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BK1814 P 3007

I HEREBY CERTIFY THAT THE ANNEXED INSTRUMENT IS A TRUE AND CORRECT COPY OF THE ORIGINAL ON FILE IN THE OFFICE OF THE BANKRUPTCY CLERK.

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AUG 05 1993

KEVIN E. O'BRIEN
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

L.E. SPEAS
REGISTER OF DEEDS UNITED STATES BANKRUPTCY COURT
FORSYTH CO. N.C. DISTRICT OF ARIZONA
PHOENIX DIVISION

IN RE:)
)
THE CIRCLE K CORPORATION, CIRCLE K)
CONVENIENCE STORES, INC., CIRCLE K)
MANAGEMENT COMPANY, LAR-LIN, INC.,)
FIRST CIRCLE PROPERTIES, INC., UTOTEM,)
INC., UTOTEM MARKETS OF ARIZONA INC.,)
U TOTEM OF ALABAMA, INC., U-TOTE'M OF)
COLORADO INC., U-TOTE'M OF MIAMI, INC.,)
TIC TOC SYSTEMS, INC., MONTERRE)
PROPERTIES, INC., SHOP & GO, INC.,)
CIRCLE K GENERAL, INC., CIRCLE K)
HAWAII, INC., COMBINED AVIATION CO.,)
CHARTER MARKETING COMPANY)
(CONNECTICUT), CHARTER MARKETING)
COMPANY, MR. B'S OIL CO., INC., MR. B'S)
FOOD MART, INC., NPI CORPORATION, OLD)
COLONY PETROLEUM COMPANY, INC., NEW)
ENGLAND PETROLEUM DISTRIBUTORS,)
INC., AND 44TH STREET & CAMELBACK)
LIMITED PARTNERSHIP,)
)
Debtors.)

Chapter 11
Case Nos. 90-05052 PHX-GBN
to 90-05075 PHX-GBN
JOINTLY ADMINISTERED

MEMORANDUM ORDER RESTATING FOR
RECORDATION PURPOSES CERTAIN
RELEVANT TERMS OF PLAN OF
REORGANIZATION, CONFIRMATION
ORDER AND IMPLEMENTING ORDER

mail: KEMP, SMITH, DUNCAN & HAMMOND
ATTORNEYS AT LAW
2000 State National Plaza - 20th Floor
El Paso, TEXAS 79901
(915) 533-4424

Upon the Court's consideration of the Plan of Reorganization Under Chapter 11, Title 11, United States Code, Proposed by and for The Circle K Corporation and Its Affiliated Debtors, as amended (the "Plan"), which was submitted for confirmation by The Circle K Corporation and its affiliated debtors in possession in the above-captioned cases ("Debtors"), the Court on June 16, 1993 entered an Order confirming the Plan (the "Confirmation Order") and on June 29, 1993 entered an Order Implementing Confirmation of Plan of Reorganization Under Chapter 11, Title 11, United States Code, Proposed by and for The Circle K Corporation and Its Affiliated Debtors (the "Implementing Order"). The Implementing Order incorporates the Plan and all its provisions.

1 The Implementing Order authorizes Debtors to file this Memorandum Order in any
2 appropriate filing, tax or recording office as evidence of the matters therein contained. The
3 complete Plan, Confirmation Order, and Implementing Order are filed of record with and
4 copies can be obtained from the Clerk of the United States Bankruptcy Court for the District
5 of Arizona, 230 North First Avenue, Phoenix, Arizona 85004.

6 Effective Date, Acquisition, and Continued Business of Debtors

7 The Plan became effective on the Effective Date which was July 26, 1993. On the
8 Effective Date all the stock of the Debtors was acquired by CK Acquisitions Corp., a Delaware
9 corporation. As of the Effective Date, the Debtors may operate their businesses and may use,
10 acquire, and dispose of any property, assets or rights free of any restrictions imposed by the
11 United States Bankruptcy Code.

