

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

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

For Filing Officer  
 (Date, Time, Number, and Filing Office)

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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 628/0162 88 001 Page 1 of 6  
 2001-07-17 14:47:20  
 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.

ASSIGNEE 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 Ereckson, Jr.  
 Signature of (Debtor) (Secured Party)  
 Stanley Ereckson, Jr.  
 Sr. VP

SVP  
 R6  
 MVE

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.

11.0-031197

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1 - REV. 1-25

4379929-60  
 RETURN TO: J. ZACK  
 CT Corporation System  
 101 Federal Street, Suite 300  
 Boston, MA 02110

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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: \_\_\_\_\_

*William J. Priester*  
Name: William Priester

Title: VP

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## SCHEDULE A

### Debtor:

Vicorp Restaurants, Inc.,  
a Colorado corporation  
400 West 48<sup>th</sup> Avenue  
Denver, Colorado 80216

### Secured Party:

SunTrust Bank, as Administrative Agent  
303 Peachtree Street, 25<sup>th</sup> 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, architect 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 APF Partners, LP, a Delaware limited partnership.

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Vicorp # 220204

EXHIBIT A

DESCRIPTION OF PREMISES

SEE NEXT PAGE

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Vicorp # 220204

Leasehold Estate, created by the instrument herein referred to as the Lease, said Lease executed by and between CNL APF PARTNERS, LP, Lessor, and VICORP RESTAURANTS, INC., a Colorado corporation, Lessee, dated October 28, 1999 a Memorandum of which was recorded November 3, 1999 as Document 09036934, which lease demises all or a portion of the property described above.

THAT PART OF THE NORTH 208.00 FEET OF THE EAST 900.00 FEET OF THE NORTHEAST 1/4 OF SECTION 31, TOWNSHIP 37 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID NORTHEAST 1/4; THENCE DUE WEST ALONG THE NORTH LINE SAID NORTHEAST 1/4, A DISTANCE OF 533.16 FEET; THENCE SOUTH 0 DEGREES, 10 MINUTES, 00 SECONDS EAST, 33.00 FEET TO A POINT IN THE SOUTH LINE OF 127TH STREET AS DEDICATED FOR THE POINT OF BEGINNING OF THE ABOVE DESCRIBED TRACT OF LAND; THENCE CONTINUOUSLY SOUTH OF 0 DEGREES, 10 MINUTES, 00 SECONDS EAST 175.00 FEET TO THE POINT OF INTERSECTION WITH THE SOUTH LINE OF THE NORTH 208.00 FEET OF SAID NORTHEAST 1/4, SAID POINT OF INTERSECTION BEING 533.75 FEET (AS MEASURED ALONG SAID SOUTH LINE) WEST OF THE EAST LINE OF SAID NORTHEAST 1/4; THENCE DUE WEST ALONG THE SOUTH LINE OF THE NORTH 208.00 FEET OF SAID NORTHEAST 1/4, A DISTANCE OF 235.00 FEET; THENCE NORTH 0 DEGREES, 10 MINUTES, 00 SECONDS WEST, 175.00 FEET TO A POINT IN THE SAID SOUTH LINE OF 127TH STREET AS DEDICATED; THENCE DUE EAST ALONG SAID SOUTH LINE OF 127TH STREET AS DEDICATED, A DISTANCE OF 235.00 FEET TO THE POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

EXCEPTING THE NORTHERLY 17.00 FEET OF THAT PART OF THE NORTH 208.00 FEET OF THE EAST 900.00 FEET OF THE NORTHEAST 1/4 OF SECTION 31, TOWNSHIP 37 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PIN # 24 -31-201-014

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