

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] ESTHER MOSZKOWICZ 404 377 5700	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) ATTN: ESTHER MOSZKOWICZ, LEGAL DEPT. HUDDLE HOUSE, INC. 2969 E. PONCE DE LEON AVE. DECATUR, GA 30030 9900	

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 TIDE FOODS, INC.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 40930 U.S. HIGHWAY 280 BYPASS			CITY SYLACAUGA	STATE AL	POSTAL CODE 35150	COUNTRY USA
1d. TAX ID #:	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION CORPORATION	1f. JURISDICTION OF ORGANIZATION ALABAMA	1g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> 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	COUNTRY
2d. TAX ID #:	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> 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 HUDDLE HOUSE, INC.						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 2969 E. PONCE DE LEON AVE.			CITY DECATUR	STATE GA	POSTAL CODE 30030	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

ALL PROPERTY MORE PARTICULARLY SET FORTH ON EXHIBIT "B"
ATTACHED HERETO LOCATED ON REAL PROPERTY MORE PARTICULARLY
DESCRIBED ON EXHIBIT "A" ATTACHED HERETO.

5. ALTERNATIVE DESIGNATION [if applicable]:	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAIOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]		All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 <input type="checkbox"/>			
8. OPTIONAL FILER REFERENCE DATA Unit 468 - Harpersville, AL - County filing						

EXHIBIT "A"

All that certain space being shown and designated as the "Huddle House Restaurant" on the drawing attached hereto as "Exhibit A-1" being located on a portion of the lot or parcel of land described below:

All that tract and parcel of land lying, situate and being in Shelby County, Alabama and more particularly described as follows:

From the true Southwest corner of the Southwest $\frac{1}{4}$ of Section 28, Township 19 South, Range 2 East, run thence East along the true South boundary of said Southwest $\frac{1}{4}$ of Southeast $\frac{1}{4}$ a distance of 582.97 feet; thence turn $72^{\circ}06'48''$ left and run 135.73 feet to a point on the North Boundary of Kymulga Ferry Road, being the Southeast corner of the McDaniel Investment, Inc. lot as described in 1993-32023, being the point of beginning of herein described lot; thence continue along said course and along the East line of the McDaniel Investment, Inc. lot a distance of 265.18 feet to an iron pin on the South Boundary of U.S. Highway 280 (120 foot right-of-way); thence turn $99^{\circ}09'$ right and run a chord distance of 256.71 feet to a concrete monument on said Highway boundary; thence turn $75^{\circ}58'30''$ right and run 133.95 feet along a right-of-way flair-back to a concrete monument on the North boundary of Kymulga Ferry Road; thence turn $78^{\circ}11'15''$ right and run 100.10 feet along said road boundary to a concrete monument; thence turn $90^{\circ}17'50''$ left and run 10.0 feet to a concrete monument on said road boudnary; thence turn $89^{\circ}58'20''$ right and run 179.73 feet along said road boundary to the point of beginning herein described lot. Mineral and mining rights excepted.

EXHIBIT "B"

Debtor: **TIDE 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 TIDE 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 TIDE FOODS, INC. IN THAT PROPERTY.

DEBTOR

20050202000053020 Pg 4/4 32.00
Shelby Cnty Judge of Probate, AL
02/02/2005 13:49:00 FILED/CERTIFIED

TIDE FOODS, INC., an Alabama
corporation

BY: 
JOHN D. NORTON, President

(CORPORATE SEAL)

SECURED PARTY

HUDDLE HOUSE, INC.,
a Georgia corporation

BY: 
PHILIP M. GREIFELD, President

ATTEST: 
CLAUDIA KOEPPLE LEVITAS, Secretary

{CORPORATE SEAL}