

# UNOFFICIAL COPY



## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

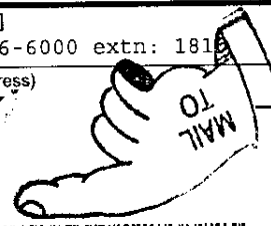
Doc#: 0812045067 Fee: \$46.50  
Eugene "Gene" Moore RHSP Fee: \$10.00  
Cook County Recorder of Deeds  
Date: 04/29/2008 09:52 AM Pg: 1 of 6

A. NAME & PHONE OF CONTACT AT FILER [optional]  
Pamela Flint, Paralegal 402-346-6000 extn: 181

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Kutak Rock LLP  
1650 Farnam Street  
Omaha, NE 68102

Steak and Ale of Illinois, Inc



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 <b>STEAK AND ALE OF ILLINOIS, INC.</b>						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS <b>6500 INTERNATIONAL PARKWAY</b>			CITY <b>PLANO</b>	STATE <b>TX</b>	POSTAL CODE <b>75093</b>	COUNTRY <b>USA</b>
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION <b>CORP</b>	1f. JURISDICTION OF ORGANIZATION <b>IL</b>	1g. ORGANIZATIONAL ID #, if any <b>63522368</b> <input type="checkbox"/> 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 <input type="checkbox"/> 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 <b>WELLS FARGO BANK, N.A., AS TRUSTEE FOR REGISTERED HOLDERS OF CNL FRANCHISE LOAN-BACKED BONDS, 1998-1</b>						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS <b>450 SOUTH ORANGE AVENUE, 11TH FLOOR</b>			CITY <b>ORLANDO</b>	STATE <b>FL</b>	POSTAL CODE <b>32801</b>	COUNTRY <b>USA</b>

### 4. This FINANCING STATEMENT covers the following collateral:

The collateral covered by this Financing Statement is described on Exhibit A attached hereto and is located on the properties described on Exhibit B attached hereto.

5. ALTERNATIVE DESIGNATION [if applicable]	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable] [ADDITIONAL FEE] [optional]		All Debtors	Debtor 1	Debtor 2	

8. OPTIONAL FILER REFERENCE DATA 10512/01-1204 Cook County, IL

IL-Cook County

SC  
M  
P  
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## UCC FINANCING STATEMENT ADDENDUM

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### 9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME		
OR <b>STEAK AND ALE OF ILLINOIS, INC.</b>		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

### 10. MISCELLANEOUS:

IL-Cook County

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### 11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
11d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

### 12. ADDITIONAL SECURED PARTY'S <sup>or</sup> ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE

13. This FINANCING STATEMENT covers  timber to be cut or  as-extracted collateral, or is filed as a  fixture filing.

14. Description of real estate:

See legal description attached hereto as Exhibit B

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

S&A FEE PROPERTIES SPE 1, L.L.C.  
6500 INTERNATIONAL PARKWAY  
PLANO, TX USA 75093

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a  Trust or  Trustee acting with respect to property held in trust or  Decedent's Estate

18. Check only if applicable and check only one box.

Debtor is a TRANSMITTING UTILITY

Filed in connection with a Manufactured-Home Transaction — effective 30 years

Filed in connection with a Public-Finance Transaction — effective 30 years

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## EXHIBIT "A" TO UCC-1 FINANCING STATEMENT

All right, title and interest in and to the Equipment, tax refunds related to the Collateral, Contracts, Documents, Receivables, Licenses, permits, Inventory, insurance proceeds, unearned insurance premiums, choses in action and other General Intangibles, Trademarks, trade names, Copyrights, patents, all fixtures, machinery, equipment, engines, boilers, incinerators, building materials, appliances and goods of every nature whatsoever now or hereafter located in, or on, or used, or intended to be used in connection with the property described on Exhibit "A" attached hereto ("Real Property"), including, but not limited to, those for the purposes of supplying or distributing heating, cooling, electricity, gas, water, air and light; and all elevators, and related machinery and equipment, fire prevention and extinguishing apparatus, security and access control apparatus, plumbing, bath tubs, water heaters, water closets, sinks, ranges, stoves, refrigerators, dishwashers, disposals, washers, dryers, awnings, storm windows, storm doors, screens, blinds, shades, curtains and curtain rods, mirrors, cabinets, paneling, rugs, attached floor coverings, furniture, pictures, antennas, trees and plants;

As used herein, the following terms shall have the following meanings and shall be limited solely to those items related to the Real Property:

"Contracts" shall mean all contracts and agreements to which the Debtor now is, or hereafter will be, bound, or a party, beneficiary or assignee (other than rights evidenced by chattel paper, Documents or instruments), including, without limitation any license and all other agreements and documents executed and delivered with respect to such contracts, and all revenues, rentals and other sums of money due and to become due thereunder from any of the foregoing.

"Copyrights" shall mean all United States or other registered and unregistered copyrights, all licenses thereto, and all applications therefor, and all reissues, divisions, continuations, renewals, extensions, modifications, supplements thereto or to any part thereof, and the right to sue for past, present and future infringements of the foregoing, and all rights corresponding to the foregoing throughout the world.

"Document" has the meaning ascribed to such term under the UCC.

