

STATE OF ILLINOIS
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

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Filed With: Cook

For Filing Officer

(Date, Time, Number, and Filing Office)

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

Debtor(s) (Last Name First) and address(es)
Vicorp Restaurants, Inc., a
Colorado corporation
400 West 48th Avenue
Denver, CO 80216

Secured Party(ies) and address(es)
SunTrust Bank, as Administrative
Agent
303 Peachtree Street
25th Floor
Atlanta, GA 30308

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2001-07-17 14:43:40
Cook County Recorder 31.50

1. This financing statement covers the following types (or items) of property:

All personal and fixture property of every kind and nature, wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof, including, without limitation, all goods, accounts, chattel paper, documents, instruments, investment property and general intangibles, all as more fully described on Schedule A attached hereto and made a part hereof.

RETURN TO: J. ZACK
CT Corporation System
101 Federal Street, Suite 300
Boston, MA 02110

ASSIGNMENT OF SECURED PARTY

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2. Products of Collateral are also covered.

1 Additional sheets presented.
Filed with Office of Secretary of State of Illinois.
Debtor is a transmitting utility as defined in Sec. UCC 9-105

Vicorp Restaurants, Inc., a
Colorado corporation
By: Stanley Erickson, Jr.
Signature of (Debtor) (Secured Party) *
Stanley Erickson, Jr.
Sr. VP

* Signature of Debtor Required in Most Cases:
Signature of Secured Party in Cases By UCC Sec. 9-402(2)
This form of financing statement is approved by the Secretary of State.

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P/S
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ATTACHMENT TO UCC-1 FINANCING STATEMENT:


**VICORP RESTAURANTS, INC., AS DEBTOR
SUNTRUST BANK, AS ADMINISTRATIVE AGENT, AS SECURED PARTY**

SIGNATURE OF PARTIES:

SECURED PARTY:

SUNTRUST BANK, AS ADMINISTRATIVE AGENT

By:


Name: William Priester

Title: VP

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Rest. #220180
Niles, Cook County, Illinois

SCHEDULE A

Debtor:

Vicorp Restaurants, Inc.,
a Colorado corporation
400 West 48th Avenue
Denver, Colorado 80216

Secured Party:

SunTrust Bank, as Administrative Agent
303 Peachtree Street, 25th Floor
Atlanta, Georgia 30308

(a) All buildings and other improvements of every kind and description now or hereafter erected or placed on the premises described on Exhibit A (the "Premises") or any part thereof owned by the Debtor, and all of the right, title and interest of Debtor in and to all materials intended for construction, reconstruction, alteration and repairs of such improvements now or hereafter erected thereon, all of which materials shall be deemed to be included within the Premises immediately upon the delivery thereof to the Premises, and all fixtures, Building Service Equipment, and all renewals or replacements thereof or articles in substitution thereof.

The term "Building Service Equipment" as used herein shall mean all apparatus, fixtures and articles of personal property owned by the Debtor now or hereafter attached to or used or procured for use in connection with the operation or maintenance of any building, structure or other improvement located on or included in the Premises, including, but without limiting the generality of the foregoing, all engines, furnaces, boilers, stokers, pumps, heaters, tanks, dynamos, motors, generators, switchboards, electrical equipment, heating, plumbing, lifting and ventilating apparatus, air-cooling and air-conditioning apparatus, gas and electric fixtures, elevators, escalators, fittings, and machinery and all other equipment of every kind and description, used or procured for use in the operation of the building standing on the Premises (except apparatus, fixtures or articles of personal property belonging to lessees or other occupants of such building or to persons other than the Debtor unless the same be abandoned by any such lessee or other occupant or person), together with any and all replacements thereof and additions thereto.

