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Eugene "Gene" Moore RHSP Fee:\$10.00
Cook County Recorder of Deeds
Date: 06/08/2010 10:09 AM Pg: 1 of 7

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Frederick C. C. Boyd, III, Esq. 404/233-7000
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Frederick C. C. Boyd, III, Esq. Morris Manning & Martin, LLP 1600 Atlanta Financial Center 3343 Peachtree Road, NE Atlanta, GA 30326

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 QSR, INC.					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 1834 Walden Office Square, Suite 130		CITY Schaumburg	STATE IL	POSTAL CODE 60173	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Wisconsin	1g. ORGANIZATIONAL ID #, if any WI-Q002643	<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 WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 1808 Aston Avenue, Suite 250		CITY Carlsbad	STATE CA	POSTAL CODE 92008	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Those items described on Schedule "1" now or hereafter attached to, located in or used in connection with the real property described in Exhibit "A" attached hereto.

Property Location: 2997 Kirchoff Road, Rolling Meadows, Cook County, Illinois 60008

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

Cook County, IL Filing (Site No. [Store #16815]) MM&M File No.18263/74422

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a. ORGANIZATION'S NAME	QSR, INC.		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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	COUNTRY

11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any

12. ADDITIONAL SECURED PARTY'S or 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	COUNTRY

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 Schedule "1" attached hereto.

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

JCC Realty, LLC and BCP Realty, LLC
31366 N. Highway 45
Libertyville, IL 60048

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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SCHEDULE "1" **TO UCC FINANCING STATEMENT**

All terms used herein having their initial letters capitalized and not otherwise defined herein shall be defined as set forth in the security documents to which this filing pertains.

Inventory

All inventory and supplies of whatsoever nature and kind (including, without limitation, (i) all food and paper inventory, supplies and all other raw materials, components work in process, finished goods, goods in transit and packing and shipping materials, and (ii) all goods that are returned to or repossessed by Debtor), together with all additions and accessions thereto, replacements therefor, products thereof and documents therefor (collectively, the "Inventory");

Accounts

All accounts, accounts receivable, bank accounts, deposit accounts, letter of credit rights (whether or not the letter of credit is evidenced by a writing) and other rights to payment of money for goods and real property sold or leased or for services rendered, expressly including, without limitation, the provision of services, whether or not earned by performance, including, without limitation, all agreements with and sums due from customers and other Persons, and all books and records recording, evidencing or relating to such rights or any part thereof (collectively, the "Accounts");

Equipment

All machinery, equipment and supplies not included in Inventory above (including, without limitation, food storage and preparation equipment, registers, communications equipment, and replacements therefor), together with all additions and accessions thereto (collectively, the "Equipment");

Licenses

All franchises, licenses, permits and operating rights granted to or held by the Debtor (collectively, the "Licenses");

Contracts and Leases

All of the following: (a) (i) contracts and agreements for the purchase of real and personal property, easements and rights of way, (ii) customer, management, franchise and supplier contracts and agreements, (iii) Material Contracts and any rights thereunder, including the right to receive payments, (iv) security agreements, guarantees and other agreements evidencing, securing or otherwise relating to the Accounts or other rights to receive payment, (v) hedge agreements, and (vi) other agreements to which Debtor is a party, whether now existing or hereafter arising (collectively, the "Contracts"); (b) lease

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agreements for real or personal property to which the Debtor is a party, whether now existing or hereafter arising (collectively, the "Leases"); and (c) all other contracts and contractual rights, indemnification rights, and other remedies or provisions now existing or hereafter arising in favor of the Debtor (collectively, the "Other Contracts");

General Intangibles

All general intangibles including personal property not included above, including, without limitation, (i) customer and supplier lists, books and records, computer programs and other intellectual property rights, insurance policies, tax refunds, (ii) all goodwill, trademarks, trademark applications, trade names, trade secrets, patents, copyrights, formulas, industrial designs, software, other intellectual property or rights therein, whether under license or otherwise, all rights to receive payment on property upon or in connection with any transfer of any License, and (iii) all payment intangibles (collectively, the "Intangibles");

Furniture and Fixtures

All furniture and fixtures (including all tables, seating, signage, decorations and other furniture and fixtures), together with all additions and accessions thereto and replacements therefor (collectively, the "Furniture and Fixtures");

Miscellaneous Items

All of the following: goods, chattel paper (whether tangible or electronic), documents, instruments (including promissory notes), supplies, choses in action, commercial tort claims, (including, without limitation, payments received with respect to termination, arbitration or litigation under any Contract), money, deposits, certificates of deposit, stock or share certificates, certificated and uncertificated securities and all other investment property, supporting obligations, URL's, domain names and licenses, and all other property and assets of whatever type or description not included above (collectively, the "Miscellaneous Items"); and

Cash

All of Debtor's cash, money, certificates of deposit, financial assets or other assets of each Debtor that now or hereafter come into the possession, custody, or control of any Secured Party.

Proceeds

All proceeds and products of any of the above, and all proceeds of any loss of, damage to or destruction of the above, whether insured or not insured, and all other proceeds of any sale, lease or other disposition of any property or interest therein referred to above, together with all proceeds of any policies of insurance covering any or all of the above, the proceeds of any award in condemnation with respect to any of the property,

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any rebates or refunds, whether for taxes or otherwise, and together with all proceeds of any such proceeds (collectively, the "Proceeds").

The Inventory, Accounts, Equipment, Licenses, Contracts, Leases, Other Contracts, Intangibles, Furniture and Fixtures, Miscellaneous Items, and Proceeds, as described above, are hereinafter collectively referred to as the "Collateral."

Property of Cook County Clerk's Office

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EXHIBIT "A"

Description of Real Property

(see attached)

Property of Cook County Clerk's Office



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Unit:

Store No. 16815
2997 Kirchoff Road
Rolling Meadows, Illinois
Cook County

EXHIBIT "A"

Legal Description

The Northerly 150 feet of the Westerly 150 feet of Lot "B-B" (as measured on the Southerly line of Kirchoff Road and on the Easterly line of Meadow Drive) in Rolling Meadow Unit Number 10, being a subdivision of Lot "U" in Rolling Meadows Unit Number 8, being a subdivision in that part of the West 1/2 of Section 36, Township 42 North, Range 10, East of the Third Principal Meridian, lying South of Kirchoff Road, according to the plat thereof registered in the Office of Registrar of Titles on September 7, 1955 as Document 1618893, in Cook County, Illinois.

Also described as follows:

Beginning at the Northwest corner of Lot "B-B" in Rolling Meadow Unit No. 10, being a subdivision of Lot U, in Rolling Meadows Unit Number 8, being a subdivision in that part of the West 1/2 of Section 36, Township 42 North, Range 10, East of the Third Principal Meridian, according to the plat thereof registered in the Office of the Registrar of Titles on September 7, 1955 as Document Number 1618893; thence North 90 degrees 00 minutes 00 seconds East, along the North line of Lot "B-B" (also being the South line of Kirchoff Road), a distance of 150.00 feet; thence South 00 degrees 00 minutes 00 seconds East, parallel with the West line of the aforesaid Lot "B-B" (also being the East line of Meadow Drive), a distance of 150.00 feet; thence South 90 degrees 00 minutes 00 seconds West, parallel with the aforementioned North line of Lot "B-B", a distance of 150.00 feet; thence North 00 degrees 00 minutes 00 seconds East, along the aforementioned West line of Lot "B-B", a distance of 150.00 feet to the point of beginning, in Cook County, Illinois.

Tax Key No: 02-36-102-020-0000

Address: 2997 Kirchoff Road, Rolling Meadows, Illinois