12 Merger of Corporate Entities

13 As of the Effective Date, pursuant to the Plan and an Order Implementing Section 14.4
14 of Circle K Plan Relating to Merger of Corporate Entities, a series of mergers occurred in
15 which (i) Mr. B's Food Mart, Inc., Gem Petroleum, Inc., Mr. B's Oil Co., Inc., U Totem of
16 Alabama, Inc., U-tote'm of Miami, Inc., Charter Marketing Company, and Shop & Go, Inc.
17 were merged into Circle K General, Inc., and (ii) Circle K Drilling Company, Circle K
18 Natural Gas Company, Old Colony Petroleum Company, Inc., UCO Distributing Company,
19 4626 S. 40th St., Inc., Circle K Oil Company, Circle K Trading Company, Charter Marketing
20 Company Massachusetts, Inc., U-tote'm of Colorado, Inc., TicToc Systems, Inc., Monterre
21 Properties, Inc., Aero K Energy Company, Circle Automatic Holdings, Inc. Circle K Energy
22 Company, Circle K Hawaii Inc., Lar-Lin, Inc., First Circle Properties, UtoteM, Inc., NPI
23 Corporation, and The Circle K Corporation were merged into Circle K Convenience Stores,
24 Inc. Pursuant to the merger of The Circle K Corporation into Circle K Convenience Stores,
25 Inc., the surviving corporation, Circle K Convenience Stores, Inc., a Texas Corporation,
26 changed its name to The Circle K Corporation, as evidenced by the copy of the Certificate of
27 the Secretary of State of Texas attached as Exhibit A hereto. As a result of the mergers, each
28 surviving corporation possesses all of the rights, privileges, immunities, licenses and

1 franchises, whether of a public or private nature, of all of the merging corporations; and all
2 property, real, personal, and mixed, and all debts due on whatever account, and all other
3 choses in action, and all and every other interest of or belonging to or due to each of the
4 merging corporations shall be taken and deemed to be transferred to and vested in the surviving
5 corporation without further act or deed. Recordation of this Memorandum Order in any
6 recording office shall be record evidence of such mergers and such name change whether or
7 not any certificate of merger or certificate of name change is filed of record therein.

8 **Clear Title, Release of Liens and Debtors as Attorneys-in-Fact**

9 Prior to the Effective Date, certain real property of the Debtors' consolidated
10 bankruptcy estates was encumbered by (i) an Indenture of Mortgage, Deed of Trust, Deed to
11 Secure Debt, Security Agreement, Fixture Filing and Assignment of Rents made by Debtors
12 in favor of Texas Commerce Bank National Association and Christi Todd, as trustees, as
13 successor in interest to First City, Texas-Houston, N.A., and/or (ii) a Mortgage, Leasehold
14 Mortgage, Open-End Deed of Trust, Open-End Leasehold Deed of Trust, Deed of Trust,
15 Leasehold Deed of Trust, Deed to Secure Debt, Leasehold Deed to Secure Debt, Assignment,
16 Assignment of Rents, Fixture Filing, Security Agreement and Financing Statement made by
17 Debtors in favor of Citibank N.A., as agent (collectively, the "Mortgages"), which Mortgages
18 were recorded, inter alia, in the jurisdictions and in the records set forth on Exhibit B hereto.

19 Pursuant to Sections 7.11, 7.12, 6.13, 7.14, 7.15, 7.16, 7.19, and 7.20 of the Plan,
20 on the Effective Date the Mortgages, and the liens evidenced thereby, were, and are hereby,
21 released, discharged, satisfied, and deemed null and void and of no further force or effect and
22 any property affected or encumbered thereby is hereby reconveyed to the Debtor owning such
23 property free and clear of such liens. With respect to Mortgages in the State of Louisiana, all
24 Clerks or Court and Ex-Officio Recorders of Mortgages and other recording officers and
25 officials, are hereby authorized and instructed to cancel the inscriptions shown on the attached
26 Exhibit B.

