

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

Maryann Graf (925-969-3906)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Maryann Graf
The Round Table Franchise Corporation
1320 Willow Pass Rd., Suite 600
Concord CA 94520



200503290054

Skagit County Auditor

3/29/2005 Page 1 of 4 9:40AM

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

THREE BEES FOODS, INC.

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

115 E. COLLEGE WAY

CITY

MOUNT VERNON

STATE

WA

POSTAL CODE

98273-5864

COUNTRY

US

1d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

Corporation

1f. JURISDICTION OF ORGANIZATION

Washington

1g. ORGANIZATIONAL ID #, if any

600 608 363

☐ NONE2. 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

☐ NONE3. 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

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

1320 WILLOW PASS RD., SUITE 600

CITY

CONCORD

STATE

CA

POSTAL CODE

94520

COUNTRY

US

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBIT A ATTACHED HERETO FOR COLLATERAL DESCRIPTION

PTN Lot 2 B & Lot 2 MV 194
P 111995

| | | | | | | |
|---|---|--|--|---------------------------------------|-----------------------------------|---|
| 5. ALTERNATIVE DESIGNATION [if applicable]: | <input type="checkbox"/> LESSEE/LESSOR | <input type="checkbox"/> CONSIGNEE/CONSIGNOR | <input type="checkbox"/> BAILEE/BAILOR | <input type="checkbox"/> SELLER/BUYER | <input type="checkbox"/> AG. LIEN | <input type="checkbox"/> 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 [if applicable] | 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] | | <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 | | | |
| 8. OPTIONAL FILER REFERENCE DATA | | | | | | |

SKAGIT COUNTY

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 | THREE BEES FOODS, INC. | | |
| OR | 9b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME, SUFFIX |

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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. TAX ID #: SSN OR EIN | 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 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:

115 E. COLLEGE WAY
MOUNT VERNON, WA 98273-5864
COUNTY OF SKAGIT

PORTION OF LOT 2B AND LOT 2 OF MV-1-94
PERSONAL PROPERTY PARCEL #P5723
REAL PROPERTY PARCEL #P111995

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

VILLAGE/SEATTLE PARTNERS
C/O VILLAGE PROPERTIES
562 MISSION STREET, SUITE 201
SAN FRANCISCO, CA 94105-2906
ATTN: ASSET MANAGEMENT

16. Additional collateral description:



200503290054

Skagit County Auditor

3/29/2005 Page

2 of

4 9:40AM

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

EXHIBIT A

Item 4. Collateral:

All rights of Debtor in and to all personal property located at or relating to the operation of a certain pizza restaurant located at, but not limited to, the property described below, and all proceeds thereof:

115 E. College Way
Mount Vernon, Washington 98273-5864

(a) Accounts, Instruments, Chattel Paper, Documents and General Intangibles.

All presently existing or hereafter acquired accounts, instruments, chattel paper, notes, leases, drafts, documents, general intangibles, all other forms of obligations owing to Debtor, all of Debtor's rights in, to and under all purchase orders heretofore or hereafter received, all rights to receive the payment of money or other consideration under present or future contracts or agreements (whether or not yet earned or due) and all other rights or claims of Debtor against third parties of their property, now existing or hereafter acquired.

(b) Inventories. All inventories of every nature, presently existing or hereafter acquired by Debtor, wherever located, including, but not limited to, all goods intended for sale, lease or other distribution or to be furnished under contracts of service, all raw materials, parts, accessories, components, work in process and finished goods, and all supplies, materials or products of every nature and description used or usable in connection with the processing, manufacture, packing, shipping, advertising, selling, leasing or furnishing of such goods, and all other items hereafter acquired by Debtor by way of substitution, replacement, return, repossession or otherwise, and all additions and accessions thereto, and the resulting product or mass, and any documents of title representing any of the above.

(c) Equipment. All machinery, furniture, fixtures and other equipment of every type or nature, including registered motor vehicles and unregistered off-road equipment, now owned or hereafter acquired by Debtor, wherever located, including all additions and accessions thereto and substitutions therefor and all parts and equipment which may be attached to or which are necessary to the operation and use of personal property or fixtures, whether or not the same shall be deemed to be affixed to real property.

(d) Records. All books, correspondence, credit files, records and other documents relating to the above-described types of property.



200503290054

Skagit County Auditor

UCC-1 Financing Statement

Three Bees Foods, Inc., Debtor (a Washington corporation)

The Round Table Franchise Corporation, Secured Party

(e) Proceeds; Insurance. All proceeds and products of, increases, replacements and accessions to, any of the above described Collateral, including, without limitation, all money, deposit accounts, goods and tangible or intangible property resulting from the sale or other disposition of the Collateral and all proceeds of insurance covering the Collateral. To further secure payment of the Obligations, Debtor hereby grants to Secured party a security interest in and to all policies of insurance relating to the Collateral, and to the business and other properties and assets of Debtor, now or hereafter acquired, and the proceeds thereof.

For purposes of this Financing Statement, the term "proceeds" includes whatever is receivable or received when Collateral or proceeds is sold, collected, exchanged or otherwise disposed of, whether such disposition is voluntary or involuntary.

Schedule I

Property

115 E. College Way
Mount Vernon, Washington 98273-5864

Record Owner

Village/Seattle Partners
c/o Village Properties
562 Mission St., Suite 201
San Francisco, CA 94105-2906
Attn: Asset Management



200503290054
Skagit County Auditor

3/29/2005 Page 4 of 4 9:40AM