

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

Important: Read Instructions on Back Before Filling out Form

REORDER FROM
Register, Inc.
1000 N. 10th St.
Tomball, TX 77355-3033
(817) 461-1233


90031

<input type="checkbox"/> 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: HUDDLE HOUSE, INC. 2969 E. Ponce de Leon Avenue Decatur, Georgia Attention: Legal Department Pre-paid Acct. # _____			THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
2. Name and Address of Debtor (Last Name First if a Person) ASSOCIATE FOODS, INC. 15937 Highway 280 Chelsea, Alabama 35043 Social Security/Tax ID # _____			FILED WITH:	
2A. Name and Address of Debtor (Last Name First if a Person) Social Security/Tax ID # _____				
<input type="checkbox"/> Additional debtors on attached UCC-E				
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) HUDDLE HOUSE, INC. 2969 E. Ponce de Leon Avenue Decatur, GA 30030 Social Security/Tax ID # _____			4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
<input type="checkbox"/> Additional secured parties on attached UCC-E				
5. The Financing Statement Covers the Following Types (or Items) of Property: All property more particularly set forth on Exhibit "B" attached hereto. This Financing Statement is filed to perfect a security interest in accounts, contract rights and general intangibles				
5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: 0 0 0 2 0 0 7 0 0 _____ _____ _____ _____				
Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.				
6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> 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 \$ - 0 - Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____ 8. <input type="checkbox"/> 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) By: <u>W. H. Huddle</u> President Signature(s) of Debtor(s)			Signature(s) of Secured Party(ies) Signature(s) of Secured Party(ies) or Assignee Signature(s) of Secured Party(ies) or Assignee	
Type Name of Individual or Business			Type Name of Individual or Business	

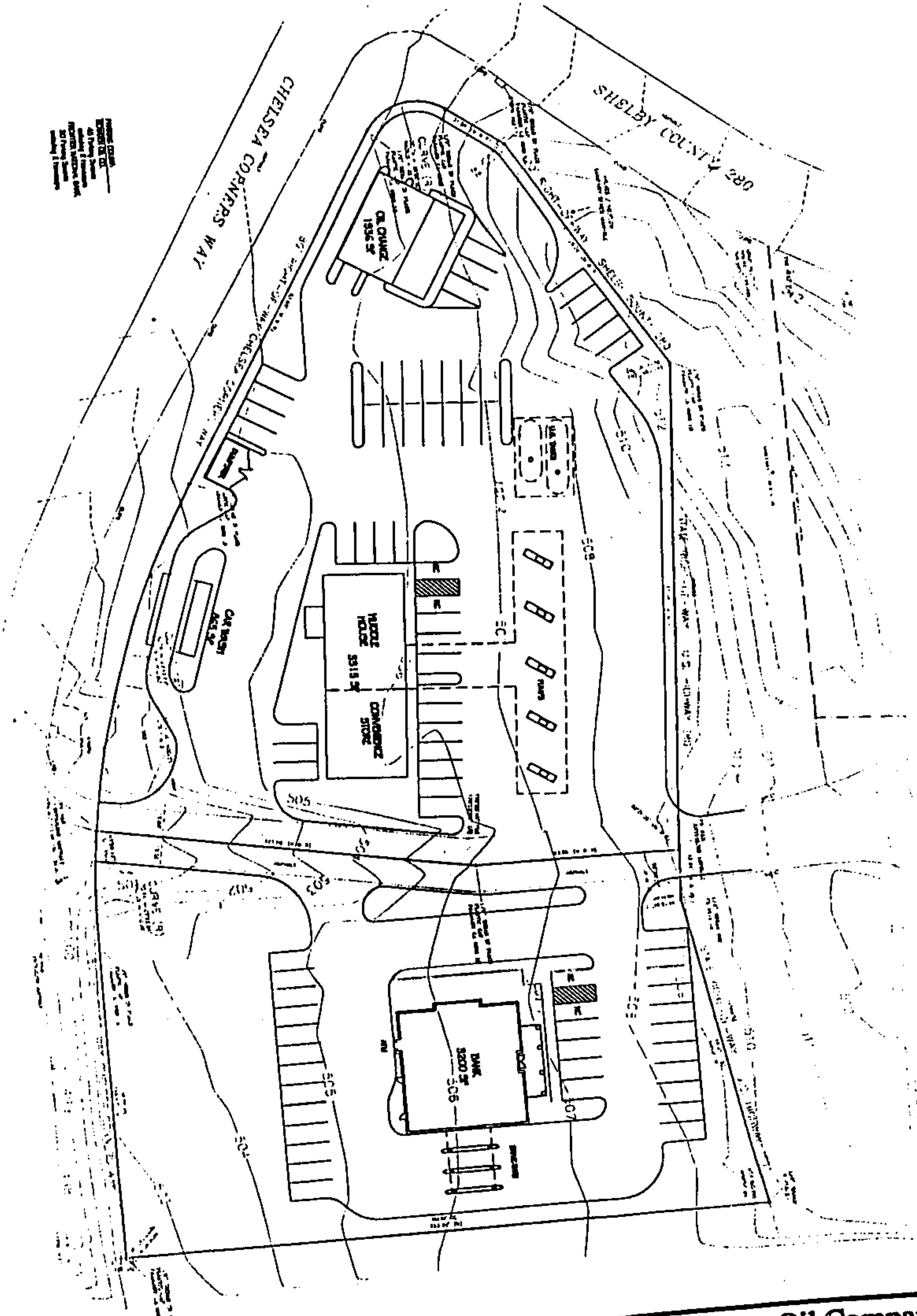
EXHIBIT "A"

