

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

cut here

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

No. of Additional  
Sheets Presented:

2

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

1. Return copy or recorded original to:

Sherry D. Olson, P.C.  
1975 One Georgia Center  
600 West Peachtree Street, NW  
Atlanta, GA 30308

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)

RTM Alabama, Inc.  
652 First Street North  
Alabaster, AL 35007

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. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person)

NationsBank, N.A.  
600 Peachtree Street, N.E.  
19th Floor  
NationsBank Plaza  
Atlanta, GA 30308

Social Security/Tax ID#

☐ Additional secured parties on attached UCC-E

FILED WITH:

Shelby County, Alabama

4. ASSIGNEE OF SECURED PARTY

(IF ANY)

(Last Name First if a Person)

5. The Financing Statement Covers the Following Types (or items) of Property:

All types or items of property described on Exhibit "B" attached hereto  
and made a part hereof which are located on or used in connection with  
the real property described on Exhibit "A" attached hereto and made a  
part hereof.

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

300

500

Check X if covered: ☐ 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)

- ☐ 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 \$ \$4,000,000.00

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 Secured Party(ies)

(Required only if filed without debtor's signature -- see Box 6)

Signature(s) of Secured Party(ies) or Assignee

Signature(s) of Secured Party(ies) or Assignee

NationsBank, N.A.

Type Name of Individual or Business

RTM Alabama, Inc.

Signature(s) of Debtor(s)

Signature(s) of Debtor(s)

RTM Alabama, Inc.

Type Name of Individual or Business

(1) FILING OFFICER COPY - ALPHABETICAL  
(2) FILING OFFICER COPY - NUMERICAL

(3) FILING OFFICER COPY - ACKNOWLEDGEMENT  
(4) FILE COPY - SECURED

(5) FILE COPY DEBTOR(S)

STANDARD FORM -- UNIFORM COMMERCIAL CODE -- FORM UCC-1  
Approved by The Secretary of State of Alabama

Exhibit "A"

All of Lots 22 and 23, the north half of Lot 21, the vacated alley east of these lots, and part of Lots 24, 25, and 26, all in the Nickerson-Scott Survey, as recorded in Map Book 3, Page 34, in the Probate Office of Shelby County, Alabama, more particularly described as follows:

From the NE corner of Lot 24 proceed in a westerly direction along the north line of Lot 24, a distance of 188.83 ft. to a point of beginning; thence from this point continue in the same direction a distance of 170.1 ft. more or less, to a point on the east right-of-way line of U.S. 31 Highway; thence turn an angle 84 degrees, 29 minutes to the left and run southwesterly along the east R.O.W. line of said U.S. Highway 31 for 131.47 ft., more or less, to the point of intersection of the east R.O.W. line of U.S. Highway 31 and the south boundary line of the north half of Lot 21; thence turn an angle of 90 degrees, 33 minutes to the left and run easterly along the south boundary line of the north half of Lot 21, across the vacated alley in the same direction and along the south boundary line of the north half of Lot 26, a distance of 173.73 ft; thence turn an angle to the left of 91 degrees, and proceed a distance of 149.28 ft. to the point of beginning.

# EXHIBIT "B"

**Collateral.** A security interest is granted in the following collateral (the "Collateral") located at the Arby's Restaurants known as:

No. 111	2908 North Wheeling Avenue, Muncie, IN 47302 (Delaware Co.)
No. 1169	2509 Alpine Avenue, Walker, MI 49504 (Kent County)
No. 1201	333 East Washington Center, Fort Wayne, IN 46825 (Allen Co.)
No. 5567	652 First Street North, Alabaster, AL 35007 (Shelby Co.)

## A. Types of Collateral (check as applicable)

☒ **Equipment:**

☒ Blanket Lien: Any and all of Debtor's goods held as equipment located at the Collateral Location,

☒ **Fixtures:**

☒ Blanket Lien: Any and all of Debtor's goods held as fixtures located at the Collateral Location. These goods are or will become fixtures at the Collateral Locations listed above, the real is owned by:

UNIT NO	ADDRESS	OWNER
1201	333 East Washington Center, Fort Wayne, IN 46825 (Allen County)	Christopher J. Vincent and H. Susan Vincent
5567	652 First Street North, Alabaster, AL 35007 (Shelby County)	Leverage, Inc.
111	2908 North Wheeling Ave., Muncie, IN 47302 (Delaware County)	Edna Jean Howard
1169	2509 Alpine Avenue, Walker, MI 49504 (Kent County)	Cornelius Van Dellen and Sharon Van Dellen

**B. Substitutions, Proceeds and Related Items.** Any and all substitutes and replacements for, accessions, attachments and other additions to, tools, parts and equipment now or hereafter added to or used in connection with, and all cash or non-cash proceeds and products of, the Collateral (including, without limitation, all income, benefits and property receivable, received or distributed which results from any of the Collateral, such as dividends payable or distributable in cash, property or stock; insurance distributions of any kind related to the Collateral, including, without limitation, returned premiums, interest, premium and principal payments; redemption proceeds and subscription rights; and shares or other proceeds of conversions or splits of any securities in the Collateral); any and all choses in action and causes of action of Debtor, whether now existing or hereafter arising, relating directly or indirectly to the Collateral (whether arising in contract, tort or otherwise and whether or not currently in litigation); all certificates of title, manufacturer's statements of origin, other documents, accounts and chattel paper, whether now existing or hereafter arising directly or indirectly from or related to the Collateral; all warranties, wrapping, packaging, advertising and shipping materials used or to be used in connection with or related to the Collateral; all of Debtor's books, records, data, plans, manuals, computer software, computer tapes, computer systems, computer disks, computer programs, source codes and object codes containing any information, pertaining directly or indirectly to the Collateral and all rights of Debtor to retrieve data and other information pertaining directly or indirectly to the Collateral from third parties, whether now existing or hereafter arising; and all returned, refused, stopped in transit, or repossessed Collateral, any of which, if received by Debtor, upon request shall be delivered immediately to Bank.

**C. Balances and Other Property.** The balance of every deposit account of Debtor maintained with Bank and any other claim of Debtor against Bank, now or hereafter existing, liquidated or unliquidated, and all money, instruments, securities, documents, chattel paper, credits, claims, demands, income, and any other property, rights and interests of Debtor which at any time shall come into the possession or custody or under the control of Bank or any of its agents or affiliates for any purpose, and the proceeds of any thereof. Bank shall be deemed to have possession of any of the Collateral in transit to or set apart for it or any of its agents or affiliates.

Inst # 1997-20807

07/03/1997-20807  
08:31 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
003 MEL 1517.00