

This STATEMENT is presented to THE FILING OFFICER for filing pursuant to the Uniform Commercial Code

For Filing Office (Date, Time, Number, and Filing Office)

Debtor(s) (Last Name First) and addresses)
Great Lakes Bagels, L.L.C.
770 Pasquinelli Drive, #400
Westmont, IL 60559

Secured Party(ies) and address(es)
Bank of America Illinois
231 LaSalle Street
Chicago, IL 60697

1998-10-23 16:16:13
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This Statement refers to original Financing Statement No. 97-199993

Date filed: 3-24 19 97 Filed with COOK County

- A. CONTINUATION..... The original financing statement between the foregoing Debtor and Secured Party, bearing the file number shown above, is still effective
- B. PARTIAL RELEASE. From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the property indicated below.
- C. ASSIGNMENT..... The Secured Party certifies that the Secured Party has assigned to the Assignee whose name and address is shown below, Secured Party's rights under the financing statement bearing the file number shown above in the property indicated below
- D. TERMINATION..... The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above
- E. AMENDMENT..... The financing statement bearing the above file number is amended
 - To show the Secured Party's new address as indicated below.
 - To show the Debtor's new address as indicated below.
 - As set forth below.

The Debtor is hereby amended as follows: Einstein/Noah Bagel Partners, L.P., 14123 Denver West Parkway, Golden, CO 80401. The Secured Party is hereby amended as follows: Bank of America National Trust and Savings Association, as Agent. (Store 2279)

EINSTEIN/NOAH BAGEL PARTNERS, L.P.,
by Einstein/Noah Bagel Partners, Inc.
Paul A. Stron (Debtor)

Bank of America NATIONAL TRUST and SAVINGS
Association, as Agent (Secured Party)

Dated: *January 11*, 19 *98*

By: *Susan Jacoby*
(Signature of Secured Party)

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FILING OFFICER-ALPHABETICAL

of Corporation System-UCC Division
Attn: Susan Jacoby
288 South LaSalle Street
Chicago, IL 60604

This form of Financing Statement is approved by the Secretary of State.

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ATTACHMENT A

TO

UCC-1 FINANCING STATEMENT

GREAT LAKES BAGELS, L.L.C., DEBTOR

EINSTEIN/NOAH BAGEL CORP., SECURED PARTY

BANK OF AMERICA ILLINOIS, ASSIGNEE OF SECURED PARTY

(a) All of Debtor's real estate, accounts, equipment (including, but not limited to machinery, furniture, fixtures, tools, vehicles, and other tangible property), inventory, leasehold improvements, contract rights (including its rights as lessee under all leases of real property), general intangibles, deposit accounts, tax refunds, chattel paper, instruments, notes, letters of credit, documents, and documents of title, capital stock or other ownership interests of all subsidiaries and all shares of common stock of the Secured Party owned by Debtor;

(b) all insurance proceeds of or relating to any of the foregoing;

(c) all of Debtor's books, records, and computer programs and data relating to any of the foregoing; and

(d) all accessories and additions to, substitutions for, and replacements, products, and proceeds of, any of the foregoing.

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Chicago, IL 60603

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ATTACHMENT B

LEGAL DESCRIPTION OF PREMISES

STORE NO: 2279

98343452

ADDRESS: Wienecke Court
682 Vernon Avenue
Glencoe, Illinois

PERMANENT TAX INDEX NUMBER:

LEGAL DESCRIPTION:

THE SOUTHEASTERLY 16 FEET OF LOT 2, LOT 3, LOT 4 (EXCEPTING THE SOUTHERLY 15 FEET OF LOT 4), THE EASTERLY 20 FEET OF LOTS 8, 9, 10 AND 11 AND THE WESTERLY 10 FEET OF LOTS 5, 6 AND 7, ALL IN BLOCK 32 IN GLENCOE, A SUBDIVISION OF PARTS OF SECTIONS 5, 6, 7 AND 8, TOWNSHIP 42 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

97159993

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