"Equipment" means any "equipment," as such term is defined in the UCC, used or bought for use primarily in the Restaurant and not included within Inventory, now or hereafter owned or leased by the Debtor and, in any event, shall include, but shall not be limited to, all machinery, tools, computer software, office equipment, furniture, appliances, fixtures, vehicles, motor vehicles, and any manuals, instructions and similar items which relate to the foregoing, and any and all additions, substitutions and replacements of any of the foregoing, wherever located, together with all

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improvements thereon and all attachments, components, parts, equipment and accessories installed thereon or affixed thereto.

"General Intangibles" shall have the meaning ascribed to such term in the UCC.

"Inventory" means all inventory of the Debtor of every type or description, including all "inventory" as such term is defined in the UCC, now owned or hereafter acquired and wherever located, whether raw, in process or finished, and all materials usable in processing the same and all documents of title covering any inventory, including, without limitation, work in process, materials used or consumed in the Restaurant, now owned or hereafter acquired or manufactured by the Debtor and held for sale in the ordinary course of its business; all present and future substitutions thereof, parts and accessories thereof and all additions thereto; and all proceeds thereof and products of such inventory in any form whatsoever.

"Licenses" means the license to use the Trademarks of S&A Restaurant Corp. and its Parent Affiliates.

"Receivables" shall mean any "account" as such term is defined in the UCC and in any event shall include, but not be limited to, all of the Debtor's rights to payment for goods sold or leased, or services performed, by the Debtor, whether now in existence or arising from time to time hereafter, including, without limitation, rights evidenced by an account, note, contract, security agreement, chattel paper, or other evidence of indebtedness or security, together with (a) all security pledged, assigned, hypothecated or granted to or held by the Debtor to secure the foregoing, (b) all the Debtor's rights, title, and interest in and to any goods, the sale of which gave rise thereto, (c) guarantees, endorsements and indemnifications on, or of, any of the foregoing, (d) all powers of attorney for the execution of any evidence of indebtedness or security or other writing in connection therewith, (e) all books, correspondence, credit files, records, ledger cards, invoices, and other papers relating thereto, including without limitation all similar information stored on a magnet medium or other similar storage device and other papers and documents in the possession or under the control of the Debtor or any computer bureau from time to time acting for the Debtor, (f) all evidences of the filing of financing statements and other statements and the registration of other instruments in connection therewith and amendments thereto, notices to other creditors or secured parties, and certificates from filing or other registration officers, (g) all credit information, reports and memoranda relating thereto, and (h) all other writings related in any way to the foregoing.

"Restaurant" means the restaurant operated by Debtor and pledged to Secured Party under the Mortgage.

"Trademarks" shall mean all United States or other registered or unregistered trademarks, all licenses thereto (including the License), and all applications therefor, and all reissues, divisions, continuations, renewals, extensions, modifications, supplements thereto or to any part thereof, and

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the right to sue for past, present and future infringements of the foregoing, and all rights corresponding to the foregoing throughout the world.

"UCC" shall mean the Uniform Commercial Code as created and in effect, from time to time, in the State where the Property is located.

All capitalized terms herein and not otherwise defined herein shall have the meanings prescribed to them in that certain Security Agreement from Debtor to and in favor of Secured Party executed on or about the date of the filing of the Financing Statement to which this Exhibit "A" is attached.

The record owner of the Real Property is S&A Fee Properties SPE 1, L.L.C., a Delaware limited liability company.

Property of Cook County Clerk's Office

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## EXHIBIT "B"

### LEGAL DESCRIPTION OF PROPERTY

#### PARCEL 1:

Lots 4 and 5 in Venture Urban Subdivision, being a resubdivision of Lot 3 (excepting therefrom that part taken for additional right of way for 159th Street in Case Number 80L10516 in the Circuit Court of Cook County, Illinois) and also Lot 4 of the Resubdivision of Lot 2 in River Oaks West Unit Number 2, in part of the Northeast 1/4 of Section 24, Township 36 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois.

#### PARCEL 2:

Non-exclusive Easement for ingress and egress for the benefit of Parcel 1 as created by Deed from May Properties 1975, Inc., a Delaware corporation, to Steak and Ale of Illinois, Inc., a Nevada corporation, dated July 29, 1981 recorded July 31, 1981 as Document Number 25955725 over the following described property:  
That part of Lot 9 in Venture Urban Subdivision, being a resubdivision of Lot 3 (excepting therefrom that part taken for additional right of way for 159th Street in Case Number 80L10516 in the Circuit Court of Cook County, Illinois) and also Lot 4 of the Resubdivision of Lot 2 in River Oaks West Unit Number 2, in part of the Northeast 1/4 of Section 24, Township 36 North, Range 14 East of the Third Principal Meridian, lying North and East of the following described line: Commencing at the intersection of the West line of Torrence Avenue, as dedicated, and the South line of said Lot 9; thence South 89 degrees 59 minutes 04 seconds West, 190.67 feet; thence North 0 degrees 00 minutes 56 seconds West, 311.36 feet to a point of curve; thence Northwesterly on a curve convex to the Northeast, having a radius of 69.75 feet, an arc distance of 109.40 feet and a chord bearing of North 44 degrees 56 minutes 54 seconds West to a point of tangent; thence North 89 degrees 52 minutes 52 seconds West, 424.63 feet; thence North 0 degrees 07 minutes 08 seconds East, 222.33 feet to the North line of said Lot 9 (excepting therefrom the North 38 feet of the East 23 feet, lying West of and adjacent to the West line of Torrence Avenue), all in Cook County, Illinois.

PIN: 29-24-200-038