27 Pursuant to the Sections 14.5 and 14.7 of the Plan, on the Effective Date all property
28 of the Debtors revested in the Debtor owning such property free and clear of all liens, claims,

1 and encumbrances, including, without limitation, judgment liens, property tax liens, and liens
2 granted pursuant to an Order Implementing Debtors' Adequate Assurance Proposal to the
3 Objecting Utility Creditors, entered on April 23, 1991, except solely as otherwise provided in
4 Sections 7.17 (Class 17-Citibank Participated L/C Claims), 7.18 (Class 18-AFC L/C Claims),
5 7.21 (Class 21-Secured Tax Claims), and 7.24 (Class 24-Other Secured Claims) of the Plan.
6 Accordingly, all liens and encumbrances arising prior to the Effective Date, except solely for
7 those expressly preserved in the Plan, were, and are hereby, released, discharged, satisfied,
8 and deemed null and void.

9 This Memorandum Order evidences that the Debtors are appointed as attorneys-in-fact
10 for any creditor for the purpose of executing any release or other documentation in accordance
11 with the terms of the Plan.

12 **Discharge and Injunctions**

13 As of the Effective Date each of the Debtors was discharged from all claims, debts,
14 liabilities, and obligations of every kind that arose in whole or part on or before the Effective
15 Date, pursuant to Sections 524 and 1141 of the United States Bankruptcy Code. All persons
16 and governmental units are further stayed from taking any enforcement action whatsoever
17 against Debtors or their property on account of any discharged claim unless such action is
18 expressly provided for in the Plan. No governmental unit may deny, revoke, suspend, or
19 refuse to renew a license, permit, charter, franchise, or other similar grant to, condition such
20 a grant to, or discriminate with respect to such a grant against any of Debtors as provided
21 under the Plan and Section 525 of the Bankruptcy Code, and the Implementing Order
22 constitutes an express injunction against any such discriminatory treatment by a governmental
23 unit.

24 Dated: August 5, 1993


25
26 
27 George B. Nielsen
28 United States Bankruptcy Judge

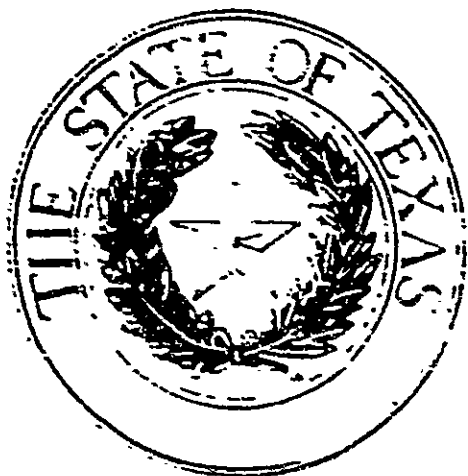
EXHIBIT A

BK1814 P3011



The State of Texas
SECRETARY OF STATE

I, JOHN HANNAH, JR., Secretary of State of the State of Texas, DO HEREBY CERTIFY that Articles of Merger for THE CIRCLE K CORPORATION, a Texas corporation, and CIRCLE K CONVENIENCE STORES, INC., a Texas corporation, were filed in this office on July 26, 1993, for which a Certificate of Merger was issued; and that according to the terms of the Merger the surviving corporation is CIRCLE K CONVENIENCE STORES, INC., a Texas corporation, which changed its name to THE CIRCLE K CORPORATION.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

3rd day of August, A.D. 1993

John Hannah Jr ^{dh}
Secretary of State

EXHIBIT B

BK1814 P3012

CITIBANK MORTGAGES

Mortgage, Leasehold Mortgage, Open-End Deed of Trust, Open-End Leasehold Deed of Trust, Deed of Trust, Leasehold Deed of Trust, Deed to Secure Debt, Leasehold Deed to Secure Debt, Assignment, Assignment of Rents, Fixture Filing, Security Agreement and Financing Statement dated as of December 22, 1989 in favor of Citibank, N.A., as Agent for the Lenders and the Existing Banks and made or granted by one or more of the following entities: Circle K Convenience Stores, Inc., Circle K General, Inc., Charter Marketing Company, Old Colony Petroleum Company, Inc., UtoteM, Inc. and Shop & Go, Inc., and UCC-1 financing statements filed concurrently therewith.