The space shown and designated as "Huddle House" on the Site Plan drawing attached hereto and made a part hereof as Exhibit "A-1", being located on a portion of the following described tract of land:

Lot 2, according to the survey of The Shoppes at the Corners, Phase 2, as recorded in Map Book 26, page 89, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

 **Site Plan**

1. Existing Building
 2. Proposed Building
 3. Proposed Parking
 4. Proposed Driveway
 5. Proposed Fencing
 6. Proposed Landscaping
 7. Proposed Utilities
 8. Proposed Access
 9. Proposed Easement
 10. Proposed Right-of-Way



<p>A1</p> <p>Site Plan</p>	<p>DATE: 10/1/88</p> <p>BY: [Signature]</p> <p>1. []</p> <p>2. []</p> <p>3. []</p> <p>4. []</p> <p>5. []</p> <p>6. []</p> <p>7. []</p> <p>8. []</p> <p>9. []</p> <p>10. []</p>	<p>Tim Barron ARCHITECT, INC.</p> <p>4041 South Western Court Road Birmingham, Alabama 35209 (205) 426-6446 FAX 426-6446</p>	<p>Bowden Oil Company Frontier National Bank the Shoppes at the Narrows Chelsea</p>
	<p>11. []</p> <p>12. []</p> <p>13. []</p> <p>14. []</p> <p>15. []</p> <p>16. []</p> <p>17. []</p> <p>18. []</p> <p>19. []</p> <p>20. []</p>		

EXHIBIT "B"

Debtor: **ASSOCIATE FOODS, INC.**

Secured Party: **HUDDLE HOUSE, INC.**

Description of Collateral:

All the following property of Debtor, whether now owned or hereafter acquired or arising, wherever located:

1. all rights of the Debtor to payment for goods sold or leased, or to be sold or to be leased, or for services rendered, without limitation, all accounts, receivables, instruments, chattel paper and general intangibles, all returned or repossessed goods and all books, records, computer tapes, programs, and ledger books arising therefrom or related thereto, whether now owned or hereafter acquired or arising; and

2. all inventory of the Debtor, including, without limitation, all goods of the Debtor held for sale or lease or furnished or to be furnished under contracts of service, all goods held for display or demonstration, goods on lease or consignment, returned or repossessed goods, all raw materials, work-in-process, finished goods and supplies used or consumed in the Debtor's business, together with all documents, documents of title, dock warrants, dock receipts, warehouse receipts, bills of lading or orders for the delivery of all, or any portion, of the foregoing; and

3. all equipment of the Debtor, including, without limitation, all machinery, furniture furnishings, leasehold improvements, trade fixtures, appliances, signs, sign frames, sign poles, sign lighting equipment and other equipment used or useful in the Debtor's business; and

4. all general intangibles of the Debtor, including, without limitation, all copyrights, royalties, trademarks, trade names, service marks, patent and proprietary rights, blueprints, drawings, designs, trade secrets, plans, diagrams, schematics and assembly and display materials relating thereto and all customer lists; and

5. all products and/or proceeds of any of the foregoing, including, without limitation, insurance proceeds.

Proceeds of the above described property include, without limitation and to the extent not described above, the following types of property acquired with cash proceeds: accounts, chattel paper, general intangibles, documents, inventory, equipment, fixtures, farm products and consumer goods.

SOME OR ALL OF THE FOREGOING DESCRIBED COLLATERAL IS THE SUBJECT OF CERTAIN LICENSE AND LEASE AGREEMENTS BY AND BETWEEN HUDDLE HOUSE, INC. AS LESSOR AND ASSOCIATE FOODS, INC. AS LESSEE. AS TO THAT PROPERTY, THIS FILING IS MADE ONLY TO REFLECT THE COLLATERAL ASSIGNMENT TO HUDDLE HOUSE, INC., AS THE SECURED PARTY, OF THE INTEREST AS A LESSEE OR LICENSEE OF ASSOCIATE FOODS, INC. IN THAT PROPERTY.

DEBTOR

ASSOCIATE FOODS, INC.,
an Alabama corporation

BY: 
WESLEY L. BOWDEN, JR., President

ATTEST: 
JAMES F. CAMP, Secretary

{CORPORATE SEAL}

SECURED PARTY

HUDDLE HOUSE, INC.,
a Georgia corporation

BY: 
PHILIP GREIFELD, President

ATTEST: 
CLAUDIA KOEPPLE LEVITAS, Secretary

{CORPORATE SEAL}

Inst # 2001-30280

07/23/2001-30280
09:35 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MSB 19.00