

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

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Filed With: Cook

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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 2001-07-17 14:48:52
 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 Erickson, Jr.
 Signature of (Debtor) (Secured Party) *
 Stanley Erickson, Jr.
 Sr. VP

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* 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.

ILA-051197

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 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 D. Priester

Name: William Priester

Title: VP

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Rest. #220209
Palantine, Cook County, Illinois

SCHEDULE A

Debtor:

Vicorp Restaurants, Inc.,
a Colorado corporation
400 West 43rd 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;

(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 # 220209

EXHIBIT A

DESCRIPTION OF PREMISES

SEE NEXT PAGE

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Vicorp # 220209

Leasehold Estate created by the instrument herein referred to as the Lease, said Lease executed by and between CNL-BB CORP., a Florida corporation, Lessor, and VICORP RESTAURANTS, INC., a Colorado corporation, Lessee, dated October 28, 1999 a Memorandum of which was recorded November 3, 1999 as Document Number 09036936, demising and leasing the following described premises shown below:

LOT 19-A IN RENAISSANCE RESUBDIVISION, BEING A RESUBDIVISION OF PART OF RENAISSANCE SUBDIVISION OF PART OF THE NORTHWEST 1/4 OF SECTION 14, TOWNSHIP 42 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT OF RENAISSANCE RESUBDIVISION RECORDED SEPTEMBER 28, 1977 AS DOCUMENT NUMBER 24125743, IN COOK COUNTY, ILLINOIS.

PIN # 02-146100-065

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