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
ARIZONA	Maricopa	12/29/89	Document No. 89-586120
	Pima	12/29/89	Docket 8694, Page 398
	Pinal	12/29/89	Docket 1649, Page 001 Instrument No. 955293
ARKANSAS	Pulaski	12/28/89	Document No. 89-69050
CALIFORNIA	Placer	12/29/89	Book 3797, Page 120
	Riverside	05/01/90	Instrument No. 121099
	San Bernardino	12/28/89	Document No. 89-505251
	San Diego	12/29/89	Off. Rec. Page 1672 Document No. 89-707361
	San Joaquin	12/29/89	Document No. 89-121310
COLORADO	Shasta	12/29/89	Box 2552, Page 854
	Adams	12/28/89	Book 3634, Page 299
	Douglas		*
FLORIDA	Montrose	12/29/89	Book 804, Page 145
	Broward	12/29/89	Book 17048, Page 0226 Document No. 89521009
	Columbia	12/29/89	Book 0705, Page 0678 Document No. 89-15053
	Dade	12/29/89	Off. Rec. 14377, Page 5991
	Escambia	12/28/89	Duplicate No. 766744
	Highlands	12/28/89	Book 1091, page 0793
	Hillsborough	12/28/89	Off. Rec. 5865, Page 810 Document No. 89-278475
	Hillsborough	12/28/89	Off. Rec. 5865, Page 918 Document No. 89-276477
	Hillsborough	12/28/89	Off. Rec. 5865, Page 865 Document No. 89-278476
	Lake	12/28/89	Book 1039, Page 1491 Document No. 89-61466
	Lee	12/29/89	O.R. 2118, Page 1740, File No. 2769611
	Lee	12/29/89	O.R. 2118, Page 1687, File No. 2769610
	Manatee	12/29/89	O.R. 1282, page 2740, File No. 363282
	Monroe	12/29/89	Off. Rec. 1116, Page 0848, File No. 620723
	Okaloosa	12/28/89	O.R. 1537, Page 730, File No. 1067191
	Orange	12/29/89	O.R. 4145, Page 2484
	Osceola	12/29/89	O.R. 0951, Page 0624
	Palm Beach	12/29/89	O.R.B. 5307, Page 394 Document No. 89-372172
	Pasco	12/29/89	O.R. 1869, Page 0065
Pinellas	12/28/89	Book 7163, Page 169 Instrument No. 89-322718	
Polk	12/28/89	Book 2810, Page 0383	
Polk	12/28/89	Book 2810, Page 0277	

