the collateral.

5. Assignee(s) of Secured Party and Address(es)

This statement is filed without the debtor's signature to perfect a security interest in collateral. (Check if so)

Microfilm No.

- already subject to a security interest in another jurisdiction when it was brought into this state.
- which is proceeds of the original collateral described above in which a security interest was perfected:

Check if covered: Proceeds of Collateral are also covered. Products of Collateral are also covered. No. of additional Sheets presented:

3. Maturity date (if any):

Division of Corporation
And Commercial Code

Tri-Valley Distributing, Inc.

By: Noel K. Cook Its: Pres.
Signature(s) of Debtor(s)

By: _____
Signature(s) of Secured Party(ies)

REORDER FROM
Registre, Inc.
514 PIERCE ST.
P.O. BOX 218
ANOKA, MN, 55303
(612) 421-1713

N

STANDARD FORM - FORM UCC-1.

FILING OFFICER - ALPHABETICAL

SCHEDULE I**DESCRIPTION OF COLLATERAL**

All rents, issues, profits, royalties, income and other benefits derived from the parcel or parcels of real estate legally described in Exhibit A attached hereto, all rights, privileges and appurtenances associated therewith and all buildings, fixtures and other improvements now or hereafter located on such real estate (whether or not affixed to the real estate) (collectively, the "Premises") or subleases covering the Premises or any portion thereof now or hereafter existing or entered into, including, without limitation, all cash or security deposits, advance rentals and deposits or payments of similar nature; all options to purchase or lease the Premises or any portion thereof or interest therein, and any greater estate in the Premises; all interests, estate or other claims, both in law and in equity, with respect to the Premises; all easements, rights-of-way and rights used in connection therewith or as a means of access thereto, and all tenements, hereditaments and appurtenances thereof and thereto, and all water rights and shares of stock evidencing the same; all land lying within the right-of-way of any street, open or proposed, adjoining the Premises and any and all sidewalks, alleys and strips and gores of land adjacent to or used in connection with the Premises;

All tangible personal property now or at any time hereafter located on or at the Premises or used in connection therewith, including, without limitation, all goods, machinery, tools, equipment, lobby and all other indoor and outdoor furniture, books, records, manuals, computer systems, furnishings, rugs, and maintenance and other supplies;

All existing and future accounts, contract rights, general intangibles, files, books of account, agreements, franchise, license and/or area development agreements, permits, licenses and certificates necessary or desirable in connection with the acquisition, ownership, leasing, construction, operation, servicing or management of the property comprising the Premises, whether now existing or entered into or obtained after the date hereof, all existing and future names under or by which the property comprising the Premises or any portion thereof may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all existing and future telephone numbers and listings, advertising and marketing materials, trademarks and good will in any way relating to the property comprising the Premises or any portion thereof; and

All the claims or demands with respect to the Premises, including, without limitation, claims or demands with respect to the proceeds of insurance in effect with respect thereto, and any and all awards made for the taking by eminent domain, or by any proceeding or purchase in lieu thereof, of the whole or any part of the Premises, including, without limitation, any awards resulting from a change of grade of streets and awards for severance damages.

EXHIBIT A

LEGAL DESCRIPTION

The following described tract of land situated in Utah County, State of Utah:

PARCEL #1:

Commencing at a point located South 89 deg. 15' 22" East along the Section line 1808.97 feet and North 669.66 feet from the Southwest corner of Section 2, Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence North 00 deg. 08' 10" East partially along a fence line 209.63 feet; thence South 88 deg. 44' 31" East along the Southerly boundary of Center Street 90.16 feet; thence along the arc of a 15.00 foot radius curve to the right 23.19 feet (chord bears South 44 deg. 27' 28" East 20.95 feet); thence South 00 deg. 10' 25" East along the Westerly boundary of 1600 West Street 193.72 feet; thence North 89 deg. 27' 05" West along a fence line, said line also being the Northerly physical boundary of Mount Aire Subdivision, Plat "A", 105.90 feet to the point of beginning.

PARCEL #2:

Commencing at a point located South 89 deg. 15' 22" East along the Section line 1808.97 feet and North 669.66 feet and North 0 deg. 08' 10" East 159.63 feet from the Southwest corner of Section 2, Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence North 0 deg. 08' 10" East partially along a fence line 50.00 feet to the South line of Center Street, Provo, Utah; thence North 88 deg. 44' 31" West along the South line of said street 35.00 feet; thence South 34 deg. 29' 07" East 61.592 feet to the point of beginning.