

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Shari L. Sixbery (800) 522-7832

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Return To
 CT Corporation Systems
 UCC Division
 17 South High St. #1100
 Columbus, OH 43215

Box 170



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 98031448 pg 1-3 recorded 1/13/98

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c.

DELETE name: Give record name to be deleted in item 6a or 6b.

ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME
 Wells Fargo Bank Minnesota, N.A. as Indentured Trustee of Captec Franchise Loan Trust 1998-1

OR

7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

11000 Broken Land Parkway Columbia MD 21044-3562 USA

7d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any

51-6509943 Business Trust Delaware 2942914 NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

Total Assignment: All property described in original financing statement is assigned to: Wells Fargo Bank Minnesota, N.A. as Indentured Trustee of Captec Franchise Loan Trust 1998-1, 11000 Broken Land Parkway, Columbia, MD 21044-3562.

Original filing with Cook County, IL

*See Exhibit A attached hereto.
See Exhibit B attached hereto.

CH-477.8702-169110

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
 Credit Suisse First Boston Mortgage Capital

OR

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA
 Contract #6486

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7/29/0073 35 001 Page 1 of 3

2001-09-17 15:55:43

Cook County Recorder

25.00

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 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

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6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME
 Wells Fargo Bank Minnesota, N.A. as Indentured Trustee of Captec Franchise Loan Trust 1998-1

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7c. MAILING ADDRESS 11000 Broken Land Parkway	CITY Columbia	STATE MD	POSTAL CODE 21044-3562	COUNTRY USA
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7d. TAX ID #: SSN OR EIN 51-6509943	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION Business Trust	7f. JURISDICTION OF ORGANIZATION Delaware	7g. ORGANIZATIONAL ID #, if any 2942914 <input type="checkbox"/> NONE
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8. AMENDMENT (COLLATERAL CHANGE): check only one box.
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.
 Total Assignment: All property described in original financing statement is assigned to: Wells Fargo Bank Minnesota, N.A. as Indentured Trustee of Captec Franchise Loan Trust 1998-1, 11000 Broken Land Parkway, Columbia, MD 21044-3562.

Original filing with Cook County, IL

See Exhibit A attached hereto.

See Exhibit B attached hereto.

CH-4778702-169110

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
 Credit Suisse First Boston Mortgage Capital

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA
 Contract #6486

DEBTOR: CHI-CO, INC.

LOAN NO.: 06486

EXHIBIT A

DESCRIPTION OF REAL PROPERTY

Lot 16, except the south 10 feet thereof and 17 in Block 3 in Arthur T. McIntosh and Company's Northwest Highway Addition to Palatine, being a subdivision of part of the southwest quarter of the southeast quarter of Section 14, Township 42 north, range 10 east of the third principal meridian, in Cook County, Illinois.

Street Address: 139 N. Northwest Hwy., Palatine, IL 60067
Permanent Index No.: 02-14-107-023-0000

Prepared By:

Diane B. Cabbell, Esq.
Miller, Canfield, Paddock & Stone, P.L.C.
101 North Main Street, Seventh Floor
Ann Arbor, Michigan 48104-1400

When Recorded Return To:

Captec Financial Group Funding Corporation
24 Frank Lloyd Wright Drive
Lobby L, Fourth Floor
P.O. Box 544
Ann Arbor, Michigan 48106-0544
Attention: Liggie V. Perkins

DEBTOR: CHI-CO, INC.

EXHIBIT B

DESCRIPTION OF PERSONAL PROPERTY

All of Debtor's Instruments, Accounts and General Intangibles, each as defined below, whether now owned or hereafter acquired, together with all replacements, substitutions, and additions thereto which are related to the operation of the Arby's restaurant operated by Debtor and located at the locations listed on Exhibit B attached hereto (each a "Franchised Operation" and collectively the "Franchised Operations"), and located at the principal business office of Debtor located at 1240 South Parker Road Denver, Colorado 80231 (collectively, "Collateral"). Also included as part of the Collateral are all proceeds and products thereof, including, without limit, insurance proceeds, stock rights, subscription rights, dividends, stock dividends, stock splits or liquidating dividends, and all cash, accounts, chattel paper and general intangibles arising from the sale, rent, lease, casualty loss or other disposition of the Collateral, and including any records or documents of title relating to the Collateral.

The following terms shall be defined as follows:

- i) "Inventory" shall consist of all property held at any location by or for Debtor for sale, rent, or lease, or furnished or to be furnished by Debtor under any contract of service, or raw materials or work in process and their products, or materials used or consumed in Debtor's business.
- ii) "Equipment" shall consist of any goods at any time acquired, owned or held by Debtor at any location primarily for use in Debtor's business, including, without limit, machinery, fixtures, furniture, furnishings and vehicles, and any accessions, parts, attachments, accessories, tools, dies, additions, substitutions, replacements and appurtenances and their related rights.
- iii) "Instruments" shall consist of Debtor's interest of any kind in any negotiable instrument or security as those terms are defined in the Illinois Uniform Commercial Code ("UCC"), or any other writing which evidences a right to payment of money and is of a type which is, in the ordinary course of business, transferred by delivery alone or by delivery with any necessary endorsement or assignment.
- iv) "General Intangibles" shall consist of any personal property (including things in action) other than goods, accounts, chattel paper, documents, instruments and money.
- v) "Accounts" shall consist of any right to payment for goods sold or leased or for services rendered which is not evidenced by an instrument or chattel paper whether or not it has been earned by performance.