BOOK 1814 PAGE 3013

BK 1814 P 3013

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
Florida (cont.)	Polk	12/28/89	Book 2810, Page 0330
	Sumter	12/29/89	O.R. 399, Page 246, File No. 225543
	Volusia	12/29/89	Book 3407, Page 1125, File No. 169945
	Walton	12/28/89	O.R. 0640, Page 165
GEORGIA	Clayton	01/02/90	Book 1606, Page 233
	Clayton	01/22/90	Book 1610, Page 198
	Cobb	12/28/89	Book 5591, Page 0093
	Columbia	12/28/89	Book 804, Page 197-248, File No. 12149
	DeKalb	12/28/89	Book 6604, Page 588
	Fulton	12/28/89	Book 13057, Page 197
	Gwinett	12/29/89	Book 5822, Page 191
	Richmond	12/28/89	Reel 325, Page 1177
IDAHO	Ada	12/28/89	Document No. 8965690
LOUISIANA	Ascension	01/4/90	Conv. Book 462; Mort. Book 461, File No. 275040; Chattel Mtg. Book 22, File No. 149672
	Bossier	01/3/90	.
	Caddo	12/28/89	Mtge. Rec. 01253286; Chattel Inst. # 891105
	Calcasieu	01/05/90	File No. 2045760
	E. Baton Rouge	01/4/90	Orig. 563 Bndl. 10125 Chattel 1056220
	Jefferson	12/29/89	Convey. Book 2285, Page 275 Mort. Book 2644, Page 436 Instrument No. 8957710 Chattel No. 15617
	Orleans	12/29/89	Book 839, Page 462, Instrument No. 15021
	Washington		MB 413, Entry 149358
	W. Baton Rouge	01/4/90	Conv. Records Book 259, Number 28 Mtg. Records Book 272, Number 44 Chattel Mtg. 32326
MAINE	Sagadahoc	12/29/89	Book 989, Page 271, File No. 09899
MISSISSIPPI	Chickasaw	12/28/89	Book 636, Page 532-584
MISSISSIPPI	Jackson	01/02/90	Book 1075, Page 558-610
MONTANA	Flathead	12/29/89	Document No. 8936312220
NEVADA	Clark	12/29/89	Doc. No. 00374, Book No. 891229
NORTH CAROLINA	Forsyth	12/29/89	Book 1683, Page 1785
	Mecklenberg	12/29/89	Book 6182, Page 0264
	Onslow	01/02/90	Book 947, Page 336
SOUTH CAROLINA	Beaufort	12/29/89	Book 455, Page 1757
	Berkeley	12/29/89	Book 746, Page 214
	Charleston	01/03/90	Book V189, Page 001
	Horry	12/28/89	Book 1496, Page 728
	Lexington	12/28/89	Book 1491, Page 307
	Richland	12/28/89	M1240, Page 898
TENNESSEE	Davidson	12/28/89	Book 8013, Page 894
	Rutherford	12/29/89	Book A665, Page 111
TEXAS	Bexar	12/28/89	Clerk's File No. 1857694
	Brown	12/29/89	Vol. 1044, Page 513
	Cameron	12/28/89	Vol. 1035, Page 191, Document No. 33210
	Collin	12/28/89	Box 3191, Page 924
	Dallas	12/28/89	Book 89250, Page 3936

BK1814 P3014

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
Texas (cont.)	Fort Bend	12/28/89	Clerk's File No. 8964870
	Harris	12/28/89	165-69-2126, Instrument No. M454715
	Jefferson	12/28/89	102-97-2171, Document No. 8934317
	Tarrant	1/8/90	Clerk's File No. D190003841
	Taylor	12/28/89	Vol. 1697, Page 905, Instrument No. 18794
	Tom Green	12/28/89	Vol. 173, Page 49, Document No. 313376
	Travis	12/28/89	Book 11092, Page 0986 Document No. 89111266
WASHINGTON	King	12/28/89	Instrument No. 8912280691
	Snohomish	12/28/89	Vol. 2295, Page 0994 Instrument No. 8912280353

* As of the date of entry of the Order to which this Exhibit B is attached, the recording information for this County was not available.

TEXAS COMMERCE BANK MORTGAGES

BOOK 1814 PAGE 3015

Indenture Of Mortgage, Deed of Trust, Deed to Secure Debt, Security Agreement, Fixture Filing and Assignment of Rents dated October 12, 1988, as subsequently amended, in favor of Texas Commerce Bank and Christi Todd, as Trustees, as successor to First Interstate Bank of California and Don McEachren, as Trustees, and made or granted by one or more of the following entities: Circle K Convenience Stores, Inc., Circle K General, Inc., Charter Marketing Company, Charter Marketing Company (Connecticut), Mr. B's Oil Co., Inc., Old Colony Petroleum Company, Inc., New England Petroleum Distributors, Inc. and 44th Street and Camelback Limited Partnership, and UCC-1 Financing Statements filed concurrently therewith.

