

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Cindy Horton (512) 495-6052
B. SEND ACKNOWLEDGMENT TO: (Name and Address) STATE BANK 202 WEST COLORADO LA GRANGE, TEXAS 78945

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME SCHLOTZSKY'S RESTAURANT, INC.				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 203 COLORADO STREET		CITY AUSTIN	STATE TX	POSTAL CODE 78701
1d. TAX ID #: SSN OR EIN		1e. TYPE OF ORGANIZATION For Profit Corporation	1f. JURISDICTION OF ORGANIZATION TX	1g. ORGANIZATIONAL ID #, if any TX 01255050000

☒ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. TAX ID #: SSN OR EIN		2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any

☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME STATE BANK				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 202 WEST COLORADO		CITY LA GRANGE	STATE TX	POSTAL CODE 78945

COUNTRY
USA

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES, EQUIPMENT, SOFTWARE, BOOKS AND RECORDS, TANGIBLE PROPERTY, GENERAL INTANGIBLES, INVENTORY, AND LEASEHOLD INTERESTS NOW OR HEREAFTER ACQUIRED, EITHER USED OR KEPT OR AUTHORIZING OR RELATING TO THE OPERATIONS, AT ONE OR MORE OF THE "RESTAURANTS" AND ALL PROCEEDS THEREFROM.

THE "RESTAURANTS" ARE THOSE RESTAURANTS OPERATED UNDER THE NAME SCHLOTZSKY'S LOCATED AT THE FOLLOWING ADDRESSES:

SCHLOTZSKY'S RESTAURANT, 12485 WESTHIEMER ROAD, HOUSTON, HARRIS COUNTY, TEXAS 77077

SCHLOTZSKY'S RESTAURANT, 103 INVERNESS CORNERS, HOOVER, SHELBY COUNTY, ALABAMA

SCHLOTZSKY'S RESTAURANT, 1701 RIO RANCHO DRIVE, RIO RANCHO, SANDOVAL COUNTY, NEW MEXICO

5. ALTERNATIVE DESIGNATION [if applicable]:	☐ LESSEE/LESSOR	☐ CONSIGNEE/CONSIGNOR	☐ BAILEE/BAILOR	☐ SELLER/BUYER	☐ AG. LIEN	☐ NON-UCC FILING
6. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum.	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]		☐ All Debtors		☐ Debtor 1	☐ Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

OR	9a. ORGANIZATION'S NAME SCHLOTZSKY'S RESTAURANTS, INC.		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

OR	11a. ORGANIZATION'S NAME				
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any ☐ NONE	

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

OR	12a. ORGANIZATION'S NAME				
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE PROPERTY DESCRIPTIONS ATTACHED HERETO
AS EXHIBIT A

15. Name and address of a RECORD OWNER of above-described real estate
(if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY
☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
☐ Filed in connection with a Public-Finance Transaction — effective 30 years

Exhibit A

1. **HOUSTON, TEXAS - DAIRY-ASHFORD**

TRACT I:

Description of a 0.7174 acre (31,250 square feet) tract of land being all of Schlotsky's at Shadowlake as Recorded in Film Code No. 375032, Harris County Map Records, in the William Hardin Survey, Abstract No. 24, in Harris County, Texas, said 0.7174 acre tract being more particularly described in Exhibit "A", attached hereto and made a part hereof.

EXHIBIT A

Description of a 0.7174 acre tract of land (31,250 square feet) being part of that certain called 457.8748 acre tract as recorded under Harris County Clerk file Number N297727, situated in the William Hardin Survey Abstract Number 24, in Harris County, Texas, said 0.7174 acre tract of land being more particularly described by metes and bounds as follows with bearings being referenced to the north right-of-way line of Richmond Avenue (100 feet wide) as recorded under Harris County Clerk's File Number K034871:

COMMENCING at a 5/8 inch capped iron rod found for the northwest corner of said 458.8748 acre tract and the northeast corner of Restricted Reserve "A" Dairy Ashford Acres, Section One, as recorded under Film Code No. 356007 of the Harris County Map Records, said point being in the south right-of-way line of Westheimer Road (120 feet wide);

THENCE N 87°23' 44" E, along the south right-of-way lines of said Westheimer Road, a distance of 150.00 Feet to a 5/8-inch capped iron rod set for the POINT OF BEGINNING and the northwest corner of the herein described tract;

THENCE 87°23' 44" E, continuing along said south right-of-said line of Westheimer Road, a distance of 125.00 feet to a 5/8-Inch capped iron rod set for the northeast corner of the herein described tract; ,

THENCE, S 02° 25' 40" 1:, departing said south right-of-way line, a distance of 250.00 feet to a 5/8 inch capped iron rod set for the southeast corner of the herein described tract;

THENCE, S 87° 23' 44" W, a distance of 125.00 feet to a 5/8-inch capped iron rod set for the southwest corner of the herein described -tract;

THENCE, N 02° 26'40W, a distance of 250.00 feet to the POINT OF BEGINNING and containing 0.7174 acres of land.

TRACT II:

Non-exclusive access easement of ingress and egress over and upon that certain 6.17 acre tract as fully described in that certain Reciprocal Access Agreement Easements and Covenant dated February 20, 1995, recorded under Harris County Clerk's File No. R301644 and Supplemental under S110249.

2. **RIO RANCHO, NEW MEXICO**

Tract lettered "C-6A" of GATEWAY NORTH, as the same is shown and designated on the plat entitled "Summary Plat of Gateway North, Tracts C-2A through C-10A and C-12A through C.-15A, Unit 16, Rio Rancho Estates...", filed in the Office of the County Clerk of Sandoval County, New Mexico, on February 15, 1995, In Volume 3, Page 1216B.

3. **HOOVER, ALABAMA**

Out Parcel "B", according to the Final Plat of Inverness Corners as recorded in Map Book 21, Page 30 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Together with a nonexclusive right to use private access road as set out in Map Book 21, Page 30 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.