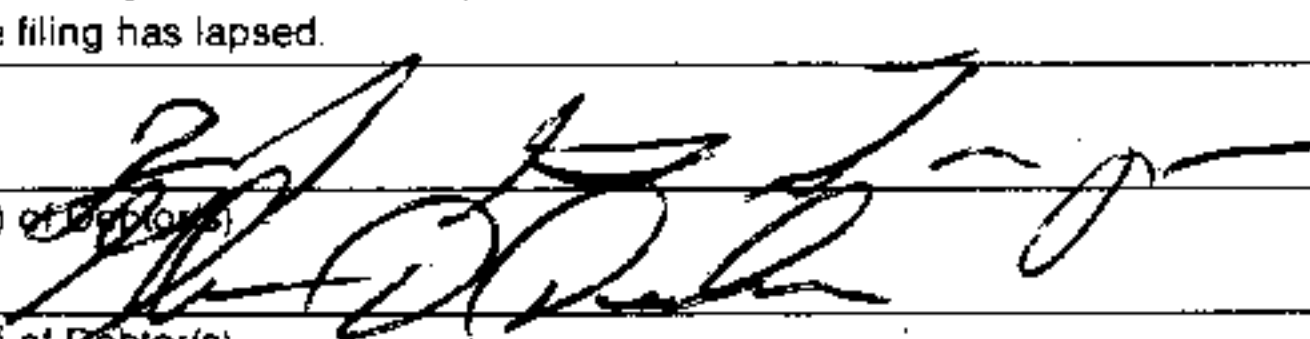


**Important: Read Instructions on Back Before Filling out Form.**

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).		No. of Additional Sheets Presented:	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code	
1. Return copy or recorded original to: <b>Southern Development Council, Inc.</b> 4101-C Wall Street Montgomery, AL 36106			THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
Pre-paid Acct. # _____				
2. Name and Address of Debtor (Last Name First if a Person) <b>Applebee's of North Alabama, Inc.</b> 822 Columbiana Road Birmingham, AL 35209				
Social Security/Tax ID # _____				
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)				
Social Security/Tax ID # _____				
<input type="checkbox"/> Additional debtors on attached UCC-E				
3. SECURED PARTY (Last Name First if a Person) <b>Southern Development Council, Inc.</b> 4101-C Wall Street Montgomery, AL 36106			4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) <b>U.S. Small Business Administration</b> 2121 8th Avenue, North, Suite 200 Birmingham, AL 35203-2398	
Social Security/Tax ID # _____				
<input type="checkbox"/> Additional secured parties on attached UCC-E				
5. The Financing Statement Covers the Following Types (or items) of Property: <b>Security interest, in second position, covering all machinery, equipment, furniture and fixtures to be acquired in connection with this project, subject only to security interest of AmSouth Bank in amount not more than \$857,068.00.</b> <b>SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.</b>				
5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____				
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 \$ <b>253,000.00</b> 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)  Signature(s) of Debtor(s) <b>Applebee's of North Alabama, Inc.</b> Type Name of Individual or Business			Signature(s) of Secured Party(ies) or Assignee  Signature(s) of Secured Party(ies) or Assignee <b>Southern Development Council, Inc.</b> Type Name of Individual or Business	
STANDARD FORM — UNIFORM COMMERCIAL CODE FORM UCC-1 Approved by The Secretary of State of Alabama				