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
ALABAMA	Mobile	04/13/89	RP. 3373, Page 751
ARIZONA	Maricopa	11/07/88	Document No. 88-548001
	Pima	11/10/88	Docket 8411, Page 906
	Yuma	11/15/88	Docket 1613, Page 522
ARKANSAS	Pulaski	11/08/88	Instrument 88-59612 Office of Circuit Clerk
	Hempstead	02/20/89	Book 575, Pages 99-121 Office of Circuit Clerk
	Miller	11/17/88	Mortgage Record Book M528, Page 1
CALIFORNIA	Stanislaus	11/14/88	Series No. 078688 Official Records
	Merced	11/15/88	Series No. 27679 Official Records
	Yolo	11/15/88	Series No. 24551
	Fresno	11/14/88	88127437
	Riverside	11/14/88	332133
	San Bernardino	12/30/88	88-456701
COLORADO	Adams	11/15/88	Book 3510, Page 19
	Boulder	11/16/88	Film 1555, Rec 953232
	El Paso	11/10/88	Book 5575, Page 1178
CONNECTICUT		11/09/89	V.187, Page 720 Clinton Land Records
		04/13/89	Canton
		04/17/89	East Granby V.85, Page 859
		11/06/89	East Hartford
		04/17/89	V.593, Page 962 Enfield Land Records
		03/09/89	V.2905, Page 271
		03/09/89	Hartford Land Records
		08/22/89	Manchester Land Records
		04/13/89	Newington Land Records
		10/14/88	Newington Land Records
	04/13/89	Simsbury Land Records	

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
CONNECTICUT (cont.)		03/10/89	Southington Land Records V.467, Page 9
		03/10/88	Torrington Land Records
		04/13/89	West Hartford Land Records
		04/17/89	Windsor Locks Land Records
		04/12/89	Rocky Hill Land Records
		03/13/89	Mansfield Land Records
		11/09/88	Walcott Land Records V.182, Pages 536-599
		10/28/89	Colchester Land Records
		10/13/88	Winstead Land Records Vol 218, Page 293
		10/13/89	Waterbury Land Records
		03/13/89	Tolland Land Records
FLORIDA	Manatee	11/04/88	OR Book 1239, Page 2410-2510 Public Records
	Hillsborough	11/04/88	OR Book 5544, Page 349 Public Records
	Citrus	11/08/88	OR Book 796, Page 1852 Public Records
	Marion	11/03/88	OR Book 1537, Page 0507 Public Records
	Duval	11/07/88	OR Book 6606, Page 217 Public Records
	Hernando	11/08/88	OR Book 712, Page 128
	Levy	11/08/88	OR Book 342, Page 419
	Nassau	11/08/88	OR Book 556, Page 692
	Pasco	11/08/88	OR Book 1756, Page 205
	Bay	11/10/88	OR Book 1208, Page 442
	Escambia	12/08/88	OR Book 2635, Page 93-191
	Dade	11/09/88	OR Book 13887, Page 3408
	Hardee	11/09/88	OR Book 362, Page 659 Public Records
	Lee	11/07/88	OR Book 2028, Page 267-364 Public Records
	Highlands	11/03/88	OR Book 1024, Page 12 Public Records
	Polk	11/10/88	OR Book 2685, Page 1212 Public Records
	DeSoto	11/07/88	OR Book 253, Page 528 Public Records

