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Karen A. Yarbrough  
Cook County Recorder of Deeds  
Date: 10/21/2015 09:39 AM Pg: 1 of 7

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DOCUMENT TO BE RECORDED:

UCC-Financing Statement

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## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

|  |
|--|
| A. NAME & PHONE OF CONTACT AT FILER (optional)<br><b>Frederick C. C. Boyd, III, Esq. 404/233-7000</b>  |
| B. E-MAIL CONTACT AT FILER (optional)<br><b>fcbo@mmmlaw.com</b>  |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address)<br><div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> <b>Frederick C.C. Boyd, III, Esq.<br/>                     Morris Manning &amp; Martin, LLP<br/>                     1600 Atlanta Financial Center<br/>                     3343 Peachtree Road, NE<br/>                     Atlanta, GA 30326</b> </div> |

**THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY**

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

|  |                          |                              |                               |                             |
|--|--------------------------|------------------------------|-------------------------------|-----------------------------|
| 1a. ORGANIZATION'S NAME<br><b>FQSR, LLC</b>                        |                          |                              |                               |                             |
| OR   | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME          | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX                      |
| 1c. MAILING ADDRESS<br><b>8900 Indian Creek Parkway, Suite 100</b> |                          | CITY<br><b>Overland Park</b> | STATE<br><b>KS</b>            | POSTAL CODE<br><b>66210</b> |
|  |                          | COUNTRY<br><b>USA</b>        |                               |                             |

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

|                         |                          |                     |                               |             |
|-------------------------|--------------------------|---------------------|-------------------------------|-------------|
| 2a. ORGANIZATION'S NAME |                          |                     |                               |             |
| OR                      | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX      |
| 2c. MAILING ADDRESS     |                          | CITY                | STATE                         | POSTAL CODE |
|                         |                          | COUNTRY             |                               |             |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

|   |                          |                       |                               |                                  |
|---|--------------------------|-----------------------|-------------------------------|----------------------------------|
| 3a. ORGANIZATION'S NAME<br><b>WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent</b> |                          |                       |                               |                                  |
| OR  | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME   | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX                           |
| 3c. MAILING ADDRESS<br><b>1700 Lincoln Street, 3rd Floor, MAC C7300-033</b>                       |                          | CITY<br><b>Denver</b> | STATE<br><b>CO</b>            | POSTAL CODE<br><b>80203-4500</b> |
|   |                          | COUNTRY<br><b>USA</b> |                               |                                  |

4. COLLATERAL: 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: 4349 E 211th St, Matteson, Cook County, Illinois 60443**

|   |  |
|---|--|
| 5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative     |  |
| 6a. Check <u>only</u> if applicable and check <u>only</u> one box:<br><input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility            | 6b. Check <u>only</u> if applicable and check <u>only</u> one box:<br><input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing |
| 7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor |  |

8. OPTIONAL FILER REFERENCE DATA:  
**Cook County, Illinois Filing      Store No. C840015      (Obligor No. 0263265760)      MM&M File No. 18263/81081**

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## UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

|    |                               |        |
|----|-------------------------------|--------|
|    | 9a. ORGANIZATION'S NAME       |        |
|    | FQSR, LLC                     |        |
| OR | 9b. INDIVIDUAL'S SURNAME      |        |
|    | FIRST PERSONAL NAME           |        |
|    | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

|                      |  |       |             |         |
|----------------------|--|-------|-------------|---------|
|                      | 10a. ORGANIZATION'S NAME                   |       |             |         |
| OR                   | 10b. INDIVIDUAL'S SURNAME                  |       |             |         |
|                      | INDIVIDUAL'S FIRST PERSONAL NAME           |       |             |         |
|                      | INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) |       |             | SUFFIX  |
| 10c. MAILING ADDRESS | CITY                                       | STATE | POSTAL CODE | COUNTRY |

11.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

|                      |                               |       |                     |         |
|----------------------|-------------------------------|-------|---------------------|---------|
|                      | 11a. ORGANIZATION'S NAME      |       |                     |         |
| OR                   | 11b. INDIVIDUAL'S SURNAME     |       | FIRST PERSONAL NAME | SUFFIX  |
|                      | ADDITIONAL NAME(S)/INITIAL(S) |       |                     |         |
| 11c. MAILING ADDRESS | CITY                          | STATE | POSTAL CODE         | COUNTRY |

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13.  This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

**ARC CAFEUSA001, LLC**  
**c/o VEREIT, Inc.**  
**2325 E. Camelback Road, Suite 1100**  
**Phoenix, AZ 85016**  
**Attn: Asset Management**

14. This FINANCING STATEMENT:

covers timber to be cut     covers as-extracted collateral     is filed as a fixture filing

16. Description of real estate:

**See Exhibit "A" attached hereto**

17. MISCELLANEOUS:

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## **SCHEDULE "1"** **TO UCC-1 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 but specifically excluding security interest in the Franchise Agreements provided however that the proceeds from the sale of Franchise Agreements are specifically included (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

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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 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 Lender or the Administrative Agent.

## 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

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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, 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."

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Store No. C840015  
4349 E 211th St  
Matteson, Illinois 60443  
Cook County

## EXHIBIT "A"

### Description of Real Property

LOT 7 (EXCEPT THE WEST 10 FEET) IN BLOCK 2 IN MATTESON FARMS, BEING A SUBDIVISION IN THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 22, TOWNSHIP 35 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS EXCEPTING THEREFROM THE NORTHERLY 8.0 FEET THEREOF TAKEN BY THE STATE OF ILLINOIS PURSUANT TO COURT ORDER ENTERED 83L51174

AND THE NORTH 40 FEET OF THE WEST 100 FEET OF LOT 21 IN BLOCK 2 IN MATTESON FARMS, A SUBDIVISION IN THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 22, TOWNSHIP 35

31-22 400-002-0000

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