1	CONVECTION OVEN NAT GAS WOLF KFS-4-27	3WFKFS427
1A	GAS HOSE 3/4" X 48" W/DOUBLE SWIVELS AND RESTRAINING CABLE	3DM1675BPQ2S
2	GRIDDLE, 48" MIRACLEAN 012182 W/4" S/S LEGS - DEATING R83109	9KE012182AP
2A	GAS HOSE, 3/4" X 48" W/DOUBLE SWIVELS AND RESTRAINING CABLE	3DM167BPQ2S
3	CHARBROILER, S/S SIDES & GRATE MAT GAS-WOLF SCB-60-C 19640-5	3WFSCB60C
3A	HOSE, GAS 3/4" X 48" W/DOUBLE SWIVELS AND RESTRAINING CABLE	3DM1675BPQ2S
3B	HOLDER, FAJITS PAN - FSSI	3FSFAJITAAP
4	BATTERY OF ELECTRIC FRYERS W/CASTER, MELT CYCLE, U/C FILTER	9FMFM317BLCS
5	HOOD, EXHAUST NDBR W/PYROCHEM FIRE SYSTEM-CAPTIVE-AIRE	9CAHOODAP
5A	FAN, ROOF TOP PACKAGE RTP-B W/CURBS-CAPTIVE-AIRE	9CAFANAP
5A	WIRING, THREE PHASE WITH MOTOR STARTERS	9CA3PAP
5B	HEATER, DIRECT FIRED GAS HMUA-12-CAPTIVE-AIRE	9CAHMUA12AP
6	REFRIG/FRZR, GDT232NUT W/TRAY SLIDES, CASTERS-TRAULSEN T953760F95	9TRGDT232NUT
7	TABLE, PREP W/U SHELF, SINKS, AND FAUCETS-FSSI	3FSTABLEP7AP
7A	WALL OVERSHELF-INCL #7	*
8	TABLE, CHEF'S W/OVERSHELF, HOT FOOD UNITS, CUSTOM-FSSI	3FSTABLECAP
	WARMER, ROLL RW16-WELLS	3WERW16
	WARMER, FOOD GRAH-30 DUAL 115V-HATCO	3 HTGRAH30D
	WARMER, FOOD-GRAH-36 DUAL 115V- HATCO	3HTGRAH36D
	WARMER, FOOD GRAH-48 DUAL 115V- HATCO	3HTGRAH48D
	REFRIGERATOR, UNDERCOUNTER PREP W/CUT BD RANDELL 9110	3RD9110
9	STAND, REFRIG EQUIP RLH06SC MODIFIED W/CASTERS-JADE	9JDRLH06SCMA
10	CHEESEMELTER, NAT GAS WOLF CMSS-48	3WFCMSS48
11	MICROWAVE, RC16SE-AMANA 9503272510, 14, 9503272692 9503272709, 9503272715	9TYRC16SEAP
12	COUNTER, SERVICE W/RACK STORGE AND SHELVES-FSSI	3FSCTRSAP