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
FLORIDA (cont.)	Pinellas	11/09/88	OR Book 6873, Page 1702
	Monroe	11/14/88	OR Book 1072, Page 0302
	Brevard	11/09/88	OR Book 2958, Page 1197
	Orange	11/09/88	OR Book 4030, Page 3111
	Pinellas	11/09/88	OR Book 6873, Page 1702
	Broward	11/10/88	OR Book 15947, Page 487
	Martin	11/21/88	OR Book 789, Page 788
	Charlotte	11/10/88	OR Book 1005, Page 1661
GEORGIA	Gwinnett	01/09/89	Deed Book 5282, Page 45 Clerks Office, Superior Court
	Bibb	01/09/89	Deed Book 1745, Page 14
	Clayton	02/14/89	Deed Book 1532, Page 707
	McIntosh	01/17/89	Deed Book 129, Page 144
	Cobb	01/10/89	Deed Book 5205, Page 417
	Richmond	01/11/89	Realty Real 302, Pgs. 2068-2168 Officer of the Clerk of Superior Court
	Dekalb	01/10/89	Book 6336, Page 619
	Fulton	01/09/89	12185, Page 012
	Columbia	01/16/89	721, Page 135
	Chatham	01/13/89	Book 140-W, Page 71
KANSAS	Garland	11/09/88	Book 1281, Page 458
LOUISIANA	St. Bernard Parish	11/15/88	Mortgage Book 545, Folio 1
	LaSalle Parish	11/10/88	Mortgage Book 148, Page 274
	Orleans Parish	11/15/88	Mortgage Book 2666, Folio 274
	LaFayette Parish	11/08/88	Document No. 88033881
	Acadia Parish	11/10/88	Mortgage Book 441, Page 414
	Jefferson Parish	11/15/88	Mortgage Book 2387, Folio 49
	East Baton Rouge Parish	11/14/88	Original 323, Bundle 10042 Official Records
	Plaquemines Parish	11/15/88	Mortgage Book 185, Folio 557
	Vernon Parish	02/07/90	Instrument 457209, Public Records
	Livingston Parish	11/09/88	Mortgage Block 306, Entry 273375
	West Baton Rouge Parish	11/09/88	MOB 254, No. 138, Official Records
	St. Charles Parish	11/15/88	MOB 436, Folio 687

BOOK 1814 PAGE 3017

BK 1814
P 3017

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
LOUISIANA (cont.)	Rapides Parish	11/10/88	Mortgage Book 1145, Page 128M
	Bossier Parish	11/09/88	Register No. 483542, Mortgage Records
	Caddo Parish	05/04/88	MOB 1927/473, COB 2510/251 Entry No. 1185889
	Ascension	11/10/88	MOB 438
	Calcasieu	11/12/88	2003770
MASSACHUSETTS	Plymouth Country Registry	07/24/89	Book 9261, Page 136
	Norfolk Country Registry	07/26/89	Instrument No. 59564
	Norfolk Land Court		Document No. 568525
	Middlesex South District	12/07/89	Instrument No. 295 Registry of Deeds
	Middlesex North District	12/06/89	Instrument No. 48013
	Worcester	12/12/88	Instrument No. 118415 Registry of Deeds
	Bristol County South District	06/14/89	Book 2335, Page 137 Registry of Deeds
	Bristol County Fall River District	06/15/89	Document 8273
MICHIGAN	Ottawa	11/08/88	Liber 1302, on Page 1
MISSISSIPPI	Lauderdale County	11/07/88	Book 1129, Page 457 Office of the Chancellor Clerk
	Pike County	11/07/88	Book 403, Page 77 Land Trust Deed Records
	Clay	11/07/88	Land Mortgage Record 175, at Page 262
	Humphreys	11/04/88	Trust Deed Book 177, Page 329
	Leflore	11/07/88	Book 363, Page 7-104 Records of Mortgages and Deeds of Trust
	Madison	11/14/88	Book 665, Page 359 Record of Mortgages and Deeds of Trust
	Hinds	11/16/88	Book 3542, Page 001
NEW HAMPSHIRE	Hillsborough County Registry of Deeds	11/09/88	Book 5040, Page 132