(b) All present and future leases and licenses of space in the buildings and improvements now or hereafter erected on the Premises (collectively "leases", and individually "lease") and the rents, revenues, income, issues and profits thereunder;

(c) All unearned premiums accrued, accruing or to accrue under any and all insurance policies now or hereafter obtained by the Debtor relating to the buildings and improvements on the Premises;

(d) All proceeds of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, but without limitation, proceeds of insurance and proceeds of condemnation awards and awards for restriction of access to, or change of grade of, streets;

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(e) All transferable building service, building maintenance, construction, management and other similar agreements and contracts, written or oral, express or implied, now or hereafter entered into arising or in any manner related to the construction, design, improvement, use, operation, occupation, enjoyment, sale, conversion or other disposition (voluntary or involuntary) of the Premises, or the buildings and improvements now or hereafter located thereon, or any other interest in the Premises, or any combination thereof, including all property management agreements, sales contracts, contract deposits, earnest money deposits, prepaid items and payments due and to become due thereunder, and further including all payment and performance bonds, construction guaranties, warranties, construction contracts, architects agreements, general contract agreements, design agreements, engineering agreements, technical service agreements, architectural plans and specifications, sewer and water and other utility agreements, permits, approvals, licenses, building permits, service contracts, advertising contracts, purchase orders and equipment leases; and

(f) All proceeds and products of the foregoing of every type.

The record owner of the Premises is CNL-BB CORP., a Florida corporation.

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Vicorp # 220180

EXHIBIT A

DESCRIPTION OF PREMISES

SEE NEXT PAGE

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Vicorp # 220180

THE NORTH 100.0 FEET, AS MEASURED ALONG THE EAST AND WEST LINE THEREOF, OF LOT 5 IN DEMPSTER AND GREENWOOD ACRES, A SUBDIVISION OF PART OF THE SOUTHWEST QUARTER OF THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 14, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH THAT PART OF SAID SOUTHWEST QUARTER OF THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 14, DESCRIBED AS BEGINNING AT THE SOUTHEAST CORNER OF SAID LOT 5 IN DEMPSTER AND GREENWOOD ACRES AFORESAID AND RUNNING THENCE NORTH ALONG THE EAST LINE OF SAID LOT 5 TO THE NORTHEAST CORNER OF SAID LOT 5; THENCE EAST ALONG THE SOUTH LINE OF LOT 6 IN SAID SUBDIVISION, 132.99 FEET, TO THE SOUTHEAST CORNER OF SAID LOT 6; THENCE SOUTH ALONG THE WEST LINE OF CHESTER AVENUE AS SHOWN ON THE PLAT OF SAID DEMPSTER AND GREENWOOD ACRES A DISTANCE OF 217.44 FEET TO THE NORTH LINE OF DEMPSTER STREET, SAID NORTH LINE BEING A LINE 50.0 FEET NORTH, MEASURED AT RIGHT ANGLES, AND PARALLEL WITH THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 14; THENCE WEST ALONG THE NORTH LINE OF DEMPSTER STREET 132.93 FEET TO THE SOUTHEAST CORNER OF LOT 5 AFORESAID AND THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS.

AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID LOT 5, SAID POINT ALSO BEING ON THE NORTH RIGHT-OF-WAY LINE OF DEMPSTER STREET; THENCE NORTH 00 DEGREES 10 MINUTES 50 SECONDS WEST A DISTANCE OF 117.43 FEET; THENCE SOUTH 87 DEGREES 47 MINUTES 25 SECONDS WEST A DISTANCE OF 116.30 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF GREENWOOD AVENUE; THENCE NORTH 00 DEGREES 00 MINUTES 18 SECONDS EAST ON SAID EAST RIGHT-OF-WAY LINE A DISTANCE OF 99.84 FEET; THENCE NORTH 87 DEGREES 32 MINUTES 18 SECONDS EAST A DISTANCE OF 249.51 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF CHESTER AVENUE; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST ON SAID WEST RIGHT-OF-WAY LINE A DISTANCE OF 217.83 FEET TO A POINT ON SAID NORTH RIGHT-OF-WAY LINE; THENCE SOUTH 87 DEGREES 33 MINUTES 12 SECONDS WEST ON SAID NORTH RIGHT-OF-WAY LINE A DISTANCE OF 132.83 FEET TO THE POINT OF BEGINNING.

The leasehold estate created pursuant to that certain Lease Agreement dated as of October 28, 1999, by and between CNL-BB Corp., as lessor, and Vicorp Restaurants, Inc., as lessee, a memorandum of which was recorded on November 3, 1999 as Document No. 09036938 at the Cook County Recorder's Office, which lease demises all or a portion of the property described above.

PIN #'s 09-14-309-005-000
09-14-309-010-0000