12	B1210 WATER FILLER - T&S BRASS	*SR
13	GRIDDLE, WELLS G-13/#20052 208 W/4" LEGS T0015548	3WEG13
13	CORD AND PLUG FOR GRIDDLE	*SR
14	ICE MACHINE, KM1200MRE W/URC12 CONRE, FOLLETT GIN- HOSHIZAKI CUBER: E12999E, E13000E CONDENSER: E08493E, E08517E INC BIN: 59663	*HZICEMACHIN
15	REFRIGERATOR, GLASS DOOR W/SHELVES, CASTERS-TRAULSEN T952040F95	9TRGHT132WUT
16	TEA MAKER- BY VENDOR	*
18	TABLE, PREP W/SHELVES-FSSI	3FSTABLEP18A
19	SODA SYSTEM - BY OTHERS	*
20	COFFEE MAKER - BY VENDOR	*
21	SINK, HAND 7SP60 - ADVANCE	9AD7PS60AP
22	POS SYSTEM - NOT IN CONTRACT	*
23	SODA DISPENSER - BY OTHERS	*
24	MOP SINK - BY G.C.	*
25	PANEL, WALL CUSTOM - FSSI	3FSPANELSAP
26	GUARD, CORNER S/S - FSSI	3FSGUARDCAP
27	LOT OF STORAGE SHELVING, ALL 84" POSTS, 5 TIER HIGH-AMCO SHELF, 24 X 48 ZINC PROTOXY AMCO	*AMSHELVINGA
28	LOT OF DUNNAGE RACKS - NEW AGE	3AMA2448ZP
29	RACK, KEF NS-933- NEW AGE	*NADUNNAGEAP
30-	WALK-IN COOLER/ COOLER/FREEZER FLOORLESS - KOLPAK 951841710P	9NANS933AP
32	EXTERIOR ROOF CAP - KOLPAK	*KPWALKINAP
30A	SINK, 3 COMP 94-3-54-24RL W/2 SETS FAUCET HOLES -ADVANCE	*DSI
33	COVER, SINK POLY - ADVANCE	9AD9435424RL
33	2 EA B-231 FAUCETS AND 3 EA LEVER WASTE DRAINS	9 ADKR62AP
34	RACK, POT #727 S/S - DUKE MFG	*SR
35	BREAD RACK, NOT IN CONTRACT	9DK727S/SAP
36	SLICER, 909 - BERKEL 6628	*
37	TABLE, PREP W/UNDERSHELF AND DRAWER - FSSI	9BK909AP
38	SHELF, OVER W/WALL BRACKETS CUSTOM - FSSI	3FSTABLEP37A
39	SHELF, OVER W/WALL BRACKETS CUSTOM - FSSI	3FSSHELF38AP
40	TABLE, DISH CLEAN WITH UNDERSHELF - FSSI	3FSSHELF39AP
		3FSTABLEDCAP