BOOK 1814 PAGE 2018

BK 1814 P 3018

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
NEW HAMPSHIRE (cont.)	Rockingham County Registry of Deeds	11/09/88	Book 2768, Page 271
NORTH CAROLINA	Mecklenberg County Registry	11/23/88	Book 5910, Page 678
	Wake County Registry	11/16/88	Book 4386; Page 734
	Orange County	12/07/88	Book 765; Page 11
	Onslow County Registry	11/14/88	Book 900, Page 492
	Durham	11/15/88	Book 1490, Page 770
	Guilford	11/21/88	Book 3789, Page 884
SOUTH CAROLINA	York	11/17/88	Book 1220, Page 13
	Berkeley	11/14/88	RMC Office Book E-685, Page 29
	Charleston	11/11/88	RMC Office Book N-179, Page 178
	Richland	11/14/88	Mortgage Book M1158, Page 152 Office of the RMC
	Lancaster	11/11/88	Mortgage Book 195, Page 233 Office of the Clerk of Court
	Horry	11/09/88	Book 1405, Page 766
TENNESSEE	Davidson	11/11/88	Book 7701, Page 695
TEXAS	Brazoria	11/09/88	Clerk's 35128
	Grayson	11/04/88	File 16086, Vol 2007, Page 486
	Nacogdoches	11/04/88	V.714, Page 136 Real Property Records
	Polk	11/14/88	V.695, Page 171 Official Public Records
	Brazos	11/07/88	V.1083, Page 600, Official Records
	Harris	11/07/88	Clerks No. L923152
	Bexar	11/04/88	Clerks No. 1669283
	Tarrant	11/07/88	Clerks File No. 575319
	Dallas	11/04/88	V.88216, Page 3704 Deed of Trust Records
	Jackson	11/08/88	V.202, Page 571
	Cameron	11/04/88	Clerks File No. 32642
	Aransas	11/14/88	Clerks File No. 164199 Real Property Records
	Lamar	11/08/88	Book 57, Page 1 Real Property Records
	Fayette	11/04/88	V.2007, Page 486 Real Property Records

BOOK 1814 PAGE 3019

BOOK 1814 PAGE 3019

STATE	COUNTY	DATE OF RECORDING	RECORDING INFORMATION
TEXAS (cont.)	Nueces	11/04/88	Clerks File No. 638592
	Fannin	11/07/88	Vol. 718, Page 669 Land Records
	Jasper	11/04/88	File No. 56313
	Hidalgo	11/07/88	Clerks File No. 88896
	Bee	11/04/88	V.324, Page 79 Deed of Trust Records
	San Patricio	11/04/88	Clerks No. 374709 Real Property Records
	Kleberg	11/04/88	V.16, Page 471 Official Records
	Kerr	11/04/88	Clerks File No. 6828
	Wharton	11/09/88	V.348, Page 761 Deed of Trust Records
	McLennan	11/09/88	V.1411, Page 67 Deed of Trust Records
	Bowie	11/09/88	V.1257, Page 181
	Jefferson	11/08/88	Clerks Register No. 8829458
	Travis	11/10/88	Vol. 10815, Page 936
	Denton	11/14/88	Vol. 2485, Page 424
	Navarro	11/08/88	Vol. 358, Page 158
	Cook	11/08/88	Vol. 258, Page 391
	Anderson	11/09/88	Vol. 1214, Page 346
	Collin	11/18/88	Vol. 2953, Page 097
	Guadalupe	11/09/88	File 8828, Vol. 866, Page 0471
	Galveston	11/04/88	File 32642
	Fort Bend	11/08/88	File 8857626
	Victoria	11/08/88	Vol. 1492, Page 445
UTAH	Utah	11/15/88	Book 2557, Page 421
	York	11/17/88	Book 1220, Page 13
	Berkeley	11/14/88	RMC Office Book E-685, Page 29
	Charleston	11/11/88	RMC Office Book N-179, Page 178
	Richland	11/14/88	Mortgage Book M1158, Page 152 Office of the RMC
	Davis	11/14/88	Book 1265, Page 118
	Salt Lake	11/15/88	Book 2257, Page 421

BOOK 1814 PAGE 3020

BK 1814 P 3020

As of the date of entry of the Order to which this Exhibit B is attached, the recording information for this County was not available.