

**STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT
FORM UCC-1 ALA.**

Important: Read Instructions on Back Before Filing out Form.

REORDER FROM
MODERN LAW FORMS
ELK GROVE VILLAGE, IL
(708) 640-1888

1-90

The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).

No. of Additional Sheets Presented: **3**

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

1. Return copy or recorded original to:
**Heller Financial, Inc.
900 Circle 75 Pkwy N.W.
Atlanta GA 30339
ATTN: CFPD**

THIS SPACE FOR USE OF FILING OFFICER
Date, Time, Number & Filing Office

**Inst # 1996-41177
12/16/1996-41177
10:25 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 18.00**

2. Name and Address of Debtor (Last Name First if a Person)
**Wen-Alabama, Inc.
671-4761 Highway 280 East
Birmingham, Alabama 35223**

Social Security/Tax ID # _____

2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)

Social Security/Tax ID # _____

Additional debtors on attached UCC-E

3. SECURED PARTY (Last Name First if a Person)
**Heller Financial, Inc.
900 Circle 75 Parkway N.W.
Atlanta, Georgia 30339**

Social Security/Tax ID # _____

4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)

Additional secured parties on attached UCC-E

5. The Financing Statement Covers the Following Types (or items) of Property:
All of the Debtor's now owned or existing and hereafter acquired or arising furniture, fixtures, equipment and all other goods which constitute fixtures, together with all accessions to, substitutions for and replacements, products and proceeds of all of the foregoing, including insurance and condemnation proceeds, and the books and records relating to the foregoing, all as more particularly described on EXHIBIT A attached hereto and made a part hereof. The foregoing property is or may become fixtures on the real estate described on EXHIBIT B attached hereto. Mortgage/fixture tax has been paid simultaneously with the filing of corresponding mortgages.

Check X if covered: Products of Collateral are also covered.

5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

300	---
302	---
500	---
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6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)

already subject to a security interest in another jurisdiction when it was brought into this state.

already subject to a security interest in another jurisdiction when debtor's location changed to this state.

which is proceeds of the original collateral described above in which a security interest is perfected.

acquired after a change of name, identity or corporate structure of debtor

as to which the filing has lapsed.

7. Complete only when filing with the Judge of Probate:
The initial indebtedness secured by this financing statement is \$ _____

Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____

8. This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)

Signature(s) of Debtor(s)
Rich Ryan PRESIDENT

Signature(s) of Debtor(s)
Wen-Alabama, Inc.

Type Name of Individual or Business

Signature(s) of Secured Party(ies) or Assignee
John Peckham, ASST Sec.

Signature(s) of Secured Party(ies) or Assignee
Heller Financial, Inc.

Type Name of Individual or Business

EXHIBIT A
TO UCC FINANCING STATEMENT
SHOWING WEN-ALABAMA, INC.
AS DEBTOR AND
HELLER FINANCIAL, INC.
AS SECURED PARTY

All right, title and interest of Debtor in and to the following property, whether now owned or existing or hereafter acquired or arising, including, without limitation:

1. Any and all equipment, machinery, furniture, furnishings and fixtures located on, or used or useful in the operation of a fast food restaurant business (currently franchised as Wendy's), including, without limitation, any and all lighting (including without limitation any and all lighting fixtures, lighting pedestals, and flood lights), removable signage of all varieties, sprinkler controls, sprinkler solenoids, sprinkler heads, exterior menu boards and exterior intercom ordering systems, exterior music speakers and pedestals, and any and all personal property of any kind or nature contained in, on, or around and/or associated with in any manner the operation of a fast food restaurant business (currently franchised as Wendy's), and all building and construction materials, supplies and equipment incorporated in a fast food restaurant business (currently franchised as Wendy's) and all machinery, appliances, pipes, conduits, generators, engines, pumps, motors, compressors, boilers, condensing units, disposals, sprinklers, wiring, utensils and furnishings of every kind and description which may be used or useful in connection with the operation of and located inside a fast food restaurant business (currently franchised as Wendy's).
2. All outside removable items and any and all ice machines, ice cream machines, warmers, fryers, refrigerators, freezers, ovens, toasters, countertops, booths, tables, and chairs.
3. All security, fire, smoke and other alarm systems;
4. All cash registers and point-of-sale terminals, computers (hardware and software) and in store communication devices;
5. Any and all attachments, additions, accessions extensions, improvements and betterments, after acquired property, renewals, replacements and substitutions relating to any of the property described above;
6. The proceeds of all of the foregoing, whether such proceeds are the result of a voluntary or involuntary sale, liquidation or conversion of any of the foregoing or the condemnation proceeds arising from any taking by any lawful power or authority by exercise of the rights of condemnation or eminent domain with respect to any of the foregoing or the proceeds of any insurance policies covering any of the above described property.

EXHIBIT "A" CONTINUED

7. All books, records, ledger cards, files, correspondence, computer programs, tapes, disks and related data processing software and all general intangibles that at any time evidence or contain information relating to any of the property described above;

WEN-ALABAMA, INC.

By: *Rick Reynolds*
Name: RICK REYNOLDS
Title: PRESIDENT

HELLER FINANCIAL, INC.

By: *James Ricchini*
Name: JAMES RICCHINI
Title: ASST. SECRETARY

**EXHIBIT B
TO UCC FINANCING STATEMENT
SHOWING WEN-ALABAMA, INC.
AS DEBTOR AND
HELLER FINANCIAL, INC.
AS SECURED PARTY**

LEGAL DESCRIPTION

Parcel V:

Lot 1, according to the Survey of Colonial Properties Subdivision, as recorded in Map Book 8, Page 138, in the Office of the Judge of Probate of Shelby County, Alabama.

LESS AND EXCEPT that portion conveyed to the state of Alabama in Book 277, Page 930 in the Judge of Probate of Shelby County, Alabama.

Together with easement rights as defined in Declaration of Restrictions and grant of Easements recorded in Volume 53, Page 375, in and to Lot 2, according to the Survey of Colonial Properties Subdivision, as recorded in Map Book 8, Page 138, in the Office of the Judge of Probates of Shelby County, Alabama.

Street Address: 4671 Highway 280 East
~~Inverness Parkway~~, Birmingham, Alabama

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