41	DISWASHER, C44AW - HEART 121020910	9HOC44AWAP
	CHUTE, JUNIOR	3GW2318
42	TABLE, DISH SOILED W/SCRAPPING SOAK SINK, FAUCETS - FSSI	3FSTABLEDSAP
43	SHELF, OVER W/WALL BRACKETS CUSTOM - FSSI	3FSSSHELF43AP
	BAR EQUIPMENT TO INCLUDE THE FOLLOWING :	*PLBARPKGAP
	BOTTLE BOX, 7262D W/CASTERS AND SPEED RAIL - PERLICK	*DSI
	384172	
45	LOT OF SINGLE SPEEDRAILS INCL #46 - PERLICK	*DSI
46	ICE BIN/DBL SPEEDRAIL ASSEMBLY TS36CH8 - PERLICK	*DSI
47	4 COMP SINK, TS64C - PERLICK	*DSI
48	MUG FREEZER, 8365SS2 WITH CASTERS - PERLICK	*DSI
49	BEER/WINE SYSTEM TOWER INCL #51 - PERLICK	*DSI
50	ICE BIN/CORNER WORKBOARD ASSBY TS42CH8-02 - PERLICK	*DSI
51	BEER/WINE SYSTEM ASSEMBLY 4204PR, 6 Faucet - PERLICK	*DSI
	383611	
52	REFRIGERATION PACKAGE ASSEMBLY INCL #30 - KOLPAK	*DSI
53	ICE CREAM/BLENDER STATION ASSY TS24DC W/#8000 FRZR - PERLICK	*DSI
54	HAND SINK, TSD12HS - PERLICK	*DSI
55	LOT OF CORNER WORKBOARDS PERLICK	*DSI
56	CHEESE MELTER, MM36C COUNTER 208/1 - LANG d-94051	9 LGMM36CAP
56	CORD AND PLUG FOR CHEESE MELTER	*SR
57	STEAMER, 21CET16 - CLEVELAND	9CL21CET16AP
57A	TWIST LOCK CORD AND PLUG FOR STEAMER	*SR
58	WARMER, FOOD SMPT 115V - WELLS CAR00003938	3WESMPT
59	HOOD, DISHWASHER VHC W/DRAIN CAPTIVE-AIRE	9CAHOODDAP
60	HEATER, BOOSTER, C-15, HATCO 1401529507	3HTC15
61	SHELF, WALL S/S W/WALL BRACKETS - FSSI	3FSSSHELFWAP
62	DISPOSER - IN SINK ERATOR	*
63	FREEZER, ICE CREAM - DROP-IN DELFIELD 225 39781	3DE225
64	STATION, FRY DUMP W/CASTERS AND PERFORATED SCOOP PAN-FSS	3FSSTATIONFD
65	REFRIGERATOR, WTR-27 W/CASTERS SGLE FOOR, HINGED R-BEV AIR	9BAWTR27RAP
	3502688	
66	STORAGE SHED - BY G.C.	*
67	COAT RACK - BY G.C.	*
68	GARNISH TRAY - DELETED	*
69	CO 2 CANISTER - BY VENDOR	*
70	CARBONATORS INCL #23	*
72	TV SET - BY OWNER	*
74	BLENDER STATION/ICE WELL PERLICK	*DSI
	CHAIR, #036 W/#2 MAPLE FINISH AND US364 BURGUNDY UPHOLSTERY	9R0036AP
	STOOL, BAR #316-30G W/BLACK FRAME AND BURGUNDY UPHOLSTERY	9M1S3160GAP
	CHAIR, BAR LOW HEIGHT #3524L BLACK FRAME W/BURGUNDY UPHOL	9M1S3524LAP
	LOT OF TABLE TOPS, RED OAK VARIOUS SIZES	WOTABLETOPS
	LOT OF METAL TABLE BASES W/BLACK CRACKLE FINISH	M1SBASESAP
	LOT OF CARPETED TABLE BASES AVIS FURNITURE	A1VBASESAP
	LOT OF 48" BOOTHS, SINGLE AND DOUBLE - AVIS FURNITURE	A1VB00TH48A
	BOOTH, CIRCLE - AVIS	9A1VCIRCLEAP
	SIGN, BATHROOM W/BRAILLE 1 EA MEN AND WOMEN W/FRAME	3C1PSIGN
	SIGN, BRASS ENGRAVED BATHROOM NAMEPLATE - SET OF MEN & WOMEN	3C1ESIGN
	BOARD, DISPLAY, LIGHTED, ROYAL FIXTURES	3RXDISBOARD
	CASE, DISPLAY OAK W/GLASS FRONT - FSSI	3FSCASEDAP
	CASE, WINDOW W/OPAQUE BACKING - FSSI	3FSCASEWAP
	GLASS, STAINED - APPLEBEE'S BALLOON DESIGN	3TABALLOON
	GLASS, STAINED - 6 PANELS APPLEBEE'S/NEIGHBORHOOD/GR&BAR	3TAPANELS
	SHELF, TELEVISION W/CHAIN CUSTOM - FSSI	3FSSHELF TAP
	HOLDER, MENU OAK - FSSL	3FSHOLDERMAP
	BELL, BRASS #198	3B1K198
	BRASS RAILING ASSEMBLY	*
	TOP, BAR W/UPPER CANOPY WITH GLASS RACKS - FSSI	3FSTOPBAP
	LOT OF WAITING BENCH CUSHIONS AVIS FURNITURE	A1VCUSHIONA
	ARTWORK, FRAMED FOR APPLEBEES PICTURES & FRAMES	9PUDECORAP
	LOT OF DIMENSIONAL ITEMS GREENVILLE ANTIQUES	9G1VDIMAP

