

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS



20150223000055800 1/7 \$41.00
Shelby Cnty Judge of Probate, AL
02/23/2015 11:46:38 AM FILED/CERT

A. NAME & PHONE OF CONTACT AT FILER (optional) Corporation Service Company 1-800-858-5294
B. E-MAIL CONTACT AT FILER (optional) SPRFiling@cscinfo.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 95285980 - 352710 Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703 Filed In: Alabama (Shelby)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME	M & F Management, LLP			
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	101 Jane Cove	CITY Clarksdale	STATE MS	POSTAL CODE 38614 COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME	Malatesta Group, LLC			
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS	101 Jane Cove	CITY Clarksdale	STATE MS	POSTAL CODE 38614 COUNTRY USA

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME	Pacific Premier Bank			
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	17901 Von Karman Avenue Suite 1200	CITY Irvine	STATE CA	POSTAL CODE 92614 COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

All assets of the Debtor used in connection with the premises located at 64 Chelsea Point Drive, Chelsea, AL 35043 whether now owned or hereafter acquired, including without limitation all goods (including inventory, equipment, furniture, trade fixtures and any accessions thereto), fixtures, instruments, documents, accounts, chattel paper, deposit accounts, letter-of-credit rights, securities and all other investment property, supporting obligations, any other contract rights or rights to the payment of money, insurance claims, products and proceeds, and all general intangibles (including all payment intangibles) and all substitutions, attachments and replacements thereof. The improvements and real property legally described on the attached Exhibit A (the "Premises"), all rents, issues, profits, royalties, income and other benefits derived from the property comprising the Premises and the Personal Property (as defined below) or any portion thereof; all leases or subleases covering the Premises and the Personal Property or any portion thereof now or hereafter existing or entered into, including, without limitation, all cash or security deposits, advance rentals and deposits or payments of similar nature and all guaranties relating to the leases; all options to purchase or lease the Premises and the Personal Property or any portion thereof or interest therein, and any greater estate in the Premises; all interests,

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA: 6400010801

95285980

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9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME

M & F Management, LLP

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX



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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

Sonic Drive In of Chelsea, Inc.

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

101 Jane Cove

CITY

Clarksdale

STATE

MS

POSTAL CODE

38614

COUNTRY

USA

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):
estate or other claims, both in law and in equity, with respect to the Premises and the Personal Property or any portion thereof; all easements, rights-of-way and rights used in connection therewith or as a means of access thereto, and all tenements, hereditaments and appurtenances thereof and thereto, and all water rights and shares of stock evidencing the same; all land lying within the right-of-way of any street, open or proposed, adjoining the Premises and any and all sidewalks, alleys and strips and gores of land adjacent to or used in connection with the Premises; All Borrower's assets used in connection with the Premises whether now owned or hereafter acquired, including without limitation all goods

13. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:
☐ covers timber to be cut ☐ covers as-extracted collateral ☐ is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

17. MISCELLANEOUS:

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9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

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11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

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SUFFIX

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COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):
(including inventory, equipment, furniture, trade fixtures and any accessions thereto), fixtures, instruments, documents, accounts, chattel paper, deposit accounts, letter-of-credit rights, securities and all other investment property, supporting obligations, any other contract rights or rights to the payment of money, insurance claims, products and proceeds and all substitutions, replacements, attachments and replacements thereof (the "Personal Property");
All existing and future accounts, contract rights, including, without limitation, with respect to equipment leases, general intangibles, files, books of account, agreements, distributor agreements, indemnity agreements, permits, licenses and

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OR
11b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):
certificates necessary or desirable in connection with the acquisition, ownership, leasing, construction, operation, servicing or management of the property comprising the Premises and the Personal Property or any portion thereof, whether now existing or entered into or obtained after the date hereof, all existing and future names under or by which the property comprising the Premises and the Personal Property or any portion thereof may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all existing and future telephone numbers and listings, advertising and marketing materials, trademarks and good will in any way relating to the property

13. [] This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)
14. This FINANCING STATEMENT: [] covers timber to be cut [] covers as-extracted collateral [] is filed as a fixture filing
15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):
16. Description of real estate:

17. MISCELLANEOUS:

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ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

comprising the Premises and the Personal Property or any portion thereof; and

All the claims or demands with respect to the Premises and the Personal Property or any portion thereof, including, without limitation, claims or demands with respect to the proceeds of insurance in effect with respect thereto, claims under any indemnity agreement, including, without limitation, any indemnity agreement executed for the benefit of the Premises and the Personal Property or any portion thereof with respect to hazardous materials or underground storage tanks, and any and all awards made for the taking by eminent domain, or by any proceeding or purchase in lieu thereof,

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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):
of the whole or any part of the Premises and the Personal Property, including, without limitation, any awards resulting from a change of grade of streets and awards for severance damages.
The foregoing collateral shall include all products and proceeds of the foregoing property.

Maximum principal indebtedness for Alabama Recording Tax purposes is \$0.00 - Mortgage Recordation Tax order filed 9-11-2014 #20140911000286110

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EXHIBIT A


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Lot 2, according to the Amended Map of Chelsea Pointe, as recorded in Map Book 38, Page 146, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

TOGETHER WITH rights obtained, that constitute an interest in real estate, under that certain Declaration of Restrictive Covenants and Operating Agreement by Double J&O, LLC, dated August 23, 2007, and recorded in Instrument # 20070807000366510, amended in Instrument # 20080221000071160, and Instrument # 20090407000126060.