



201004280108

Skagit County Auditor

When recorded return to:

4/28/2010 Page

1 of

7 11:20AM

FIDELITY NATIONAL TITLE
ATTN: MICHELLE BURTON
60 E. Rio Salado Parkway, Suite 1110
Tempe, AZ 85281

Escrow No. Z0906948

CHICAGO TITLE COMPANY
620007268

UCC 1

GRANTOR: NORTHWESTERN RESTAURANTS, INC.

GRANTEE: BANK OF AMERICA, N.A.

PARCEL NO. P107488

LOT 2C, CITY OF MOUNT VERNON BINDING SITE PLAN NO. MV1-94 BSP

Chicago Title Company has placed
this document for recording as a
customer courtesy and accepts no
liability for its accuracy or validity

Store # 17686
217 East College Way
Mount Vernon, WA

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 Northwestern Restaurants, Inc.					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 1600 Christensen Road, Suite 101			CITY Seattle	STATE WA	POSTAL CODE 98188
1d. <u>SEE INSTRUCTIONS</u>			1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Washington	1g. ORGANIZATIONAL ID #, if any 600647810 <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
2d. <u>SEE INSTRUCTIONS</u>			2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any

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 Bank of America, N.A., as Administrative Agent					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS PO BOX 40329			CITY JACKSONVILLE	STATE FL	POSTAL CODE 32203-0329

4. This FINANCING STATEMENT covers the following collateral:

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

Property Location: 217 East College Way, Mount Vernon, Skagit County, WA 98273

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. UEN	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) (optional)		All Debtors Debtor 1 Debtor 2		
8. OPTIONAL FILER REFERENCE DATA						

Skagit County, Washington Filing

[Unit 26647 - formerly Unit 17686]

MM&M File No. 6109/73243

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)



201004280108

Skagit County Auditor

4/28/2010 Page

2 of

7 11:20AM

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

OR

Northwestern Restaurants, Inc.

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

COUNTRY

11d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID #, if any

☐ 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:

See Schedule "1" attached hereto.

16. Additional collateral description:

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

Joseph S. Morton and Marjorie T. Morton, as
Trustees
3110 W. Lake Sammamish Rd., SE #1
Bellevue, WA 98008



201004280108

Skagit County Auditor

4/28/2010 Page

3 of

7 11:20AM

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
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 any Debtor), together with all additions and accessions thereto, replacements therefor, products thereof and documents therefor (collectively, the "Inventory");

Accounts

All accounts (including healthcare insurance receivables), 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 (as defined in the Credit Agreement), 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 (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 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");

2652503 v01



201004280108

Skagit County Auditor

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 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");

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 Secured Party; and

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



201004280108

Skagit County Auditor

Unit

SCHEDULE 1
LEGAL DESCRIPTION

(See attached)



201004280108

Skagit County Auditor

LOT 2C OF CITY OF MOUNT VERNON BINDING SITE PLAN NO. MV 1-94 BSP,
APPROVED MAY 31, 1994, AND RECORDED MAY 31, 1994, UNDER AUDITOR'S
FILE NO. 9405310129, IN VOLUME 11 OF SHORT PLATS, PAGES 77 TO 81,
INCLUSIVE, RECORDS OF SKAGIT COUNTY, WASHINGTON, BEING A PORTION OF THE
SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 18, TOWNSHIP 34 NORTH,
RANGE 4 EAST, W.H.



201004280108
Skagit County Auditor

4/28/2010 Page 7 of 7 11:20AM

17684