LOT OF LOCAL PROFESSIONAL SPORTS DECOR - D&S ENTERPRISES

LOCAL HISTORY - BY OWNER

LOCAL HIGH SCHOOL - BY OWNER

LOT OF NOSTALGIC PHOTOGRAPHS GREENVILLE ANTIQUES

SIGNS, DECOR, APPLEBEES PACKAGE, DAVIS & SMALL

SCOUT, 727, UNIVERSAL STATUARY

HORSE, CAROUSEL PTC JUMPER PASTEL - ROTOCAST

HORSE, CAROUSEL PTC JUMPER DAPPLE GRAY - ROTOCAST

INSTALLATION OF BASIC DECOR PACKAGE

LOT OF GROUP DINING ADDITION GREENVILLE ANTIQUES

BARBER POLE - DELETED

SIGN, NEON RESTROOM W/BORDER

BABY CHANGING TABLE - DELETED

FRAMES, 8 x 10 OAK

7% FSSI HANDLING/COORDINATION DECOR FEE

DELIVERY OF EQUIPMENT, 3 TRKS EACH WAY (3,120 MILES)

INSTALLATION OF SODA SYSTEM BY OWNER

INSTALLATION OF BEER/WINE SYSTEM W/90 DAY WARRENTY

INSTALLATION OF KITCHEN EQUIPMENT OF FURNITURE

SUBSISTENCE

ALL FREIGHT COSTS ARE INCLUDED

ALL WAREHOUSE COSTS ARE INCLUDED

PARTS & MAINTENANCE MANUAL

GG-60 GREASE GUARD UNIT

GREASE GUARD 72x106

CUSTOM, "B" RATED EXL SAFE

FREIGHT CHARGES-FOB LOS ANGELES CA

SINGLE-FACED SIGN 5'2"x11'0" (2)

DOUBLE-FACED SIGN 11'2"x20'0" (1)

INSTALLATION OF MUSIC SYSTEM

INSTALLTION OF PHONE SYSTEM

P100-DWM, 16M, 1.44, 1.08G, KB 30451311

CD ROM- 600MB IDE 4X

MONITOR 14IN COL .28, MPR-II, DD 27360793

4DX250-DWM, 8M, 1.44, 540M, KB 30423956

4DX250-DOS, 8M, 1.44, KB 30459258, 30446015, 30408957,

30423980

MODEM, EXPRESS 14.4K W/FAX, INT

512 MEMORY UNGRADE

WAVELAN 915 AT (1/2 SIZE)

LINE INTERACTIVE UPS 600 VA

EPSON 80 COL PARALLEL PRINTER

EPSON PWR SUPPLY FOR PAR PRTR

6' CENTRONICS PAR PRTR CABLE

EPSON LASER PRINTER

MAG STRIPE READER

COL 250 MB INTERNAL TAPE

SOP4 CASH DRAWER

DRAWER TILL

BOCA 2400 BPS INTERNAL MODEM

RECEIPT PRINTER

MICROTOUGH MONITOR

MISC HARDWARE

MISC HARDWARE

MISC HARDWARE

MISC HARDWARE

MS WINDOWS NT, SINGLE UPGRD LICENSE FEE

MS WORKGROUP ADDON LIC LICENSE FEE

SYSTEMS INTEGRATION

CSS STAGING

CSS INSTALLATION

PROJECT MANAGEMENT

SW; FE INSTL CHG

9D1SSPORTSAP

\*

\*

9G1VNOSTALGI

3DVDECORPKG

3UVSCOUT

3R10PTCJUMPE

9R10PTCAP

INSTALLOS-N

9G1VGROUPAP

\*

3FASIGN

\*

3D1DFRAME

FSDECORAP

FRTOBW

\*

INSTALLOS-N

INSTALL-NT

TR-NT

FRTDSI

INSTALLOS-N

3FSP&MMANUAL

GG-60

GG-72x106

C-APP

SVC-FRE01

TOA 906A

INTER-TEL GMX 4

3348-2071-8000

3099-K597-0000

3298-2243-8090

3238-2011-8000

3238-1010-8000

7589-K301-0000

4111-K002-APBE

3399-K602-0000

4080-0600-UPS2

4050-K001-SIPP

4050-K002-SIPP

4050-K003-SIPP

4111-1500-APBE

4142-K135-APBE

4142-K060-APBE

4148-K062-APBE

4148-K062-APBE

BCAZ-K200-APBE

ITX-3451-APBE

CRT-K001-APPL

ISC-HARD-WAR1

ISC-HARD-WAR2

ISC-HARD-WAR2

ISC-HARD-WARE

CSF-0500-APLB

CSF-1200-APLB

174-0000-0000

145-0000-XXXX

146-0000-XXXX

172-0000-0000

154-ADDL-0000

Inst # 1996-09857

03/26/1996-09857  
01:17 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 MCD 18.00