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Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 02/09/2007 02:27 PM Pg: 1 of 2

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

KERRY M. LAVELLE
LAVELLE LAW, LTD.
501 WEST COLFAX STREET
PALATINE, ILLINOIS 60067

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
GARDEN FRESH - ARLINGTON HEIGHTS, INC. D/B/A "GARDEN FRESH MARKET"

OR
1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS
600 E. RAND ROAD CITY ARLINGTON HEIGHTS STATE IL POSTAL CODE 60004 COUNTRY USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION CORPORATION 1f. JURISDICTION OF ORGANIZATION ILLINOIS 1g. ORGANIZATIONAL ID #, if any IL-6500-5204 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR/S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
CENTRAL GROCERS, INC.

OR
3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS
11100 BELMONT CITY FRANKLIN PARK STATE IL POSTAL CODE 60131 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

PLEASE REFER TO ATTACHMENT.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

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UCC-1 ATTACHMENT

All of the following property of Garden Fresh - Arlington, Inc. (Debtor), having its principal place of business at 600 E. Rand Road, Arlington Heights, Illinois 60004, whether now owned or hereafter acquired, and wherever located: equipment, fixtures, and inventory (including all goods and merchandise held for sale, lease or demonstration or to be furnished under contracts of service, goods leased to others, trade-ins and repossessions, raw materials, work in process and materials or supplies used or consumed in Debtor's business), documents relating to inventory, fixture, and equipment; patronage rebates from Central Grocers, Inc.; Class B stock, if any; and all additions and accessions to, all spare and repair parts, special tools, equipment and replacements for, all returned or repossessed goods the sale of which gave rise to, and all proceeds and products of the foregoing, including but not limited to all inventory, fixtures, and equipment used in Debtor's retail grocery operation and wherever located or which Debtor owns or in which Debtor has an interest. THIS FILING EVIDENCES A PURCHASE MONEY SECURITY INTEREST.

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